



GSI Technology, Inc.


GSIT NASDAQ

Semiconductors

Market Capitalization USD:

\$142.04 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: Lee-Lean Shu

Age: 57

CEO Since: 1995

	2009	2010	2011
Base Salary	\$288,307	\$288,307	\$317,830
Discretionary Bonus	\$5,115	\$0	\$0
Annual Cash Incentive	\$52,875	\$107,900	\$47,752
Benefits and Perquisites	\$0	\$0	\$0
TOTAL ANNUAL COMPENSATION	\$346,297	\$396,207	\$365,582
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$168,910	\$152,710	\$298,660
Stock Awards	\$0	\$0	\$0
TOTAL COMPENSATION	\$542,210	\$548,917	\$664,242
Median of Other Named Executive Officers Total Compensation	\$290,235	\$290,235	\$351,146
Value Realized on Exercise of Stock Option	\$0	\$301,028	\$44,625
Value Realized on Vesting of Stock	\$0	\$0	\$0
TOTAL REALIZED EQUITY COMPENSATION	\$0	\$301,028	\$44,625

Proxy Date: 18 Jul 2012

Annual Meeting Date: 23 Aug 2012

Equity Reserves: 41.15%

Stock Option Run Rate: 3.58%

GSI Technology, Inc.

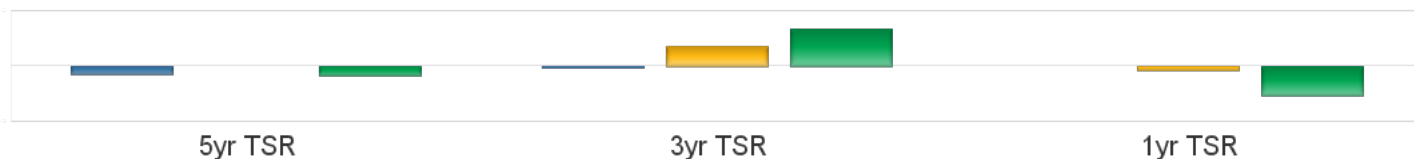
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Performance Comparison

■ S&P500 ■ Industry ■ GSIT



Peer Comparisons (TRBC) =Semiconductors

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
GSIT	GSI Technology, Inc.	\$542,210	\$548,917	\$664,242	\$142,044,026
VIAS	Viasystems Group, Inc.	\$1,516,795	\$6,537,931	\$4,387,229	\$358,720,556
ENTR	Entropic Communications, Inc.	\$846,739	\$2,446,042	\$2,426,991	\$357,074,265
AMCC	Applied Micro Circuits Corporation	\$3,085,215	\$4,780,300	\$14,973,349	\$345,321,920
IXYS	IXYS Corporation	\$1,092,904	\$888,123	\$1,259,448	\$343,297,640
MPWR	Monolithic Power Systems, Inc.	\$1,000,000	\$5,625,500	\$3,255,570	\$340,687,585
PLAB	Photronics, Inc.	\$573,652	\$1,329,848	\$1,657,809	\$297,957,742

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 Analogic Technologies Incorporated, Ikanos Communications, Inc. PLX Technology, Inc., Integrated Silicon Solution, Inc. Quicklogic Corporation, Anadigics, Inc., IXYS Corporation Ramtron International Corporation, AuthenTec, Inc., Memsic, Inc. Silicon Image, Inc., Conexant Systems, Inc., Mindspeed Technologies, Inc. Transwitch Corporation, DSP Group, Inc., Pericom Semiconductor Corporation Trident Microsystems, Inc., Entropic Communications, Inc., Pixelworks, Inc. Vitesse Semiconductor Corporation.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Havdn Hsieh	Chairman	57	Male	4	Outside
Arthur O. Whipple	Member	64	Male	5	Outside
Ruev L. Lu	Member	56	Male	12	Outside Related

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