



Cypress Semiconductor Corporation

CY NYSE

Semiconductors

Market Capitalization USD:

\$2,573.87 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: T.J. Rodgers

Age: 63

CEO Since: 1982

	2009	2010	2011
Base Salary	\$594,221	\$598,766	\$669,227
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$536,952	\$1,092,807	\$757,087
Benefits and Perquisites	\$0	\$262,449	\$0
TOTAL ANNUAL COMPENSATION	\$1,131,173	\$1,954,022	\$1,426,314
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$0	\$0	\$0
Stock Awards	\$6,104,336	\$7,239,062	\$11,460,141
TOTAL COMPENSATION	\$7,235,509	\$9,193,084	\$12,886,455
Median of Other Named Executive Officers Total Compensation	\$3,810,549	\$4,333,986	\$6,415,984
Value Realized on Exercise of Stock Option	\$6,157,834	\$13,969,867	\$51,863,118
Value Realized on Vesting of Stock	\$6,683,583	\$3,153,768	\$13,931,488
TOTAL REALIZED EQUITY COMPENSATION	\$12,841,417	\$17,123,635	\$65,794,606

Proxy Date: 28 Mar 2012

Annual Meeting Date: 11 May 2012

Equity Reserves: 38.23%

Stock Option Run Rate: 2.27%

Cypress Semiconductor Corporation

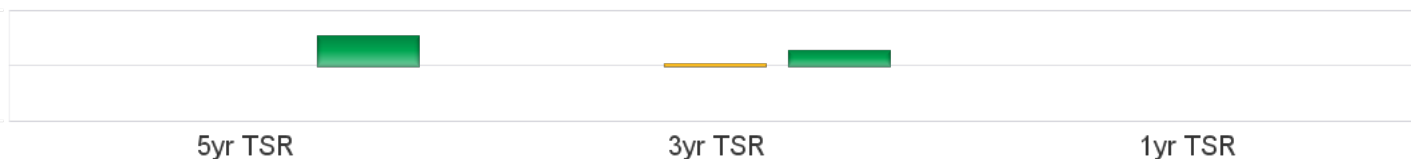
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Performance Comparison

■ S&P500 ■ Industry ■ CY



Peer Comparisons (TRBC) =Semiconductors

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
CY	Cypress Semiconductor Corporation	\$7,235,509	\$9,193,084	\$12,886,455	\$2,573,868,297
NVDA	NVIDIA Corporation	\$4,010,370	\$3,482,145		\$7,552,629,336
XLNX	Xilinx, Inc.	\$2,104,313	\$3,232,717		\$7,275,956,292
MXIM	Maxim Integrated Products, Inc.	\$2,774,291	\$4,003,086		\$6,833,767,024
LLTC	Linear Technology Corporation	\$3,404,384	\$5,143,823		\$6,407,843,342
MCHP	Microchip Technology Incorporated	\$3,305,445	\$5,053,479		\$5,929,532,898
FSLR	First Solar, Inc.	\$4,280,355	\$13,314,890		\$5,455,323,121

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

Altera Corporation, Marvell Technology Group Limited, Analog Devices, Inc., Microchip Technology Inc., Atmel Corporation, National Semiconductor Corporation, Avago Technologies, NVIDIA Corporation, Broadcom Corporation, ON Semiconductor Corporation, Integrated Device Technology Inc., PMC-Sierra, Inc., Linear Technology Corporation, SanDisk Corporation, LSI Corporation, Xilinx, Inc.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Eric A. Benhamou	Chairman	57	Male	19	Outside Related
James R. Lona	Member	69	Male	12	Outside Related
Lloyd A. Carnev	Member	50	Male	7	Outside

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