

GMI EXECUTIVE PAY SCORECARDSM

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

5 Mar 2012

Cooper Companies, Inc. (The)



COO NYSE

Medical Equipment / Supplies / Distribution

Market Capitalization USD:

\$3,659.46 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: Robert S. Weiss

Age: 65

CEO Since: 2007

	2009	2010	2011
Base Salary	\$600,000	\$700,000	\$735,000
Discretionary Bonus	\$0	\$0	\$147,000
Annual Cash Incentive	\$258,000	\$1,228,500	\$907,358
Benefits and Perquisites	\$17,559	\$16,856	\$33,338
TOTAL ANNUAL COMPENSATION	\$875,559	\$1,945,356	\$1,822,696
Increase in Post-Retirement Benefits	\$112,067	\$76,360	\$111,186
Stock Option Awards	\$553,350	\$0	\$2,229,000
Stock Awards	\$93,900	\$182,700	\$871,050
TOTAL COMPENSATION	\$2,138,636	\$2,204,416	\$5,033,932
Median of Other Named Executive Officers Total Compensation	\$1,115,473	\$901,502	\$1,705,012
Value Realized on Exercise of Stock Option	\$0	\$0	\$3,451,140
Value Realized on Vesting of Stock	\$0	\$0	\$0
TOTAL REALIZED EQUITY COMPENSATION	\$0	\$0	\$3,451,140

Proxy Date: 6 Feb 2012

Annual Meeting Date: 20 Mar 2012

Equity Reserves: 12.92%

Stock Option Run Rate: 0.50%

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Cooper Companies, Inc. (The)

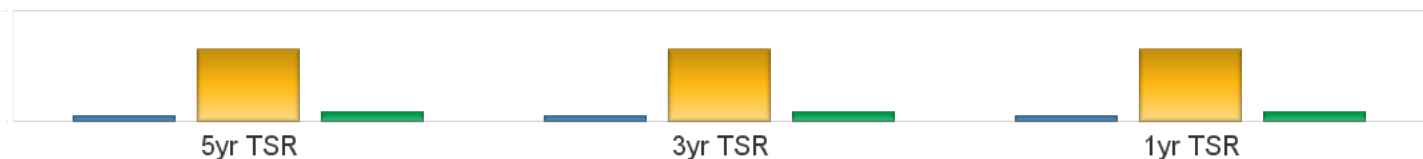
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Performance Comparison

■ vs S&P500 ■ vs Industry ■ COO



Peer Comparisons (TRBC) =Medical Equipment / Supplies / Distribution

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
COO	Cooper Companies, Inc. (The)	\$2,138,636	\$2,204,416	\$5,033,932	\$3,659,460,516
ZMH	Zimmer Holdings, Inc.	\$7,083,152	\$9,555,210		\$10,186,564,815
BCR	C.R. Bard, Inc.	\$9,683,341	\$10,122,138		\$7,498,268,901
HSIC	Henry Schein, Inc.	\$4,268,925	\$4,193,676		\$5,730,672,318
CFN	CareFusion Corporation	\$2,192,277	\$16,300,289		\$5,363,162,131
XRAY	DENTSPLY International Inc.	\$4,156,934	\$2,557,252		\$4,337,431,541
PDCO	Patterson Companies, Inc.	\$881,292	\$2,803,714		\$3,391,463,562

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

American Medical Systems Holdings, Inc., Kinetic Concepts, Inc., Bio-Rad Laboratories, Inc., Millipore Corporation, Bruker Corporation, PerkinElmer, Inc., Conmed Corporation, Resmed, Inc., Dentsply International, Inc., Sirona Dental Systems, Inc, Edwards Lifesciences Corporation, Steris Corporation, Haemonetics Corporation, Varian, Inc., Hologic, Inc., Waters Corporation, Integra Lifesciences Holding Corporation, West Pharmaceutical Services, Inc.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Michael H. Kalkstein	Chairman	69	Male	20	Outside
Allan E. Rubenstein	Member	67	Male	20	Outside
Donald Press	Member	78	Male	19	Outside
Jody S. Lindell	Member	60	Female	6	Outside