



Cryolife, Inc.






CRY NYSE

Medical Equipment / Supplies / Distribution

Market Capitalization USD:

\$126.21 mm

CONCERN LEVEL: HIGH

- 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: Steven G. Anderson

Age: 73

CEO Since: 1984

	2009	2010	2011
Base Salary	\$619,229	\$619,229	\$637,806
Discretionary Bonus	\$92,884	\$88,240	\$76,537
Annual Cash Incentive	\$212,815	\$195,667	\$252,618
Benefits and Perquisites	\$33,370	\$32,012	\$33,612
TOTAL ANNUAL COMPENSATION	\$958,298	\$935,148	\$1,000,573
Increase in Post-Retirement Benefits	\$41,894	\$16,013	\$25,406
Stock Option Awards	\$300,000	\$280,832	\$399,626
Stock Awards	\$175,525	\$262,085	\$402,775
TOTAL COMPENSATION	\$1,475,717	\$1,494,078	\$1,828,380
Median of Other Named Executive Officers Total Compensation	\$529,324	\$571,462	\$696,254
Value Realized on Exercise of Stock Option	\$23,600	\$0	\$81,865
Value Realized on Vesting of Stock	\$0	\$66,832	\$57,056
TOTAL REALIZED EQUITY COMPENSATION	\$23,600	\$66,832	\$138,921

Proxy Date: 6 Apr 2012

Annual Meeting Date: 16 May 2012

Equity Reserves: 29.24%

Stock Option Run Rate: 1.95%

Cryolife, Inc.

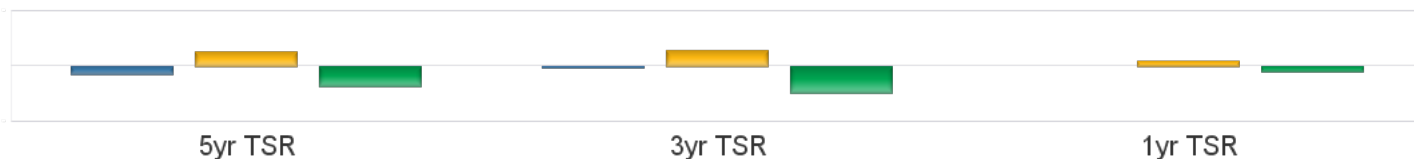
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Performance Comparison

■ S&P500 ■ Industry ■ CRY



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

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
CRY	Cryolife, Inc.	\$1,475,717	\$1,494,078	\$1,828,380	\$126,207,681
OSUR	OraSure Technologies, Inc.	\$1,039,298	\$1,364,974	\$2,000,786	\$374,250,766
CMN	Cantel Medical Corp.	\$1,442,157	\$1,154,931	\$1,407,082	\$363,482,655
ANGO	AngioDynamics, Inc.	\$2,198,562	\$698,140		\$330,191,617
CPTS	Conceptus, Inc.	\$1,934,963	\$1,646,682		\$327,060,205
SMA	Symmetry Medical Inc.	\$520,710	\$739,670	\$2,547,316	\$280,419,581
STAA	STAAR Surgical Company	\$487,792	\$948,450	\$1,069,635	\$278,227,107

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

Abiomed, Inc., Atrion Corp., Enzon Pharmaceuticals, Inc., ev3, Inc., Immucor, Inc., Kensey Nash Corporation, Medical Action Industries, Inc., Micrus Endovascular Corp., Orthovita, Inc., RTI Biologics, Inc., Stereotaxis, Inc., Synovis Life Tech, Inc., Thoratec Corp.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Ronald C. Elkins	Chairman	75	Male	18	Outside Related
Daniel J. Bevevino	Member	52	Male	9	Outside
Ronald D. McCall	Member	75	Male	28	Outside Related