





**DreamWorks Animation SKG, Inc.****DWA NASDAQ****Entertainment Production**

Market Capitalization USD:

**\$1,518.35 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: Jeffrey Katzenberg****Age: 61****CEO Since: 2004**

	2009	2010	2011
<b>Base Salary</b>	\$1	\$1	\$0
<b>Discretionary Bonus</b>	\$0	\$0	\$0
<b>Annual Cash Incentive</b>	\$0	\$0	\$0
<b>Benefits and Perquisites</b>	\$0	\$0	\$0
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$1</b>	<b>\$1</b>	<b>\$0</b>
<b>Increase in Post-Retirement Benefits</b>	\$0	\$0	\$0
<b>Stock Option Awards</b>	\$12,000,000	\$4,327,150	\$0
<b>Stock Awards</b>	\$11,443,500	\$2,399,976	\$3,999,997
<b>TOTAL COMPENSATION</b>	<b>\$23,443,501</b>	<b>\$6,727,127</b>	<b>\$3,999,997</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$3,846,255	\$4,625,141	\$2,423,795
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$0	\$0
<b>Value Realized on Vesting of Stock</b>	\$11,459,937	\$0	\$0
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$11,459,937</b>	<b>\$0</b>	<b>\$0</b>

Proxy Date: 11 Apr 2012

Annual Meeting Date: 29 May 2012

Equity Reserves: 28.13%

Stock Option Run Rate: 1.57%

# DreamWorks Animation SKG, Inc.

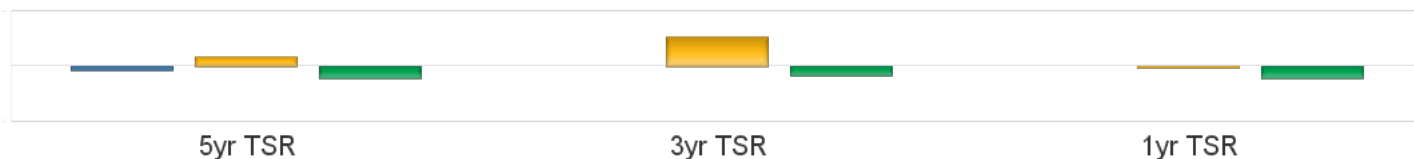
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## Performance Comparison

■ S&P500 ■ Industry ■ DWA



## Peer Comparisons (TRBC) =Entertainment Production

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
DWA	DreamWorks Animation SKG, Inc.	\$23,443,501	\$6,727,127	\$3,999,997	\$1,518,354,585
DLB	Dolby Laboratories, Inc.	\$2,077,610	\$5,942,782	\$5,545,234	\$3,030,173,625
RGC	Regal Entertainment Group	\$4,060,514	\$3,713,093	\$3,401,070	\$1,814,622,039
MSG	Madison Square Garden, Inc.				\$1,725,175,429
LYV	Live Nation Entertainment, Inc.	\$6,676,223	\$15,861,152		\$1,515,113,591
WWE	World Wrestling Entertainment, Inc.	\$380,012	\$861,160	\$1,111,395	\$662,992,004

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

Activision Blizzard, Inc., CBS Corporation, Discovery Communications, Inc., Electronic Arts Inc., Lions Gate Entertainment Corp., News Corporation, Scripps Networks Interactive, Inc., Take-Two Interactive Software, Inc., Time Warner Inc., Viacom Inc., The Walt Disney Company.

### Performance Peer Group

NA

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Mellody L. Hobson	Chairman	42	Female	8	Outside
Nathan Mvhrvold	Member	52	Male	8	Outside
Thomas E. Freston	Member	66	Male	5	Outside

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