


**Gentiva Health Services, Inc.**

GTIV NASDAQ

Healthcare Facilities

Market Capitalization USD:

\$168.96 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: Tony Strange**Age: 49****CEO Since: 2007**

	2009	2010	2011
Base Salary	\$634,247	\$721,096	\$875,000
Discretionary Bonus	\$0	\$300,000	\$0
Annual Cash Incentive	\$1,250,000	\$1,135,000	\$0
Benefits and Perquisites	\$121,498	\$190,533	\$212,945
TOTAL ANNUAL COMPENSATION	\$2,005,745	\$2,346,629	\$1,087,945
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$2,036,813	\$605,677	\$1,503,529
Stock Awards	\$0	\$2,520,021	\$1,421,508
TOTAL COMPENSATION	\$4,042,558	\$5,472,327	\$4,012,982
Median of Other Named Executive Officers Total Compensation	\$1,161,186	\$1,866,830	\$1,464,793
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: 27 Mar 2012

Annual Meeting Date: 10 May 2012

Equity Reserves: 26.21%

Stock Option Run Rate: 5.14%

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Performance Comparison

■ S&P500 ■ Industry ■ GTIV



Peer Comparisons (TRBC) =Healthcare Facilities

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
GTIV	Gentiva Health Services, Inc.	\$4,042,558	\$5,472,327	\$4,012,982	\$168,955,988
CRVL	CorVel Corporation	\$731,641	\$950,134		\$490,831,777
ENSG	Ensign Group, Inc. (The)	\$926,631	\$1,580,350		\$484,793,607
OMCL	Omniceil, Inc.	\$1,717,016	\$1,988,051		\$456,600,258
KND	Kindred Healthcare, Inc.	\$4,745,504	\$5,586,785		\$449,210,491
NHC	National Healthcare Corporation	\$3,561,663	\$2,196,888	\$2,438,241	\$446,773,438
AMED	Amedisys, Inc.	\$4,318,454	\$2,185,698		\$433,619,239

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

Amedisys, Inc., Kinetic Concepts, Inc., Brookdale Senior Living Inc., LHC Group, Inc., Centene Corporation, Lifepoint Hospitals, Inc., Chemed Corporation, Lincare Holdings, Inc., Davita Inc., MEDNAX (formerly Pediatrix Medical Group, Inc.), Emergency Medical Services Corp., Psychiatric Solutions Inc., Emeritus Corporation, Resmed, Inc., HealthSouth Corporation, Select Medical Holdings Corporation, Health Management Associates, Inc., Sun Healthcare Group, Inc., Invacare Corporation, Varian Medical Systems Inc., Kindred Healthcare, Inc.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Victor F. Ganzi	Chairman	65	Male	13	Outside Related
Philip R. Lochner	Member	69	Male	3	Outside
Ravmond S. Trough	Member	85	Male	13	Outside Related
Stuart Olsten	Member	59	Male	13	Outside Related