



DSP Group, Inc.



DSPG NASDAQ

Semiconductors

Market Capitalization USD:

\$138.83 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: Ofer Elyakim

Age: 42 CEO Since: 2009

	2009	2010	2011
Base Salary	\$330,000	\$260,000	\$260,000
Discretionary Bonus	\$100,000	\$90,000	\$0
Annual Cash Incentive	\$0	\$0	\$0
Benefits and Perquisites	\$121,700	\$106,627	\$101,507
TOTAL ANNUAL COMPENSATION	\$551,700	\$456,627	\$361,507
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$592,850	\$553,933	\$327,817
Stock Awards	\$0	\$0	\$0
TOTAL COMPENSATION	\$1,144,550	\$1,010,560	\$689,324
Median of Other Named Executive Officers Total Compensation	\$740,401	\$643,305	\$784,528
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: 13 Apr 2012

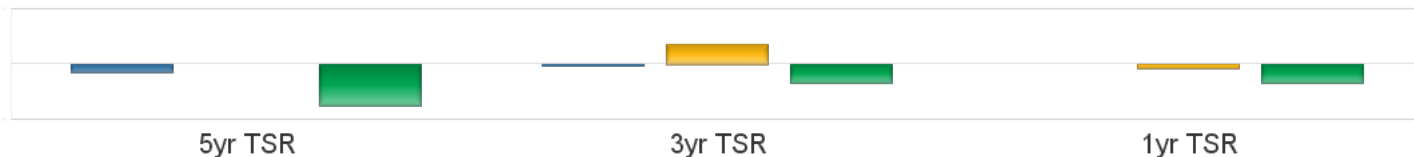
Annual Meeting Date: 15 May 2012

Equity Reserves: 53.10%

Stock Option Run Rate: 10.43%

Performance Comparison

■ S&P500 ■ Industry ■ DSPG



Peer Comparisons (TRBC) =Semiconductors

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
DSPG	DSP Group, Inc.	\$1,144,550	\$1,010,560	\$689,324	\$138,826,952
VIAS	Viasystems Group, Inc.	\$1,516,795	\$6,537,931	\$4,387,229	\$358,720,556
ENTR	Entropic Communications, Inc.	\$846,739	\$2,446,042	\$2,426,991	\$357,074,265
AMCC	Applied Micro Circuits Corporation	\$3,085,215	\$4,780,300		\$345,321,920
IXYS	IXYS Corporation	\$1,092,904	\$888,123		\$343,297,640
MPWR	Monolithic Power Systems, Inc.	\$1,000,000	\$5,625,500		\$340,687,585
PLAB	Photronics, Inc.	\$573,652	\$1,329,848	\$1,657,809	\$297,957,742

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

Specific companies not disclosed.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Yair Shamir	Chairman	66	Male	16	Outside Related
Louis Silver	Member	58	Male	13	Outside Related
Zvi Limon	Member	53	Male	13	Outside Related