



CIT Group Inc.



CIT NYSE

Banks

Market Capitalization USD:

\$6,092.59 mm

CONCERN LEVEL: AVERAGE

- 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. Thain

Age: 56

CEO Since: 2010

	2009	2010	2011
Base Salary	\$803,077	\$451,923	\$500,000
Discretionary Bonus	\$0	\$0	\$1,875,000
Annual Cash Incentive	\$0	\$0	\$0
Benefits and Perquisites	\$229,314	\$41,068	\$50,279
TOTAL ANNUAL COMPENSATION	\$1,032,391	\$492,991	\$2,425,279
Increase in Post-Retirement Benefits	\$958,754	\$0	\$20,136
Stock Option Awards	\$0	\$0	\$0
Stock Awards	\$0	\$6,196,154	\$5,775,000
TOTAL COMPENSATION	\$1,991,145	\$6,689,145	\$8,220,415
Median of Other Named Executive Officers Total Compensation	\$2,131,500	\$2,649,391	\$2,838,920
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$225,750	\$4,696,154	\$275,000
TOTAL REALIZED EQUITY COMPENSATION	\$225,750	\$4,696,154	\$275,000

Proxy Date: 5 Apr 2012

Annual Meeting Date: 15 May 2012

Equity Reserves: 4.78%

Stock Option Run Rate: 0.00%

CIT Group Inc.

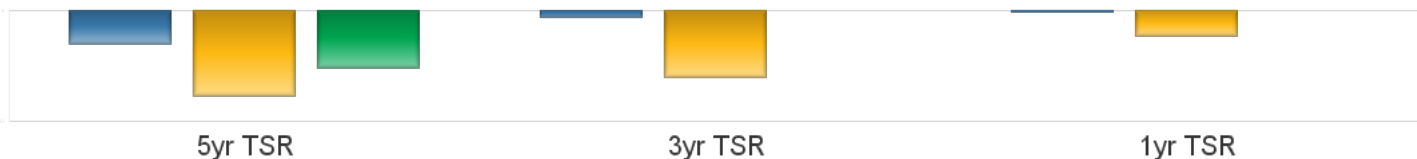
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Performance Comparison

■ S&P500 ■ Industry ■ CIT



Peer Comparisons (TRBC) =Banks

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
CIT	CIT Group Inc.	\$1,991,145	\$6,689,145	\$8,220,415	\$6,092,593,182
COF	Capital One Financial Corporation	\$6,087,365	\$14,859,688	\$18,668,058	\$18,205,006,243
BBT	BB&T Corporation	\$5,145,918	\$10,381,596	\$7,458,475	\$14,868,030,683
STI	SunTrust Banks, Inc.	\$7,672,822	\$10,270,524	\$9,273,010	\$9,637,475,013
FITB	Fifth Third Bancorp	\$5,215,692	\$4,821,613	\$7,238,199	\$9,269,640,882
MTB	M&T Bank Corporation	\$2,937,103	\$2,547,590	\$2,939,914	\$8,779,434,827
KEY	KeyCorp	\$8,152,386	\$7,087,746	\$4,955,664	\$5,650,454,955

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

Ameriprise Financial Inc., Hudson City Bancorp, Inc., BB&T Corporation, Huntington Bancshares Incorporated, City National Corp., KeyCorp, Comerica Incorporated, M&T Bank Corporation, Discover Financial Services, New York Community Bancorp Inc., Fifth Third Bancorp, Northern Trust Corporation, First Horizon National Corporation, NYSE Euronext, Inc., Fiserv, Inc., Regions Financial Corp., Genworth Financial Inc.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Sevmour Sternberg	Chairman	68	Male	7	Outside
John R. Rvan	Member	66	Male	9	Outside
William M. Freeman	Member	59	Male	9	Outside