



**Fuel Systems Solutions, Inc.****FSYS NASDAQ****Auto / Truck / Motorcycle Parts**

Market Capitalization USD:

**\$383.89 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: Mariano Costamagna****Age: 61****CEO Since: 2005**

	2009	2010	2011
<b>Base Salary</b>	\$513,241	\$589,344	\$611,454
<b>Discretionary Bonus</b>	\$0	\$38,219	\$0
<b>Annual Cash Incentive</b>	\$0	\$111,176	\$67,450
<b>Benefits and Perquisites</b>	\$401	\$1,411	\$1,840
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$513,642</b>	<b>\$740,150</b>	<b>\$680,744</b>
<b>Increase in Post-Retirement Benefits</b>	\$0	\$0	\$0
<b>Stock Option Awards</b>	\$0	\$0	\$0
<b>Stock Awards</b>	\$0	\$0	\$0
<b>TOTAL COMPENSATION</b>	<b>\$513,642</b>	<b>\$740,150</b>	<b>\$680,744</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$374,765	\$399,570	\$367,411
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$0	\$0
<b>Value Realized on Vesting of Stock</b>	\$14,842	\$24,585	\$9,591
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$14,842</b>	<b>\$24,585</b>	<b>\$9,591</b>

Proxy Date: 9 Apr 2012

Annual Meeting Date: 23 May 2012

Equity Reserves: 5.20%

Stock Option Run Rate:

# Fuel Systems Solutions, Inc.

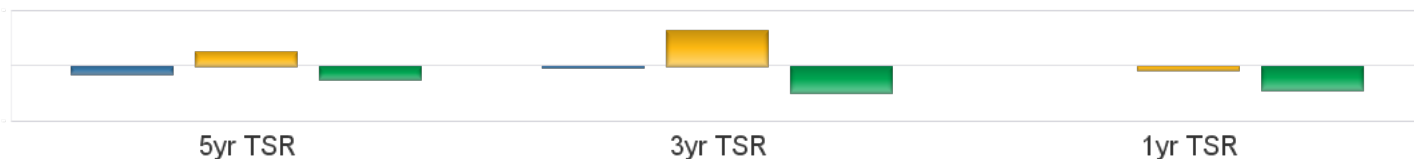
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## Performance Comparison

■ S&P500 ■ Industry ■ FSYS



## Peer Comparisons (TRBC) =Auto / Truck / Motorcycle Parts

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
<b>FSYS</b>	<b>Fuel Systems Solutions, Inc.</b>	<b>\$513,642</b>	<b>\$740,150</b>	<b>\$680,744</b>	<b>\$383,891,756</b>
MTOR	Meritor, Inc.	\$4,263,279	\$7,606,508	\$6,062,255	\$668,546,128
TWI	Titan International, Inc.	\$1,865,694	\$2,009,444	\$2,849,829	\$631,778,475
DORM	Dorman Products, Inc.	\$1,566,265	\$1,538,145	\$1,122,754	\$596,029,417
AXL	American Axle & Manufacturing Holdings, Inc.	\$9,721,182	\$5,553,428	\$11,478,899	\$574,802,906
TRS	TriMas Corporation	\$1,648,700	\$3,144,000	\$3,349,600	\$513,422,073
DW	Drew Industries Incorporated	\$1,460,577	\$1,744,440	\$1,099,280	\$441,303,594

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

NA

### Performance Peer Group

NA

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
William J. Young	Chairman	69	Male	4	Outside
James W. Nall	Member	63	Male	4	Outside
Troy A. Clarke	Member	56	Male	1	Outside

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