


**Ball Corporation****BLL NYSE****Non-Paper Containers / Packaging**

Market Capitalization USD:

\$5,073.38 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: John A. Hayes**Age: 46****CEO Since: 2011**

	2009	2010	2011
Base Salary	\$1,130,000	\$1,155,000	\$896,635
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$3,215,872	\$4,554,658	\$2,606,584
Benefits and Perquisites	\$70,365	\$63,160	\$184,615
TOTAL ANNUAL COMPENSATION	\$4,416,237	\$5,772,818	\$3,687,834
Increase in Post-Retirement Benefits	\$824,558	\$538,259	\$133,969
Stock Option Awards	\$2,130,000	\$1,812,600	\$1,680,526
Stock Awards	\$2,244,480	\$2,345,925	\$2,689,219
TOTAL COMPENSATION	\$9,615,275	\$10,469,602	\$8,191,548
Median of Other Named Executive Officers Total Compensation	\$2,760,809	\$3,583,347	\$3,453,989
Value Realized on Exercise of Stock Option	\$1,310,572	\$14,516,802	\$309,086
Value Realized on Vesting of Stock	\$1,359,680	\$3,435,000	\$2,025,000
TOTAL REALIZED EQUITY COMPENSATION	\$2,670,252	\$17,951,802	\$2,334,086

Proxy Date: 9 Mar 2012

Annual Meeting Date: 25 Apr 2012

Equity Reserves: 7.33%

Stock Option Run Rate: 0.58%

Ball Corporation

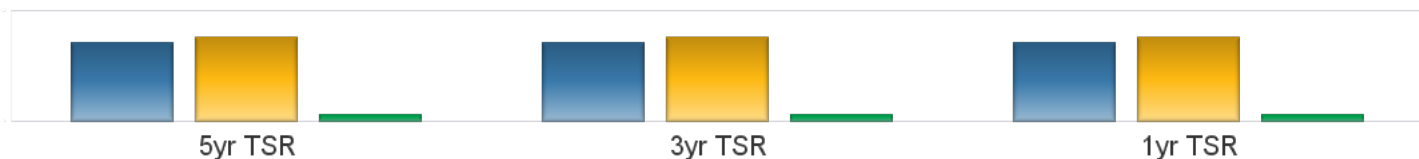
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Performance Comparison

■ vs S&P500 ■ vs Industry ■ BLL



Peer Comparisons (TRBC) =Non-Paper Containers / Packaging

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
BLL	Ball Corporation	\$9,615,275	\$10,469,602	\$8,191,548	\$5,073,375,626
CCK	Crown Holdings, Inc.	\$15,659,135	\$13,702,097		\$4,626,273,388
ATR	AptarGroup, Inc.	\$2,239,151	\$3,141,603		\$2,982,876,460
SON	Sonoco Products Company	\$8,717,164	\$7,760,606	\$6,262,822	\$2,820,056,175
SEE	Sealed Air Corporation	\$7,512,570	\$4,940,082		\$2,675,516,318
SLGN	Silgan Holdings Inc.	\$2,751,469	\$1,762,028		\$2,576,882,464
OI	Owens-Illinois, Inc.	\$8,762,311	\$7,791,521		\$2,476,645,234

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

Avery Dennison Corporation, Bemis Company, Inc., Campbell Soup Company, ConAgra Foods, Inc., Crown Holdings Inc., Eastman Chemical Company, Goodrich Corp., Greif, Inc., H.J. Heinz Company, ITT Corporation, MeadWestvaco Corporation, Molson Coors Brewing Company, Owens-Illinois, Inc., Pactiv Corp., PPG Industries, Inc., Sara Lee Corp., Sealed Air Corporation, Silgan Holdings, Inc., Sonoco Products Company, United States Steel Corp.

Performance Peer Group

S&P 500 excluding companies in the S&P 500 Index that are classified as being part of the Financial or Utilities industry sectors or the Transportation industry group. Companies added to the S&P 500 during the performance cycle are also excluded.

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
George M. Smart	Member	66	Male	7	Outside
Georgia R. Nelson	Member	62	Female	6	Outside
Stuart A. Tavior	Member	51	Male	13	Outside Related
Theodore M. Solso	Member	65	Male	9	Outside