



CA Technologies



CA NASDAQ

Software

Market Capitalization USD:

\$9,796.15 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: William E. McCracken

Age: 69

CEO Since: 2010

	2009	2010	2011
Base Salary	\$1,000,000	\$958,333	\$1,000,000
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$822,375	\$941,781	\$1,764,000
Benefits and Perquisites	\$336,854	\$4,718,109	\$282,672
TOTAL ANNUAL COMPENSATION	\$2,159,229	\$6,618,223	\$3,046,672
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$0	\$0	\$821,710
Stock Awards	\$4,942,701	\$4,921,417	\$3,909,219
TOTAL COMPENSATION	\$8,797,867	\$11,539,640	\$7,777,601
Median of Other Named Executive Officers Total Compensation	\$3,736,605	\$3,736,605	\$4,285,799
Value Realized on Exercise of Stock Option	\$0	\$283,733	\$0
Value Realized on Vesting of Stock	\$4,372,935	\$7,128,315	\$1,138,586
TOTAL REALIZED EQUITY COMPENSATION	\$4,372,935	\$7,412,048	\$1,138,586

Proxy Date: 11 Jun 2012

Annual Meeting Date: 1 Aug 2012

Equity Reserves: 18.13%

Stock Option Run Rate: 0.13%

CA Technologies

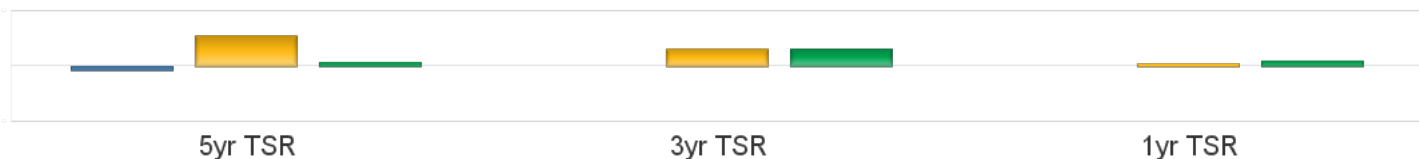
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Performance Comparison

■ S&P500 ■ Industry ■ CA



Peer Comparisons (TRBC) =Software

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
CA	CA Technologies	\$8,797,867	\$11,539,640	\$7,777,601	\$9,796,152,485
CRM	salesforce.com, inc.	\$343,263	\$9,102,420	\$17,714,306	\$15,299,999,533
INTU	Intuit Inc.	\$4,814,826	\$13,871,791		\$14,270,619,433
SYMC	Symantec Corporation	\$7,025,792	\$9,022,349		\$12,078,531,019
ADBE	Adobe Systems Incorporated	\$6,663,781	\$12,228,214	\$10,825,110	\$11,864,952,887
RHT	Red Hat, Inc.	\$5,004,600	\$8,974,936	\$7,757,046	\$8,149,383,408
BMC	BMC Software, Inc.	\$10,902,868	\$12,092,843		\$6,768,089,760

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

Adobe Systems Incorporated, Compuware Corporation, QUALCOMM Incorporated, Autodesk, Inc., EMC Corporation, salesforce.com, inc., Automatic Data Processing, Inc., Intuit Inc., Seagate Technology plc, BMC Software, Inc., Juniper Networks, Inc., Sybase, Inc., Cadence Design Systems, Inc., McAfee, Inc., Symantec Corporation, Citrix Systems, Inc., Microsoft Corporation, Unisys Corporation, Computer Sciences Corporation, Oracle Corporation, VMware, Inc.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Garv J. Fernandes	Chairman	68	Male	9	Outside
Kav Koplovitz	Member	67	Female	4	Outside
Richard Sulpizio	Member	62	Male	3	Outside

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