

# Freescale Semiconductor Holdings I, Ltd.

FSL 103768

NYSE

Market Capitalization USD:

mm FiscalYrEnd 12/31  
CompYear 2011

## CONCERN LEVEL: AVERAGE

A Numeric Score of 10pts does not generate a flag, Any value other than 10 will generate a RED Flag

### 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap

CEOTotSumComp > CEOTotSumComp for Top Decile of Industry & Market Cap -10pts

CEOTotSumComp < CEOTotSumComp for Top Decile of Industry & Market Cap 10pts

If there are 25 or fewer peers in the Industry Decile Group Use the Sector Decile

-10

CEOTotSumComp Industry/MarketCap Decile # in Group

\$6,632,861.00

>

= -10 pts

Sector/MarketCap Decile

>

= -10 pts



### 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.

CEOTotSumComp > NEOSumCompMedian \* 5 = -10 pts

CEOTotSumComp < NEOSumCompMedian \* 3 = 10 pts

Anything else = 0 pts

10

NEOSumCompMedian

\$6,632,861

>

\$3,361,539

x 5 = -10 pts

\$6,632,861

<

\$3,361,539

x 3 = 10 pts

### 3 The CEO's annual cash incentives rose or fell in line with annual performance.

Current\_Statement\_Date

12/31/2011

Current bonus > 0 and 2 or 3 current metrics have Negative values = -10pts

Bonus Increases and 2 Metrics Increase = 0 pts

Bonus Increases and All Metrics Increase = 10 pts

Bonus Decreases and 2 Metrics Decrease = 10 pts

Bonus Decreases and all Metrics Decrease = -10pts

Bonus Decreases and 2 or 3 Metrics Increase = 0 pts

Bonus Increases and only 1 Metric increases = -10pts

Bonus Increases and All Metrics Decrease = -10pts

Bonus Increase and 1 Metric Increases, 1 remains the same & 1 Decreases = 0 pts

Bonus remains the same and 2 or more Metrics Increase = 10pts

Bonus remains the same and 2 or 3 Metrics Decrease = -10pts

When revenue for current year is NULL use Assets as the Metric to compare - otherwise use Revenue

Bonus

2011

2010

CEO Bonus

CEO NEIC

Prev Yr CEO Bonus

Prev Yr CEO NEIC

\$0

+

\$4,950,500

>

\$0

+

\$5,573,250

-10



Metrics

Net Income

Basic Normalized  
EPS

Total Revenue

Total Assets

2011 -410,000,000

-1.30

\$4,572,000,000

\$3,415,000,000

2010 -1,053,000,000

-3.97

\$4,458,000,000

\$4,269,000,000

### 4 The CEO received no more than one annual cash bonus this fiscal year.

CEOBonus and CEONonEqIncentComp are both > 0 = -10pts

Anything else = 10 pts

10

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> 0 AND  > 0 = -10 pts

## 5 The CEO's equity compensation reflected the company's share price movement over the last five years.

If there is no reported return3yr or return5yr value = 0 pts

Positive 3yr and 5yr returns and any vested stock and option profits in the past 3 yrs = 10 pts

Negative 3yr and 5yr returns and Vested stock and Option Profits = 0 = 10 pts

One positive, One negative return and any vested stock and option profits = 0 pts

Negative 3yr and 5yr returns and any vested stock and option profits but awards declined = 0 pts

Negative 3yr and 5yr returns and any vested stock and option profits = -10 pts

Positive 3yr and 5yr returns and No vested stock and option profits and stock or option awards increased = 10 pts

Vested stock & option profits = [CEOOptionValueRealized or CEOValueRealizedonVesting]

	Return5yr		Return3yr	
	2011	2010	2009	
OptionValueRealized	<input type="text" value="\$0"/>	<input type="text" value="\$0"/>	<input type="text"/>	<input type="text" value="0"/>
Value Realized on Vesting	<input type="text" value="\$1,725,650"/>	<input type="text" value="\$867,478"/>	<input type="text"/>	
StockAwards_GDV	<input type="text" value="\$0"/>	<input type="text" value="\$0"/>		
OptionsAwards_GDV	<input type="text" value="\$0"/>	<input type="text" value="\$0"/>		

## 6 The company only pays long-term incentives to the CEO for above median performance against a peer group

CEOOptionValueRealized > 0 and 5yr TSR < Median 5yr TSR for MktCap/Industry = -10 pts

CEOValueRealizedonVesting > 0 and 3yr TSR < Median 3yr TSR for MktCap/Industry = -10 pts

Anything else = 10 pts

If Returns 5yr AND Return 3 yr are empty = 0pts

Option Value Realized	Return5yr	Med Return5yr	
<input type="text" value="\$0"/> > 0 AND <input type="text"/>	<input type="text"/>	<input type="text"/>	= -10 pts
Value Realized on Vesting	Return3yr	Med Return3yr	
<input type="text" value="\$1,725,650"/> > 0 AND <input type="text"/>	<input type="text"/>	<input type="text"/>	= -10 pts

## 7 The company's dilution from equity incentives is 10 percent or less.

CEOLTIPTotSharesReservedDilution\_print <= .1 = 10pts

CEOLTIPTotSharesReservedDilution\_print > .15 = -10 pts

Anything else = 0pts

< .1 = 10 pts

## 8 Unvested equity lapses when the CEO's employment is terminated.

CEOUnvestedEquityLapseOnTermination = Yes = 10pts

CEOUnvestedEquityLapseOnTermination = No = -10pts

= Yes = 10 pts

= No = -10 pts