



Bancorp, Inc. (The)

TBBK NASDAQ

Banks

Market Capitalization USD:

\$237.69 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: Betsy Z. Cohen

Age: 70

CEO Since: 2000

	2009	2010	2011
Base Salary	\$470,192	\$499,999	\$525,000
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$0	\$0	\$0
Benefits and Perquisites	\$1,981	\$1,143	\$11,510
TOTAL ANNUAL COMPENSATION	\$472,173	\$501,142	\$536,510
Increase in Post-Retirement Benefits	\$26,379	\$105,076	\$84,738
Stock Option Awards	\$0	\$1,270,800	\$324,900
Stock Awards	\$0	\$0	\$0
TOTAL COMPENSATION	\$498,552	\$1,877,018	\$946,148
Median of Other Named Executive Officers Total Compensation	\$322,030	\$774,307	\$490,638
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$0	\$0	\$0
TOTAL REALIZED EQUITY COMPENSATION	\$0	\$0	\$0

Proxy Date: 21 Mar 2012

Annual Meeting Date: 7 May 2012

Equity Reserves: 11.34%

Stock Option Run Rate: 1.66%

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Performance Comparison

■ S&P500 ■ Industry ■ TBBK



Peer Comparisons (TRBC) =Banks

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
TBBK	Bancorp, Inc. (The)	\$498,552	\$1,877,018	\$946,148	\$237,685,371
SUSQ	Susquehanna Bancshares, Inc.	\$1,211,729	\$1,479,760	\$1,670,855	\$710,168,954
GBCI	Glacier Bancorp, Inc.	\$411,411	\$376,210	\$360,817	\$673,844,234
ORIT	Oritani Financial Corp.	\$3,455,504			\$656,952,829
PFS	Provident Financial Services, Inc.	\$1,549,766	\$1,230,272	\$1,621,602	\$649,943,032
NBTB	NBT Bancorp Inc.	\$2,299,459	\$2,990,727	\$4,509,376	\$625,525,586
HOMB	Home BancShares, Inc.	\$1,025,614	\$905,789	\$866,825	\$604,856,768

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

Lakeland Bancorp, Inc., Univest Corporation of Pennsylvania, Bryn Mawr Bank Corporation, Royal Bancshares of Pennsylvania, Metro Bancorp, Inc., VIST Financial Corp., WSFS Financial Corporation

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Walter T. Beach	Chairman	45	Male	13	Outside Related
Joan Specter	Member	78	Female	13	Outside Related
William H. Lamb	Member	72	Male	8	Outside

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