



**City Holding Company**



**CHCO NASDAQ**

**Banks**

Market Capitalization USD:

**\$407.15 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: Charles R. Hageboeck**

**Age: 49**

**CEO Since: 2005**

	2009	2010	2011
<b>Base Salary</b>	\$411,250	\$415,000	\$450,000
<b>Discretionary Bonus</b>	\$0	\$0	\$0
<b>Annual Cash Incentive</b>	\$163,472	\$104,165	\$258,525
<b>Benefits and Perquisites</b>	\$26,298	\$44,215	\$47,109
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$601,020</b>	<b>\$563,380</b>	<b>\$755,634</b>
<b>Increase in Post-Retirement Benefits</b>	\$0	\$0	\$0
<b>Stock Option Awards</b>	\$52,731	\$61,625	\$67,650
<b>Stock Awards</b>	\$725,135	\$64,180	\$70,180
<b>TOTAL COMPENSATION</b>	<b>\$1,378,886</b>	<b>\$689,185</b>	<b>\$893,464</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$537,948	\$306,556	\$384,418
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$0	\$130,494
<b>Value Realized on Vesting of Stock</b>	\$0	\$0	\$0
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$0</b>	<b>\$0</b>	<b>\$130,494</b>

**Proxy Date:** 23 Mar 2012

**Annual Meeting Date:** 25 Apr 2012

**Equity Reserves:** 6.76%

**Stock Option Run Rate:** 0.11%

# City Holding Company

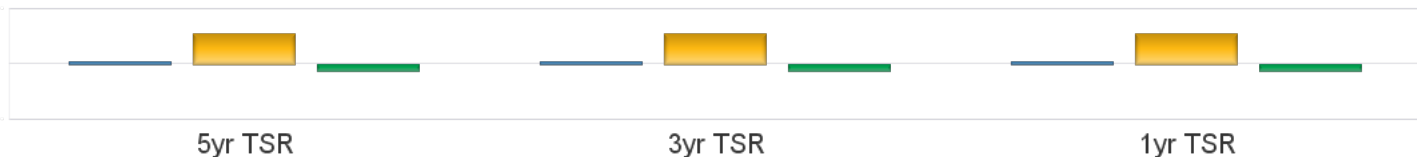
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## Performance Comparison

■ vs S&P500   ■ vs Industry   ■ CHCO



## Peer Comparisons (TRBC) =Banks

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
CHCO	City Holding Company	\$1,378,886	\$689,185	\$893,464	\$407,148,630
TRMK	Trustmark Corporation	\$2,999,423	\$1,624,327		\$1,163,764,115
WABC	Westamerica Bancorporation	\$840,476	\$642,104	\$766,679	\$1,093,001,360
FNB	F.N.B. Corporation	\$1,511,182	\$2,452,341		\$1,088,603,101
NPBC	National Penn Bancshares Inc.	\$1,398,564	\$1,262,188	\$1,797,104	\$1,063,289,053
UBSI	United Bankshares, Inc.	\$995,883	\$2,296,941		\$1,008,396,616
UMPQ	Umpqua Holdings Corporation	\$2,316,716	\$3,731,340	\$3,442,525	\$1,006,793,467

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

Bryn Mawr Bank Corporation, Cardinal Financial Corporation, Canandaigua National Corporation, Community Trust Bancorp Inc., Community Bank Systems Inc., 1st Source Corporation, First Commonwealth Financial Corporation, First Community Bancshares Inc., First Financial Corporation, Financial Institutions Inc, German American Bancorp. Inc, NBT Bancorp, Inc., Orrstown Financial Services, Inc., Republic Bancorp Inc., Sandy Spring Bancorp, Inc., SCBT Financial Corporation, S.Y. Bancorp, Inc, Tompkins Financial Corp, Univest Corp. of Pennsylvania, WesBanco Inc., Wilson Bank Holding Co.

### Performance Peer Group

Bryn Mawr Bank Corporation, Cardinal Financial Corporation, Canandaigua National Corporation, Community Trust Bancorp Inc., Community Bank Systems Inc., 1st Source Corporation, First Commonwealth Financial Corporation, First Community Bancshares Inc., First Financial Corporation, Financial Institutions Inc, German American Bancorp. Inc, NBT Bancorp, Inc., Orrstown Financial Services, Inc., Republic Bancorp Inc., Sandy Spring Bancorp, Inc., SCBT Financial Corporation, S.Y. Bancorp, Inc, Tompkins Financial Corp, Univest Corp. of Pennsylvania, WesBanco Inc., Wilson Bank Holding Co.

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
C. Dallas Kavser	Chairman	60	Male	17	Outside Related
Hugh R. Clonch	Member	72	Male	17	Outside Related
Jav C. Goldman	Member	68	Male	24	Outside Related
John R. Elliot	Member	66	Male	5	Outside
Oshel B. Craigo	Member	74	Male	11	Outside Related
Robert D. Fisher	Member	59	Male	18	Outside Related

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