

GMI EXECUTIVE PAY SCORECARDSM

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

20 Jan 2012

FSI International, Inc.




FSII NASDAQ

Semiconductor Equipment / Testing

Market Capitalization USD:

\$72.83 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: Donald S. Mitchell

Age: 56

CEO Since: 1999

	2009	2010	2011
Base Salary	\$357,360	\$360,125	\$409,155
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$0	\$345,916	\$63,550
Benefits and Perquisites	\$68,100	\$71,879	\$78,856
TOTAL ANNUAL COMPENSATION	\$425,460	\$777,920	\$551,561
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$10,100	\$275,900	\$312,550
Stock Awards	\$0	\$0	\$0
TOTAL COMPENSATION	\$491,940	\$1,053,820	\$864,111
Median of Other Named Executive Officers Total Compensation	\$261,556	\$528,835	\$546,845
Value Realized on Exercise of Stock Option	\$0	\$100,460	\$0
Value Realized on Vesting of Stock	\$0	\$0	\$0
TOTAL REALIZED EQUITY COMPENSATION	\$0	\$100,460	\$0

Proxy Date: 7 Dec 2011

Annual Meeting Date: 18 Jan 2012

Equity Reserves: 17.61%

Stock Option Run Rate: 1.44%

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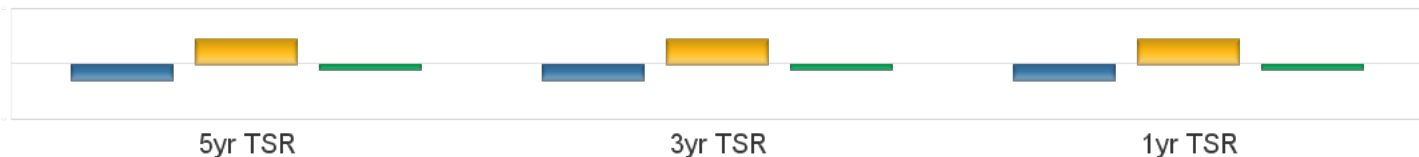
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Performance Comparison

■ vs S&P500 ■ vs Industry ■ FSII



Peer Comparisons (TRBC) =Semiconductor Equipment / Testing

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
FSII	FSI International, Inc.	\$491,940	\$1,053,820	\$864,111	\$72,834,960
RTEC	Rudolph Technologies, Inc.	\$1,976,283	\$1,986,629		\$212,748,362
ACLS	Axcelis Technologies, Inc.	\$566,592	\$760,117		\$127,708,408
PDFS	PDF Solutions, Inc.	\$250,300	\$250,200		\$115,301,848
UCTT	Ultra Clean Holdings, Inc.	\$396,368	\$1,371,592		\$97,885,088
ASYS	Amtech Systems, Inc.		\$1,050,002	\$1,349,810	\$76,636,488

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

Advanced Energy Industries, Inc.; Axcelis Technologies, Inc.; Electro Scientific Industries, Inc.; Intevac, Inc.; Mattson Technology, Inc.; Nanometrics, Inc.; Rudolph Technologies, Inc.; Ultra Clean Holdings, Inc.; Ultratech, Inc.; and Zygo Corporation

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
James A. Bernards	Member	65	Male	31	Outside
Terrence W. Glarner	Member	68	Male	24	Outside

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