



Baldwin & Lyons, Inc.

BWIN NASDAQ

Insurance - Property / Casualty

Market Capitalization USD:

\$260.98 mm

CONCERN LEVEL: LOW

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated.
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Joseph J. DeVito

Age: 60

CEO Since: 2010

	2009	2010	2011
Base Salary	\$870,000	\$870,000	\$1,000,000
Discretionary Bonus	\$401,907	\$166,665	\$0
Annual Cash Incentive	\$114,500	\$61,500	-\$118,800
Benefits and Perquisites	\$24,721	\$38,871	\$36,537
TOTAL ANNUAL COMPENSATION	\$1,411,128	\$1,137,036	\$917,737
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$0	\$0	\$0
Stock Awards	\$200,959	\$83,335	\$0
TOTAL COMPENSATION	\$1,612,087	\$1,220,371	\$917,737
Median of Other Named Executive Officers Total Compensation	\$931,381	\$757,425	\$537,087
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$0	\$0	\$72,486
TOTAL REALIZED EQUITY COMPENSATION	\$0	\$0	\$72,486

Proxy Date: 2 Apr 2012

Annual Meeting Date: 8 May 2012

Equity Reserves: 0.00%

Stock Option Run Rate: 0.00%

Baldwin & Lyons, Inc.

BWIN NASDAQ

Insurance - Property / Casualty

Market Capitalization USD: **\$260.98 mm**

Performance Comparison

■ S&P500 ■ Industry ■ BWINB



Peer Comparisons (TRBC) = Insurance - Property / Casualty

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
BWINB	Baldwin & Lyons, Inc.	\$1,612,087	\$1,220,371	\$917,737	\$260,983,048
SIGI	Selective Insurance Group, Inc.	\$3,175,671	\$3,270,785	\$3,334,627	\$704,928,035
NAVG	Navigators Group, Inc. (The)	\$2,287,675	\$2,516,084		\$645,693,468
IPCC	Infinity Property and Casualty Corporation	\$1,754,272	\$1,842,605		\$641,492,481
SAFT	Safety Insurance Group, Inc.	\$2,761,049	\$3,110,451		\$574,553,603
STFC	State Auto Financial Corporation	\$1,800,456	\$2,456,277	\$2,556,473	\$529,603,218
EIG	Employers Holdings, Inc.	\$1,843,200	\$1,796,002		\$483,034,891

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Peer group not disclosed.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
John D. Weil	Chairman	71	Male	15	Outside Related
John A. Piatt	Member	80	Male	15	Outside Related
Kenneth D. Sacks	Member	47	Male	5	Outside
Thomas H. Patrick	Member	68	Male	29	Outside Related