

# **GMIRATINGS** EXECUTIVE PAY **SCORECARD**

Data & analysis provided by GMI Ratings-The Independent Leader in Corporate Governance and ESG&A

14 May 2012

### **Compass Diversified Holdings**

**CODI** NASDAQ

**Business Support / Supplies** 

Market Capitalization USD:

\$508.21 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.
- 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.
- The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Alan B. Offenberg Age: 44 CEO Since: 2011

<b>U</b>	<u>J</u>		
	2009	2010	2011
Base Salary			\$0
Discretionary Bonus			\$0
Annual Cash Incentive			\$0
Benefits and Perquisites			\$0
TOTAL ANNUAL COMPENSATION			\$0
Increase in Post-Retirement Benefits			\$0
Stock Option Awards			\$0
Stock Awards			\$0
TOTAL COMPENSATION			\$0
Median of Other Named Executive Officers Total Compensation			\$747,827
Value Realized on Exercise of Stock Option			\$0
Value Realized on Vesting of Stock			\$0
TOTAL REALIZED EQUITY COMPENSATION			\$0

Proxy Date: 16 Apr 2012 Annual Meeting Date: 30 May 2012 Equity Reserves: 0.00% Stock Option Run Rate:

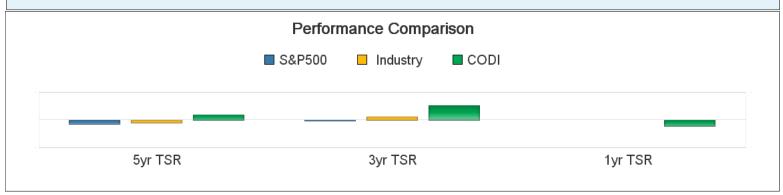
## **Compass Diversified Holdings**

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#### Peer Comparisons (TRBC) =Business Support / Supplies

#### **Total Summary CEO Compensation**

Ticker	Company Name	2009	2010	2011	Market Cap
CODI	Compass Diversified Holdings			\$0	\$508,210,500
WXS	Wright Express Corporation	\$2,901,346	\$4,239,654	\$2,668,455	\$1,469,943,734
BRC	Brady Corporation	\$1,831,916	\$3,957,797		\$1,395,047,923
WOOF	VCA Antech, Inc.	\$1,861,929	\$5,266,314	\$12,278,595	\$1,383,794,364
DFT	DuPont Fabros Technology, Inc.	\$2,050,529	\$3,002,250	\$3,204,295	\$1,229,551,068
USTR	United Stationers Inc.	\$3,250,850	\$3,743,685	\$4,343,094	\$1,209,181,457
MMS	MAXIMUS, Inc.	\$3,026,949	\$3,258,409	\$3,652,493	\$1,204,533,574

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

NA

**Performance Peer Group** 

NA

COMPENSATION COMMITTEE MEMBERS								
Director	Membership	Age	Gender	Tenure	Independence			
Harold S. Edwards	Chairman	46	Male	6	Outside			
D. Euaene Ewina	Member	63	Male	6	Outside			
Mark H. Lazarus	Member	48	Male	6	Outside			