


**First Busey Corporation****BUSE NASDAQ****Banks**

Market Capitalization USD:

\$376.69 mm**CONCERN LEVEL: LOW**

- 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: Van A. Dukeman**Age: 53****CEO Since: 2007**

	2009	2010	2011
Base Salary	\$400,000	\$443,846	\$520,385
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$0	\$0	\$0
Benefits and Perquisites	\$50,703	\$35,866	\$25,016
TOTAL ANNUAL COMPENSATION	\$450,703	\$479,712	\$545,401
Increase in Post-Retirement Benefits	\$14,625	\$13,859	\$17,015
Stock Option Awards	\$0	\$0	\$0
Stock Awards	\$0	\$225,000	\$250,000
TOTAL COMPENSATION	\$465,328	\$718,571	\$812,416
Median of Other Named Executive Officers Total Compensation	\$291,769	\$302,329	\$402,868
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$0	\$0	\$0
TOTAL REALIZED EQUITY COMPENSATION	\$0	\$0	\$0

Proxy Date: 13 Apr 2012

Annual Meeting Date: 15 May 2012

Equity Reserves: 6.34%

Stock Option Run Rate: 0.05%

First Busey Corporation

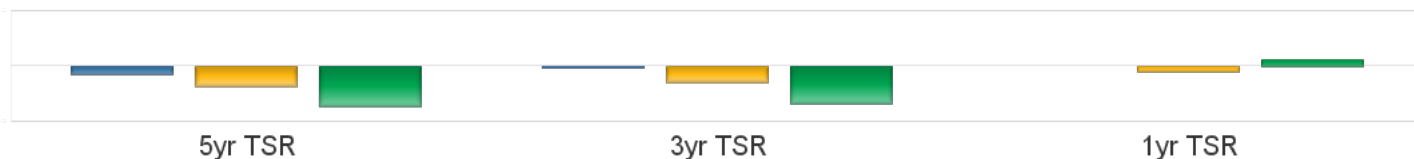
BUSE NASDAQ

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Performance Comparison

■ S&P500 ■ Industry ■ BUSE



Peer Comparisons (TRBC) =Banks

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
BUSE	First Busey Corporation	\$465,328	\$718,571	\$812,416	\$376,694,892
WABC	Westamerica Bancorporation	\$840,476	\$642,104	\$766,679	\$1,093,001,360
FNB	F.N.B. Corporation	\$1,511,182	\$2,452,341		\$1,088,603,101
NPBC	National Penn Bancshares Inc.	\$1,398,564	\$1,262,188	\$1,797,104	\$1,063,289,053
UBSI	United Bankshares, Inc.	\$995,883	\$2,296,941		\$1,008,396,616
UMPQ	Umpqua Holdings Corporation	\$2,316,716	\$3,731,340	\$3,442,525	\$1,006,793,467
WTFC	Wintrust Financial Corporation	\$1,016,182	\$2,439,911		\$917,199,542

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

1st Source Corp., (South Bend, IN) First Midwest Bancorp Inc., (Itasca, IL) Old National Bancorp, (Evansville, IN), Pinnacle Financial Partners, Inc., (Nashville, TN), Great Southern Bancorp Inc., (Springfield, MO), Community Trust Bancorp, Inc., (Pikeville, KY), Lakeland Financial Corp., (Warsaw, IN), Heartland Financial USA, Inc., (Dubuque, IA), Chemical Financial Corporation, (Midland, MI), BankAtlantic Bancorp, Inc., (Ft. Lauderdale, FL), First Merchants Corp., (Muncie, IN), Taylor Capital Group, Inc., (Rosemont, IL), Bank Mutual Corp., (Milwaukee, WI), MainSource Financial Group, Inc., (Greensburg, IN), Republic Bancorp, (Louisville, KY), First Financial Corp., (Terre Haute, IN), Enterprise Financial Services Corp., (Clayton, MO).

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Joseph M. Ambrose	Chairman	54	Male	19	Outside Related
August C. Mever	Member	74	Male	50	Outside Related
David J. Downey	Member	70	Male	20	Outside Related