



Harris & Harris Group, Inc.




TINY NASDAQ

Investment Trusts

Market Capitalization USD:

\$110.05 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: Douglas W. Jamison

Age: 42

CEO Since: 2009

	2009	2010	2011
Base Salary	\$288,335	\$288,335	\$292,000
Discretionary Bonus	\$50,000	\$70,000	\$135,000
Annual Cash Incentive	\$0	\$0	\$0
Benefits and Perquisites	\$16,500	\$16,626	\$16,631
TOTAL ANNUAL COMPENSATION	\$354,835	\$374,961	\$443,631
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$263,826	\$112,455	\$0
Stock Awards	\$0	\$0	\$0
TOTAL COMPENSATION	\$618,661	\$487,416	\$443,631
Median of Other Named Executive Officers Total Compensation	\$584,714	\$446,783	\$415,602
Value Realized on Exercise of Stock Option	\$0	\$0	\$2,080
Value Realized on Vesting of Stock	\$0	\$0	\$0
TOTAL REALIZED EQUITY COMPENSATION	\$0	\$0	\$2,080

Proxy Date: 24 Apr 2012

Annual Meeting Date: 7 Jun 2012

Equity Reserves: 10.93%

Stock Option Run Rate: 1.11%

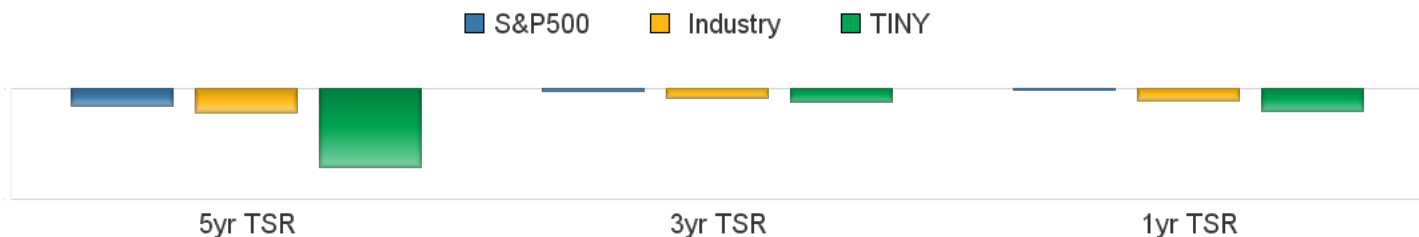
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Performance Comparison



Peer Comparisons (TRBC) - Investment Trusts

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
TINY	Harris & Harris Group, Inc.	\$618,661	\$487,416	\$443,631	\$110,052,133
GBDC	Golub Capital BDC, Inc.				\$322,748,459
TCAP	Triangle Capital Corporation	\$1,054,167	\$1,127,035	\$1,833,628	\$283,476,122
TICC	TICC Capital Corp.				\$266,926,032
MVC	MVC Capital, Inc.				\$250,410,801
TCRD	THL Credit, Inc.				\$220,804,562
MCC	Medley Capital Corporation				\$174,590,317

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
W. Dillaway Avres	Chairman	61	Male	6	Outside
Charles E. Ramsey	Member	69	Male	10	Outside Related
James E. Roberts	Member	66	Male	17	Outside Related
Phillip A. Bauman	Member	56	Male	14	Outside Related

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