



Corn Products International, Inc.


CPO NYSE

Food Processing

Market Capitalization USD:

\$3,011.05 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: Ilene S. Gordon

Age: 58

CEO Since: 2009

| | 2009 | 2010 | 2011 |
|--------------------------------------------------------------------|--------------------|--------------------|--------------------|
| Base Salary | \$563,942 | \$895,833 | \$966,000 |
| Discretionary Bonus | \$0 | \$212,000 | \$0 |
| Annual Cash Incentive | \$635,000 | \$1,788,000 | \$1,839,510 |
| Benefits and Perquisites | \$45,794 | \$113,640 | \$57,664 |
| TOTAL ANNUAL COMPENSATION | \$1,244,736 | \$3,009,473 | \$2,863,174 |
| Increase in Post-Retirement Benefits | \$16,528 | \$48,143 | \$97,824 |
| Stock Option Awards | \$750,817 | \$883,139 | \$1,135,484 |
| Stock Awards | \$4,505,297 | \$1,901,847 | \$2,831,020 |
| TOTAL COMPENSATION | \$6,517,378 | \$5,842,602 | \$6,927,502 |
| Median of Other Named Executive Officers Total Compensation | \$1,939,004 | \$2,014,748 | \$1,919,452 |
| Value Realized on Exercise of Stock Option | \$0 | \$0 | \$0 |
| Value Realized on Vesting of Stock | \$0 | \$2,011,297 | \$3,029,547 |
| TOTAL REALIZED EQUITY COMPENSATION | \$0 | \$2,011,297 | \$3,029,547 |

Proxy Date: 5 Apr 2012

Annual Meeting Date: 15 May 2012

Equity Reserves: 13.19%

Stock Option Run Rate: 0.95%

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Performance Comparison

■ S&P500 ■ Industry ■ CPO



Peer Comparisons (TRBC) =Food Processing

Total Summary CEO Compensation

| Ticker | Company Name | 2009 | 2010 | 2011 | Market Cap |
|------------|------------------------------------------|--------------------|--------------------|--------------------|------------------------|
| CPO | Corn Products International, Inc. | \$6,517,378 | \$5,842,602 | \$6,927,502 | \$3,011,052,009 |
| BG | Bunge Limited | \$7,914,451 | \$9,737,500 | | \$8,594,106,926 |
| SJM | J.M. Smucker Company (The) | \$4,832,870 | \$6,830,263 | | \$8,297,793,445 |
| HRL | Hormel Foods Corporation | \$7,344,599 | \$10,450,526 | \$10,946,422 | \$7,166,409,897 |
| TSN | Tyson Foods, Inc. | \$533,459 | \$8,849,822 | \$7,704,561 | \$6,547,257,233 |
| MKC | McCormick & Company, Incorporated | \$4,844,732 | \$6,349,741 | \$7,769,976 | \$5,459,216,260 |
| RAH | Ralcorp Holdings, Inc. | \$1,486,410 | \$6,498,356 | \$1,503,201 | \$4,229,315,178 |

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

Air Products and Chemicals, Inc., ArvinMeritor, Inc., Avery Dennison Corporation, Ball Corporation, BorgWarner Inc., Campbell Soup Company, Chiquita Brands International Inc., Dana Corporation, Del Monte Foods Company, Eastman Chemical Company, Eastman Kodak Company, Ecolab Inc., Federal-Mogul Corporation, Fortune Brands, Inc., Graphic Packaging Corporation, Hanesbrands, Inc., Harley-Davidson Motor Company Inc., Hasbro, Inc., Hormel Foods Corporation, Joy Global Inc., Lorillard Tobacco Company, Masco Corporation, Mattel, Inc., McCormick & Company, Inc., Mohawk Industries, Molson Coors Brewing Company, Nalco Company, Newell Rubbermaid Inc., Pactiv Corporation, Praxair, Inc., Reynolds American Inc., Sonoco Products Company, Temple-Inland Inc., Terex Corporation, The Clorox Company, The Hershey Company, The Scotts Miracle-Gro Company, The Sherwin-Williams Company, The Timken Company, Visteon Corporation, W.W. Grainger, Inc.,

Performance Peer Group

Archer-Daniels-Midland Company, Agrium, Inc., Bunge Limited, Monsanto Company, Gruma, S.A. de C.V., Potash Corporation of Saskatchewan Inc., MGP Ingredients, Inc., Syngenta AG, Penford Corporation, Terra Nitrogen Company, L.P., Tate & Lyle PLC, Alico, Inc., AbitibiBowater Inc., Alliance One International, Inc., Buckeye Technologies Inc., Charles River Laboratories International Inc., Carastar Industries Inc., Universal Corporation, Deltic Timber Corporation, MeadWestvaco Corporation, Potlatch Corporation, Smurfit-Stone Container Corporation, Wausau Paper Corp.

COMPENSATION COMMITTEE MEMBERS

| Director | Membership | Age | Gender | Tenure | Independence |
|--------------------|------------|-----|--------|--------|-----------------|
| Paul T. Hanrahan | Chairman | 54 | Male | 6 | Outside |
| Dwavne A. Wilson | Member | 53 | Male | 2 | Outside |
| Karen L. Hendricks | Member | 64 | Female | 12 | Outside Related |
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