



**Denbury Resources Inc.**



**DNR NYSE**

**Oil / Gas Exploration / Production**

Market Capitalization USD:

**\$4,627.03 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: Phil Rykhoek**

**Age: 55**

**CEO Since: 2009**

	2009	2010	2011
<b>Base Salary</b>	\$425,000	\$495,000	\$600,000
<b>Discretionary Bonus</b>	\$9,615	\$677,396	\$413,538
<b>Annual Cash Incentive</b>	\$0	\$810,000	\$308,000
<b>Benefits and Perquisites</b>	\$10,046,450	\$67,840	\$94,736
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$10,481,065</b>	<b>\$2,050,236</b>	<b>\$1,416,274</b>
<b>Increase in Post-Retirement Benefits</b>	\$0	\$0	\$0
<b>Stock Option Awards</b>	\$773,823	\$599,761	\$758,241
<b>Stock Awards</b>	\$1,404,067	\$1,199,978	\$1,516,633
<b>TOTAL COMPENSATION</b>	<b>\$12,658,955</b>	<b>\$3,849,975</b>	<b>\$3,691,148</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$2,338,494	\$2,608,508	\$2,766,333
<b>Value Realized on Exercise of Stock Option</b>	\$3,421,712	\$0	\$0
<b>Value Realized on Vesting of Stock</b>	\$2,813,138	\$758,556	\$2,817,968
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$6,234,850</b>	<b>\$758,556</b>	<b>\$2,817,968</b>

**Proxy Date:** 9 Apr 2012

**Annual Meeting Date:** 15 May 2012

**Equity Reserves:** 5.92%

**Stock Option Run Rate:** 0.67%

# Denbury Resources Inc.

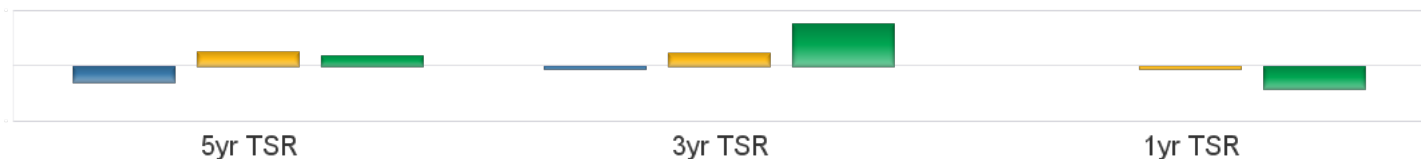
DNR NYSE

Oil / Gas Exploration / Production

Market Capitalization USD: **\$4,627.03 mm**

## Performance Comparison

■ S&P500 ■ Industry ■ DNR



## Peer Comparisons (TRBC) =Oil / Gas Exploration / Production

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
DNR	Denbury Resources Inc.	\$12,658,955	\$3,849,975	\$3,691,148	\$4,627,028,392
NBL	Noble Energy, Inc.	\$9,360,011	\$10,332,542	\$11,491,921	\$12,497,170,738
RRC	Range Resources Corporation	\$7,429,218	\$6,633,977		\$9,415,491,835
CLR	Continental Resources, Inc.	\$3,998,766	\$4,979,257		\$8,732,001,166
PXD	Pioneer Natural Resources Company	\$7,942,438	\$8,613,583	\$9,727,098	\$7,680,788,181
CXO	Concho Resources Inc.	\$2,635,465	\$11,418,752		\$7,374,646,573
COG	Cabot Oil & Gas Corporation	\$5,551,769	\$7,020,780	\$6,484,737	\$6,468,883,158

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

Cabot Oil and Gas, Cimarex Energy, Concho Resources, Continental Resources, Newfield Exploration, Noble Energy, Pioneer Natural Resources, Plains Exploration & Production, QEP Resources Inc, Range Resources, SM Energy, Southwestern Energy, Ultra Petroleum, Whiting Petroleum.

### Performance Peer Group

Berry Petroleum Company (BRY), Concho Resources, Inc. (CXO), Continental Resources, Inc. (CLR), MEG Energy Corporation (MEG.TO), Nexen, Inc. (NXY), Oasis Petroleum, Inc. (OAS), Pioneer Natural Resources Company (PXD), Plains Exploration & Production Company (PXP), Sandridge Energy, Inc. (SD), SM Energy Company (SM), and Whiting Petroleum Corporation (WLL).

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Gregory L. McMichael	Chairman	63	Male	8	Outside
Kevin O. Mevers	Member	58	Male	1	Outside
Laura A. Suqa	Member	51	Female	0	Outside
Michael B. Decker	Member	62	Male	5	Outside

This report is for informational purposes only, and should not be considered a solicitation to buy or sell any security. Thomson Reuters Business Classification (TRBC) is a global industry classification system that is owned and operated by Thomson Reuters and has been licensed for use by GMI Ratings.

COPYRIGHT 2012 | GMI Ratings | ALL RIGHTS RESERVED