



Entropic Communications, Inc.



ENTR NASDAQ

Semiconductors

Market Capitalization USD:

\$357.07 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: Patrick Henry

Age: 49

CEO Since: 2003

	2009	2010	2011
Base Salary	\$300,000	\$376,563	\$419,141
Discretionary Bonus	\$22,536	\$927	\$0
Annual Cash Incentive	\$112,464	\$760,000	\$0
Benefits and Perquisites	\$414	\$552	\$5,350
TOTAL ANNUAL COMPENSATION	\$435,414	\$1,138,042	\$424,491
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$411,325	\$1,308,000	\$1,600,200
Stock Awards	\$0	\$0	\$402,300
TOTAL COMPENSATION	\$846,739	\$2,446,042	\$2,426,991
Median of Other Named Executive Officers Total Compensation	\$585,076	\$1,062,441	\$783,380
Value Realized on Exercise of Stock Option	\$0	\$591,407	\$1,162,277
Value Realized on Vesting of Stock	\$254,329	\$25,229	\$0
TOTAL REALIZED EQUITY COMPENSATION	\$254,329	\$616,636	\$1,162,277

Proxy Date: 5 Apr 2012

Annual Meeting Date: 15 May 2012

Equity Reserves: 26.93%

Stock Option Run Rate: 3.90%

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Performance Comparison

■ S&P500 ■ Industry ■ ENTR



Peer Comparisons (TRBC) =Semiconductors

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
ENTR	Entropic Communications, Inc.	\$846,739	\$2,446,042	\$2,426,991	\$357,074,265
VECO	Veeco Instruments Inc.	\$3,658,484	\$4,623,700	\$2,958,285	\$1,001,753,004
CRUS	Cirrus Logic, Inc.	\$1,414,355	\$1,700,784		\$961,064,214
POWI	Power Integrations, Inc.	\$2,494,362	\$2,730,130		\$889,768,633
GTAT	GT Advanced Technologies Inc.	\$779,311	\$2,557,896		\$888,542,249
AMKR	Amkor Technology, Inc.	\$584,539	\$1,729,400	\$1,735,454	\$862,931,391
OVTI	OmniVision Technologies, Inc.	\$1,427,437	\$1,381,381		\$836,935,870

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

ANADIGICS, Mindspeed Technologies, Applied Micro Circuits, Monolithic Power Systems, Cavium Networks, Netlogic Microsystems, Cirrus Logic, Power Integrations, Echelon Corporation, Semtech Corporation, Exar Corporation, Sigma Designs, Hittite Microwave, Silicon Image, Integrated Silicon Solutions, Standard Microsystems, IXYS Corporation, Tessera Technologies, Lattice Semiconductor, Volterra Semiconductor, Micrel.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Umesh Padval	Chairman	53	Male	8	Outside
Robert L. Bailev	Member	54	Male	2	Outside

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