



Gen-Probe Incorporated




GPRO NASDAQ

Medical Equipment / Supplies / Distribution

Market Capitalization USD:

\$2,758.41 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: Carl W. Hull

Age: 4

CEO Since: 2009

	2009	2010	2011
Base Salary	\$586,700	\$680,000	\$750,000
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$465,773	\$504,900	\$690,000
Benefits and Perquisites	\$18,040	\$48,205	\$48,799
TOTAL ANNUAL COMPENSATION	\$1,070,513	\$1,233,105	\$1,488,799
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$743,677	\$1,332,209	\$1,980,990
Stock Awards	\$874,400	\$433,852	\$1,256,550
TOTAL COMPENSATION	\$2,688,590	\$2,999,166	\$4,726,339
Median of Other Named Executive Officers Total Compensation	\$855,375	\$1,054,941	\$1,498,343
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$344,950	\$294,788	\$526,074
TOTAL REALIZED EQUITY COMPENSATION	\$344,950	\$294,788	\$526,074

Proxy Date: 5 Apr 2012

Annual Meeting Date: 17 May 2012

Equity Reserves: 20.89%

Stock Option Run Rate: 2.33%

Gen-Probe Incorporated

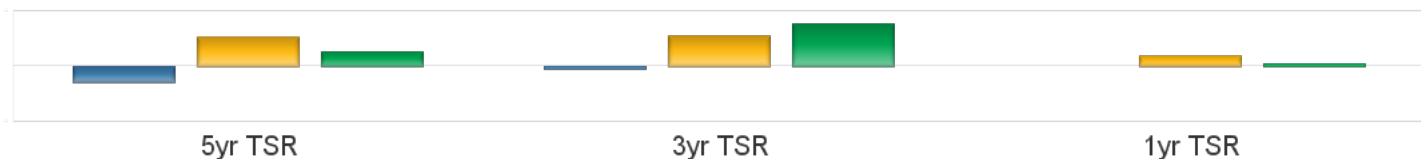
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Performance Comparison

■ S&P500 ■ Industry ■ GPRO



Peer Comparisons (TRBC) =Medical Equipment / Supplies / Distribution

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
GPRO	Gen-Probe Incorporated	\$2,688,590	\$2,999,166	\$4,726,339	\$2,758,409,824
BCR	C.R. Bard, Inc.	\$9,683,341	\$10,122,138	\$8,853,062	\$7,498,268,901
HSIC	Henry Schein, Inc.	\$4,268,925	\$4,193,676	\$10,837,206	\$5,730,672,318
CFN	CareFusion Corporation	\$2,192,277	\$16,300,289		\$5,363,162,131
XRAY	DENTSPLY International Inc.	\$4,156,934	\$2,557,252		\$4,337,431,541
COO	Cooper Companies, Inc. (The)	\$2,138,636	\$2,204,416	\$5,033,932	\$3,659,460,516
PDCO	Patterson Companies, Inc.	\$881,292	\$2,803,714		\$3,391,463,562

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

Alexion Pharmaceuticals, Inc., Align Technology, Inc., American Medical Systems, Inc., BioMarin Pharmaceuticals Inc., Cubist Pharmaceuticals, Inc., Haemonetics Corporation, IDEXX Laboratories, Inc., Illumina, Inc., Integra LifeSciences Holdings Corporation, Masimo Corporation, Myriad Genetics, Inc., NuVasive, Inc., Qiagen N.V., ResMed Inc., Techne Corporation, Thoratec Corporation, United Therapeutics Corporation, Volcano Corporation.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Armin M. Kessler	Chairman	74	Male	10	Outside Related
John C. Martin	Member	60	Male	5	Outside
John W. Brown	Member	77	Male	7	Outside
Phillip M. Schneider	Member	56	Male	10	Outside Related