

**Handy & Harman Ltd.****HNH NASDAQ****Industrial Machinery / Equipment**

Market Capitalization USD:

\$127.61 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: Glen M. Kassan**Age: 68****CEO Since: 2005**

	2009	2010	2011
Base Salary	\$0		\$0
Discretionary Bonus	\$0		\$0
Annual Cash Incentive	\$0		\$0
Benefits and Perquisites	\$0		\$0
TOTAL ANNUAL COMPENSATION	\$0		\$0
Increase in Post-Retirement Benefits	\$0		\$0
Stock Option Awards	\$0		\$0
Stock Awards	\$0		\$1,077,000
TOTAL COMPENSATION	\$0		\$1,077,000
Median of Other Named Executive Officers Total Compensation	\$951,534		\$1,267,484
Value Realized on Exercise of Stock Option	\$0		\$0
Value Realized on Vesting of Stock	\$0		\$0
TOTAL REALIZED EQUITY COMPENSATION	\$0		\$0

Proxy Date: 3 May 2012

Annual Meeting Date: 23 May 2012

Equity Reserves: 9.00%

Stock Option Run Rate: 0.00%

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Performance Comparison

■ S&P500 ■ Industry ■ HNH



Peer Comparisons (TRBC) = Industrial Machinery / Equipment

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
HNH	Handy & Harman Ltd.	\$0		\$1,077,000	\$127,609,218
OYOG	OYO Geospace Corporation	\$835,213	\$452,298	\$501,295	\$357,174,572
AIMC	Altra Holdings, Inc.	\$1,202,860	\$2,460,075	\$1,780,833	\$310,614,340
TWIN	Twin Disc, Incorporated	\$2,101,698	\$912,735		\$304,563,425
PLOW	Douglas Dynamics, Inc.		\$2,770,162	\$1,588,589	\$281,209,995
DXPE	DXP Enterprises, Inc.	\$1,210,368	\$1,455,761		\$265,898,542
KAI	Kadant Inc.	\$1,298,338	\$2,284,335	\$2,915,617	\$219,288,420

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
Garen W. Smith	Member	69	Male	10	Outside Related
Robert Frankfurt	Member	46	Male	4	Outside

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