




**Eagle Bancorp, Inc.****EGBN NASDAQ****Banks**

Market Capitalization USD:

**\$233.62 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: Ronald D. Paul****Age: 56****CEO Since: 2008**

	2009	2010	2011
<b>Base Salary</b>	\$350,000	\$542,000	\$623,300
<b>Discretionary Bonus</b>	\$1,573	\$0	\$799,348
<b>Annual Cash Incentive</b>	\$173,425	\$271,000	\$521,979
<b>Benefits and Perquisites</b>	\$26,596	\$30,185	\$50,350
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$551,594</b>	<b>\$843,185</b>	<b>\$1,994,977</b>
<b>Increase in Post-Retirement Benefits</b>	\$0	\$0	\$0
<b>Stock Option Awards</b>	\$95,041	\$0	\$0
<b>Stock Awards</b>	\$195,037	\$0	\$1,322,600
<b>TOTAL COMPENSATION</b>	<b>\$841,672</b>	<b>\$843,185</b>	<b>\$3,317,577</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$388,322	\$420,383	\$812,298
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$74,160	\$55,861
<b>Value Realized on Vesting of Stock</b>	\$0	\$63,376	\$84,511
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$0</b>	<b>\$137,536</b>	<b>\$140,372</b>

Proxy Date: 2 Apr 2012

Annual Meeting Date: 17 May 2012

Equity Reserves: 11.59%

Stock Option Run Rate: 0.55%

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## Performance Comparison

■ S&P500 ■ Industry ■ EGBN



## Peer Comparisons (TRBC) =Banks

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
<b>EGBN</b>	<b>Eagle Bancorp, Inc.</b>	<b>\$841,672</b>	<b>\$843,185</b>	<b>\$3,317,577</b>	<b>\$233,623,224</b>
GBCI	Glacier Bancorp, Inc.	\$411,411	\$376,210	\$360,817	\$673,844,234
ORIT	Oritani Financial Corp.	\$3,455,504			\$656,952,829
PFS	Provident Financial Services, Inc.	\$1,549,766	\$1,230,272	\$1,621,602	\$649,943,032
NBTB	NBT Bancorp Inc.	\$2,299,459	\$2,990,727	\$4,509,376	\$625,525,586
HOMB	Home BancShares, Inc.	\$1,025,614	\$905,789	\$866,825	\$604,856,768
BNCL	Beneficial Mutual Bancorp, Inc.	\$955,088	\$744,482	\$1,138,115	\$601,345,769

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

F.N.B. Corporation, United Bankshares, Inc., WesBanco, Inc., Independent Bank Corp., Flushing Financial Corporation, Dime Community Bancshares, Inc., TowneBank, Sandy Spring Bancorp, Inc., Tompkins Financial Corporation, Washington Trust Bancorp, Inc., Lakeland Bancorp, Inc., Brookline Bancorp, Inc., Hudson Valley Holding Corp., Oritani Financial Corp., Century Bancorp, Inc., BNC Bancorp, Cardinal Financial Corporation, Bryn Mawr Bank Corporation, First of Long Island Corporation, Canandaigua National Corporation, Orrstown Financial Services, Inc.

### Performance Peer Group

NA

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Donald R. Rogers	Chairman	66	Male	5	Outside Related
Dudlev C. Dworken	Member	62	Male	13	Outside Related
Harvey M. Goodman	Member	56	Male	5	Outside
Leland M. Weinstein	Member	49	Male	7	Outside
Leslie M. Alperstein	Member	69	Male	9	Outside
Neal R. Gross	Member	68	Male	4	Outside

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