



Innophos Holdings, Inc.

IPHS NASDAQ

Chemicals - Commodity

Market Capitalization USD:

\$865.49 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: Randolph Gress

Age: 56

CEO Since: 2004

	2009	2010	2011
Base Salary	\$602,500	\$680,000	\$710,600
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$1,005,888	\$1,038,244	\$628,170
Benefits and Perquisites	\$176,076	\$284,058	\$287,174
TOTAL ANNUAL COMPENSATION	\$1,784,464	\$2,002,302	\$1,625,944
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$352,757	\$515,678	\$466,208
Stock Awards	\$356,965	\$590,640	\$579,182
TOTAL COMPENSATION	\$2,494,186	\$3,108,620	\$2,671,334
Median of Other Named Executive Officers Total Compensation	\$618,237	\$782,789	\$673,516
Value Realized on Exercise of Stock Option	\$1,424,000	\$451,200	\$278,788
Value Realized on Vesting of Stock	\$120,321	\$2,850,560	\$2,584,260
TOTAL REALIZED EQUITY COMPENSATION	\$1,544,321	\$3,301,760	\$2,863,048

Proxy Date: 18 Apr 2012

Annual Meeting Date: 18 May 2012

Equity Reserves: 13.44%

Stock Option Run Rate: 0.75%

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Performance Comparison

■ S&P500 ■ Industry ■ IPHS



Peer Comparisons (TRBC) =Chemicals - Commodity

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
IPHS	Innophos Holdings, Inc.	\$2,494,186	\$3,108,620	\$2,671,334	\$865,489,638
RPM	RPM International Inc.	\$2,672,473	\$5,434,034		\$2,452,285,966
WLK	Westlake Chemical Corporation	\$2,843,409	\$2,897,330		\$2,282,916,399
NEU	NewMarket Corporation	\$1,579,921	\$1,764,731	\$2,169,332	\$2,101,047,489
CYT	Cytec Industries Inc.	\$2,810,351	\$4,210,627	\$6,382,598	\$1,742,413,702
OLN	Olin Corporation	\$5,721,354	\$5,217,408	\$5,651,880	\$1,433,299,123
BCPC	Balchem Corporation	\$1,636,439	\$1,648,519		\$1,079,721,999

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

Albemarle Corp, Int'l Flavors & Fragrances, Quaker Chemical Corp., Arch Chemicals Inc., Koppers Holdings Inc., Sensient Technologies Corp., Calgon Carbon Corp., Kronos Worldwide Inc., Sigma Aldrich Corp., Compass Minerals Intl. Inc., Minerals Technologies Inc., Valhi Inc., Ferro Corp., Newmarket Corp., Fuller (H.B.) Co., OM Group Inc.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Garv Cappeline	Chairman	62	Male	5	Outside
Amado Cavazos	Member	67	Male	4	Outside
John Steitz	Member	53	Male	3	Outside
Karen R. Osar	Member	62	Female	5	Outside

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