



E*TRADE Financial Corporation



ETFC NASDAQ

Investment Services

Market Capitalization USD:

\$2,598.30 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: Steven J. Freiberg

Age: 55

CEO Since: 2010

	2009	2010	2011
Base Salary	\$1,038,461	\$738,462	\$1,000,000
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$0	\$2,250,000	\$3,000,000
Benefits and Perquisites	\$3,007,475	\$41,769	\$44,392
TOTAL ANNUAL COMPENSATION	\$4,045,936	\$3,030,231	\$4,044,392
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$0	\$0	\$742,497
Stock Awards	\$0	\$0	\$1,507,485
TOTAL COMPENSATION	\$4,045,936	\$3,030,231	\$6,294,374
Median of Other Named Executive Officers Total Compensation	\$3,278,000	\$2,617,039	\$2,688,581
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$1,558,811	\$0	\$0
TOTAL REALIZED EQUITY COMPENSATION	\$1,558,811	\$0	\$0

Proxy Date: 30 Mar 2012

Annual Meeting Date: 10 May 2012

Equity Reserves: 6.19%

Stock Option Run Rate: 0.19%

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Performance Comparison

■ S&P500 ■ Industry ■ ETFC



Peer Comparisons (TRBC) - Investment Services

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
ETFC	E*TRADE Financial Corporation	\$4,045,936	\$3,030,231	\$6,294,374	\$2,598,297,891
IVZ	Invesco Ltd.	\$7,764,221	\$11,508,402		\$7,166,051,379
NYX	NYSE Euronext	\$7,273,923	\$7,058,040	\$9,089,266	\$6,088,880,000
FDS	FactSet Research Systems Inc.	\$1,146,811	\$1,636,888		\$4,124,981,325
NDAQ	NASDAQ OMX Group, Inc. (The)	\$13,841,825	\$5,813,634		\$4,097,573,072
AMG	Affiliated Managers Group, Inc.	\$18,031,769	\$19,968,321		\$4,062,970,019
LM	Legg Mason, Inc.	\$6,552,019	\$4,613,374		\$3,787,080,377

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

AllianceBernstein L.P., Knight Capital Group, Inc., Associated Banc-Corp, Legg Mason, Inc., Broadridge Financial Solutions, Inc., Northern Trust Corporation, Comerica Incorporated, Raymond James Financial, Inc., The Charles Schwab Corporation, SEI Investments Company, First Horizon National Corporation, TD Ameritrade Holding Corp., Invesco Ltd., T. Rowe Price Group, Inc., Jefferies & Company, Inc.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Ronald D. Fisher	Chairman	64	Male	12	Outside Related
Frederick W. Kanner	Member	69	Male	4	Outside
Joseph M. Velli	Member	54	Male	2	Outside

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