



**Fairchild Semiconductor International,**

**FCS NYSE**

**Semiconductors**

Market Capitalization USD:

**\$1,378.10 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: Mark S. Thompson**

**Age: 55**

**CEO Since: 2005**

	2009	2010	2011
<b>Base Salary</b>	\$734,400	\$707,200	\$740,375
<b>Discretionary Bonus</b>	\$0	\$0	\$0
<b>Annual Cash Incentive</b>	\$0	\$0	\$1,671,754
<b>Benefits and Perquisites</b>	\$71,634	\$47,732	\$52,932
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$806,034</b>	<b>\$754,932</b>	<b>\$2,465,061</b>
<b>Increase in Post-Retirement Benefits</b>	\$0	\$0	\$0
<b>Stock Option Awards</b>	\$0	\$0	\$0
<b>Stock Awards</b>	\$1,134,938	\$2,682,500	\$5,121,881
<b>TOTAL COMPENSATION</b>	<b>\$1,940,972</b>	<b>\$3,437,432</b>	<b>\$7,586,942</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$627,025	\$1,031,603	\$1,795,352
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$0	\$0
<b>Value Realized on Vesting of Stock</b>	\$404,099	\$1,538,096	\$3,951,619
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$404,099</b>	<b>\$1,538,096</b>	<b>\$3,951,619</b>

**Proxy Date:** 19 Mar 2012

**Annual Meeting Date:** 2 May 2012

**Equity Reserves:** 18.14%

**Stock Option Run Rate:** 0.00%

# Fairchild Semiconductor International,

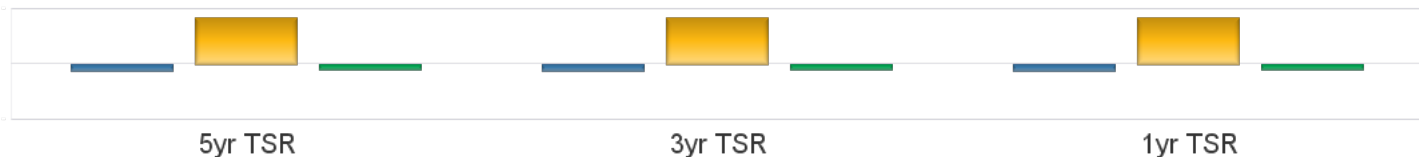
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## Performance Comparison

■ vs S&P500   ■ vs Industry   ■ FCS



## Peer Comparisons (TRBC) =Semiconductors

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
<b>FCS</b>	<b>Fairchild Semiconductor International, Inc.</b>	<b>\$1,940,972</b>	<b>\$3,437,432</b>	<b>\$7,586,942</b>	<b>\$1,378,099,634</b>
AVT	Avnet, Inc.	\$3,825,799	\$9,386,976		\$3,967,292,442
JBL	Jabil Circuit, Inc.	\$4,134,740	\$9,797,000	\$10,293,809	\$3,888,846,803
ATML	Atmel Corporation	\$7,336,040	\$19,379,768		\$3,756,961,788
AMD	Advanced Micro Devices, Inc.	\$4,547,527	\$5,549,838		\$3,511,968,094
SWKS	Skyworks Solutions, Inc.	\$4,405,183	\$4,346,753		\$3,345,537,524
NETL	NetLogic Microsystems, Inc.	\$3,099,207	\$3,227,324		\$3,256,122,470

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

Analog Devices, Inc., International Rectifier Corporation, Marvell Technology Group Ltd., Atmel Corporation, Intersil Corporation, MEMC Electronic Materials, Inc., Broadcom Corporation, Linear Technology Corporation, National Semiconductor Corporation, Cypress Semiconductor Corporation, LSI Corporation, ON Semiconductor Corporation, Integrated Device Technology, Inc., Maxim Integrated Products, Inc.

### Performance Peer Group

NA

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Ronald W. Shellv	Chairman	68	Male	14	Outside Related
Charles P. Carinalli	Member	63	Male	10	Outside Related
Kevin J. McGarivt	Member	66	Male	7	Outside
Randolph W. Carson	Member	61	Male	3	Outside

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