






**Imation Corp.**

IMN NYSE

Computer Hardware

Market Capitalization USD:

**\$281.19 mm****CONCERN LEVEL: HIGH**

- 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: Mark E. Lucas****Age: 57****CEO Since: 2010**

	2009	2010	2011
<b>Base Salary</b>	\$720,014	\$686,398	\$733,091
<b>Discretionary Bonus</b>	\$0	\$0	\$0
<b>Annual Cash Incentive</b>	\$875,448	\$512,250	\$164,502
<b>Benefits and Perquisites</b>	\$28,489	\$60,315	\$183,983
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$1,623,951</b>	<b>\$1,258,963</b>	<b>\$1,081,576</b>
<b>Increase in Post-Retirement Benefits</b>	\$91,211	\$33,542	\$3,073
<b>Stock Option Awards</b>	\$715,661	\$726,829	\$1,139,737
<b>Stock Awards</b>	\$318,091	\$1,115,313	\$704,418
<b>TOTAL COMPENSATION</b>	<b>\$2,748,914</b>	<b>\$3,134,647</b>	<b>\$2,928,804</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$1,386,741	\$1,288,736	\$912,946
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$0	\$0
<b>Value Realized on Vesting of Stock</b>	\$201,017	\$373,169	\$442,589
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$201,017</b>	<b>\$373,169</b>	<b>\$442,589</b>

Proxy Date: 21 Mar 2012

Annual Meeting Date: 2 May 2012

Equity Reserves: 24.74%

Stock Option Run Rate: 2.91%

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## Performance Comparison

■ vs S&P500   ■ vs Industry   ■ IMN



## Peer Comparisons (TRBC) =Computer Hardware

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
<b>IMN</b>	<b>Imation Corp.</b>	<b>\$2,748,914</b>	<b>\$3,134,647</b>	<b>\$2,928,804</b>	<b>\$281,186,160</b>
SCSC	ScanSource, Inc.	\$3,623,024	\$3,529,900		\$802,023,604
SYNA	Synaptics Incorporated	\$3,352,891	\$3,707,845		\$768,536,119
DDD	3D Systems Corporation	\$1,225,732	\$2,847,699		\$706,046,536
NSIT	Insight Enterprises, Inc.	\$6,207,836	\$5,654,592		\$685,785,815
STEC	STEC, Inc.	\$2,592,857	\$2,823,444		\$523,837,470
SMCI	Super Micro Computer, Inc.	\$506,802	\$299,408	\$1,404,350	\$505,277,312

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

Altera Corp., Harman International Industries Inc., Brocade Communications Systems, Lexmark International Corp., Dot Hill Systems Corp., Logitech International, LSI Logic Corp., Qlogic Corp., Microchip Technology Inc., Quantum Corp., Micron Technology Inc., SanDisk Corp., National Semiconductor Corp., Silicon Storage Technology, Inc., NetApp, Inc., Symantec Corp., Nvidia Corp., Western Digital Corp., Overland Storage Inc., Plantronics Inc.

### Performance Peer Group

NA

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Daryl J. White	Chairman	64	Male	16	Outside Related
David B. Stevens	Member	49	Male	0	Outside
David P. Bera	Member	50	Male	2	Outside
Glen A. Taylor	Member	70	Male	12	Outside Related
L. White Matthews	Member	66	Male	9	Outside

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