



Cirrus Logic, Inc.





CRUS NASDAQ

Semiconductors

Market Capitalization USD:

\$961.06 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: Jason P. Rhode

Age: 42

CEO Since: 2007

	2009	2010	2011
Base Salary	\$364,192	\$390,000	\$453,415
Discretionary Bonus	\$0	\$0	\$1,300
Annual Cash Incentive	\$25,170	\$193,971	\$572,470
Benefits and Perquisites	\$7,748	\$23,101	\$9,201
TOTAL ANNUAL COMPENSATION	\$397,110	\$607,072	\$1,036,386
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$770,868	\$1,093,712	\$1,085,968
Stock Awards	\$0	\$0	\$577,875
TOTAL COMPENSATION	\$1,414,355	\$1,700,784	\$2,700,229
Median of Other Named Executive Officers Total Compensation	\$617,113	\$617,113	\$949,795
Value Realized on Exercise of Stock Option	\$0	\$0	\$66,500
Value Realized on Vesting of Stock	\$0	\$0	\$0
TOTAL REALIZED EQUITY COMPENSATION	\$0	\$0	\$66,500

Proxy Date: 30 May 2012

Annual Meeting Date: 26 Jul 2012

Equity Reserves: 21.36%

Stock Option Run Rate: 3.33%

Cirrus Logic, Inc.

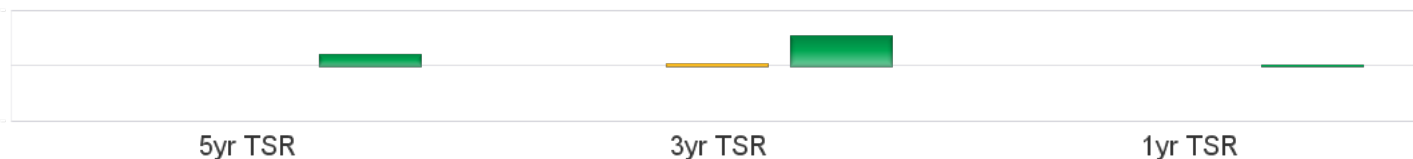
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Performance Comparison

■ S&P500 ■ Industry ■ CRUS



Peer Comparisons (TRBC) =Semiconductors

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
CRUS	Cirrus Logic, Inc.	\$1,414,355	\$1,700,784	\$2,700,229	\$961,064,214
CY	Cypress Semiconductor Corporation	\$7,235,509	\$9,193,084	\$12,886,455	\$2,573,868,297
RFMD	RF Micro Devices, Inc.	\$3,192,490	\$4,628,935		\$1,752,138,528
HITT	Hittite Microwave Corporation	\$325,164	\$2,105,519	\$1,050,567	\$1,526,958,354
RMBS	Rambus Inc.	\$1,761,145	\$4,204,259	\$3,462,121	\$1,507,411,290
SLAB	Silicon Laboratories Inc.	\$4,830,324	\$5,537,163	\$3,145,139	\$1,484,396,818
SMTC	Semtech Corporation	\$3,001,804	\$2,631,351	\$7,078,664	\$1,398,602,148

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

Applied Micro Circuits Corp.; Cavium Networks, Inc.; Hittite Microwave Corp.; Integrated Device Technology, Inc.; Intersil Corp.; Micrel, Inc.; Microsemi Corp.; Monolithic Power Systems Inc.; NetLogic Microsystems, Inc.; OmniVision Technologies Inc.; PMC-Sierra, Inc.; Power Integrations, Inc.; Semtech Corp.; Silicon Image, Inc.; Silicon Laboratories, Inc.; Standard Microsystems Corp.; and TriQuint Semiconductor, Inc.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Timothy R. Dehne	Chairman	46	Male	3	Outside
Alan Schuele	Member	66	Male	1	Outside
John C. Carter	Member	57	Male	3	Outside

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