

# **EMIRATINGS** EXECUTIVE PAY **SCORECARD**

Data & analysis provided by GMI Ratings-The Independent Leader in Corporate Governance and ESG&A

7 May 2012

### **Employers Holdings, Inc.**

EIG

NYSE

Insurance - Property / Casualty

Market Capitalization USD:

\$483.03 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.
- 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.

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- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Douglas D. Dirks Age: 53 CEO Since: 2005

	2009	2010	2011
Base Salary	\$702,810	\$774,579	\$783,137
Discretionary Bonus	\$0	\$0	\$250,000
Annual Cash Incentive	\$229,857	\$0	\$0
Benefits and Perquisites	\$57,188	\$56,478	\$57,749
TOTAL ANNUAL COMPENSATION	\$989,855	\$831,057	\$1,090,886
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$456,705	\$513,300	\$588,069
Stock Awards	\$396,640	\$451,645	\$594,300
TOTAL COMPENSATION	\$1,843,200	\$1,796,002	\$2,273,255
Median of Other Named Executive Officers Total Compensation	\$791,349	\$746,522	\$798,517
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$91,575	\$807,831	\$412,094
TOTAL REALIZED EQUITY COMPENSATION	\$91,575	\$807,831	\$412,094

Proxy Date: 13 Apr 2012 Annual Meeting Date: 24 May 2012 Equity Reserves: 19.23% Stock Option Run Rate: 1.32%

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#### Peer Comparisons (TRBC) = Insurance - Property / Casualty

#### **Total Summary CEO Compensation**

Ticker	Company Name	2009	2010	2011	Market Cap
EIG	Employers Holdings, Inc.	\$1,843,200	\$1,796,002	\$2,273,255	\$483,034,891
MBI	MBIA Inc.	\$5,167,360	\$2,459,514	\$700,000	\$1,430,647,749
ENH	Endurance Specialty Holdings Ltd.	\$5,015,901	\$3,149,931	\$3,033,073	\$1,383,679,147
FAF	First American Financial Corporation		\$6,255,043	\$4,579,426	\$1,348,456,601
RLI	RLI Corp.	\$3,038,292	\$3,417,875	\$3,911,763	\$1,339,785,353
AFSI	AmTrust Financial Services, Inc.	\$2,232,715	\$3,930,787		\$1,334,051,861
ОВ	OneBeacon Insurance Group, Ltd.	\$5,203,054	\$4,242,809	\$13,276,840	\$1,296,733,753

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

AMERISAFE, Inc., Donegal Group, Inc., Harleysville Group, Inc., ProAssurance Corp., Seabright Insurance Holdings, Inc., Tower Group, Inc., AmTrust Financial Services, Inc., EMC Insurance Group, Inc., Meadowbrook Insurance Group, Inc., RLI Corp., Selective Insurance Group, Inc., Baldwin & Lyons, Inc., Erie Indemnity Company, The Navigators Group, Inc., Safety Insurance Group, Inc., State Auto Financial Corp., United Fire & Casualty Company.

#### **Performance Peer Group**

NA

COMPENSATION COMMITTEE MEMBERS								
Director	Membership	Age	Gender	Tenure	Independence			
Michael D. Rumbolz	Chairman	58	Male	7	Outside			
John P. Sande	Member	62	Male	7	Outside			
Katherine W. Ong	Member	54	Female	7	Outside			