



Cohu, Inc.





COHU NASDAQ

Semiconductor Equipment / Testing

Market Capitalization USD:

\$237.47 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: James A. Donahue

Age: 63

CEO Since: 2000

	2009	2010	2011
Base Salary	\$405,941	\$505,003	\$505,003
Discretionary Bonus	\$0	\$0	\$50,000
Annual Cash Incentive	\$252,500	\$498,680	\$294,526
Benefits and Perquisites	\$52,192	\$41,222	\$49,369
TOTAL ANNUAL COMPENSATION	\$710,633	\$1,044,905	\$898,898
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$451,200	\$514,493	\$0
Stock Awards	\$0	\$416,234	\$0
TOTAL COMPENSATION	\$1,161,833	\$1,975,632	\$898,898
Median of Other Named Executive Officers Total Compensation	\$379,681	\$480,810	\$559,948
Value Realized on Exercise of Stock Option	\$0	\$111,600	\$0
Value Realized on Vesting of Stock	\$120,734	\$135,312	\$140,083
TOTAL REALIZED EQUITY COMPENSATION	\$120,734	\$246,912	\$140,083

Proxy Date: 5 Apr 2012

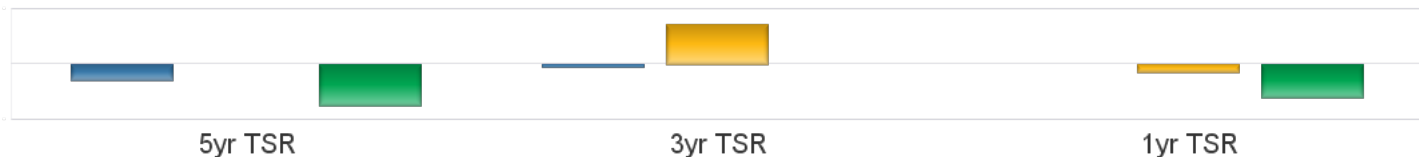
Annual Meeting Date: 9 May 2012

Equity Reserves: 31.22%

Stock Option Run Rate: 2.42%

Performance Comparison

■ S&P500 ■ Industry ■ COHU



Peer Comparisons (TRBC) =Semiconductor Equipment / Testing

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
COHU	Cohu, Inc.	\$1,161,833	\$1,975,632	\$898,898	\$237,468,517
KLIC	Kulicke & Soffa Industries, Inc.	\$1,437,133	\$2,796,133	\$4,924,623	\$542,335,793
BRKS	Brooks Automation, Inc.	\$3,174,283	\$1,289,808	\$3,860,233	\$538,387,125
UTEK	Ultratech, Inc.	\$1,899,387	\$3,619,210		\$440,126,126
ESIO	Electro Scientific Industries, Inc.	\$1,364,560	\$1,938,067		\$341,744,817
NANO	Nanometrics Incorporated	\$1,156,135	\$1,835,837		\$331,479,106
FORM	FormFactor, Inc.	\$1,709,529	\$1,015,591	\$1,337,523	\$316,792,939

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

Advanced Energy Industries, LTX - Credence, Amtech, Mattson Technology, ATMI, Nanometrics, Axcelis Technologies, Photronics, Brooks Automation, Rudolph Technologies, Cabot Microelectronics, Tesser Technologies, Cymer, Ultra Clean Holdings, Electro Scientific Industries, Ultratech, FormFactor, Verigy, Kulicke & Soffa

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Harry L. Casari	Chairman	75	Male	17	Outside Related
Harold Harriqian	Member	77	Male	14	Outside Related
Steven J. Bilodeau	Member	53	Male	3	Outside
William E. Bendush	Member	63	Male	1	Outside