



Cynosure, Inc.




CYNO NASDAQ

Advanced Medical Equipment

Market Capitalization USD:

\$127.26 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: Michael R. Davin

Age: 54

CEO Since: 2003

	2009	2010	2011
Base Salary	\$494,988	\$580,039	\$624,422
Discretionary Bonus	\$0	\$250,000	\$625,260
Annual Cash Incentive	\$0	\$0	\$0
Benefits and Perquisites	\$2,500	\$2,500	\$2,500
TOTAL ANNUAL COMPENSATION	\$497,488	\$832,539	\$1,252,182
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$406,746	\$549,101	\$601,680
Stock Awards	\$0	\$0	\$0
TOTAL COMPENSATION	\$904,234	\$1,381,640	\$1,853,862
Median of Other Named Executive Officers Total Compensation	\$599,439	\$809,678	\$1,002,322
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$0	\$0	\$0
TOTAL REALIZED EQUITY COMPENSATION	\$0	\$0	\$0

Proxy Date: 30 Mar 2012

Annual Meeting Date: 9 May 2012

Equity Reserves: 21.79%

Stock Option Run Rate: 3.60%

Cynosure, Inc.

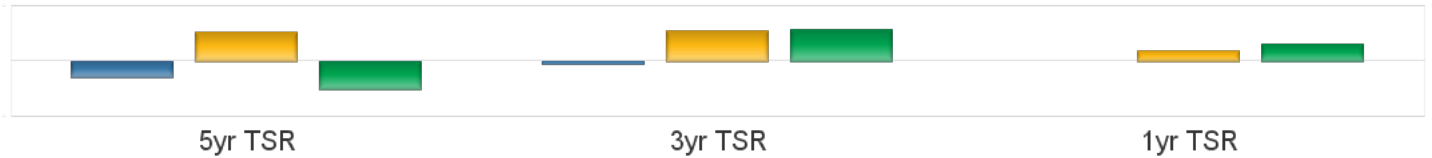
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Performance Comparison

■ S&P500 ■ Industry ■ CYNO



Peer Comparisons (TRBC) =Advanced Medical Equipment

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
CYNO	Cynosure, Inc.	\$904,234	\$1,381,640	\$1,853,862	\$127,258,439
ARAY	Accuray Incorporated	\$2,521,156	\$1,622,781		\$282,189,013
BABY	Natus Medical Incorporated	\$2,000,976	\$2,097,656		\$278,743,672
FLDM	Fluidigm Corporation		\$379,555		\$278,499,216
SPNC	Spectranetics Corporation (The)	\$2,013,696	\$1,027,252		\$239,804,461
PACB	Pacific Biosciences of California, Inc.		\$4,011,889		\$173,382,892
SURG	Synergetics USA, Inc.		\$455,801		\$134,565,144

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

AngioDynamics, Inc., BioLase Technology, Inc., Candela Corporation, Cutera, Inc., IntraLase Corporation, IRIDEX Corporation, Misonix, Inc., Natus Medical Incorporated, Palomar Medical Technologies, Inc., PhotoMedex, Inc., The Spectranetics Corporation, SonoSite, Inc., Thermage, Inc., VNUS Medical Technologies, Inc.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Thomas H. Robinson	Chairman	53	Male	7	Outside
Brian M. Barefoot	Member	68	Male	1	Outside
Marina Hatsopoulos	Member	46	Female	4	Outside

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