






**Intel Corporation**

**INTC NASDAQ**

**Semiconductors**

Market Capitalization USD: **\$112,030.09 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: Paul S. Otellini**

**Age: 61**

**CEO Since: 2005**

	2009	2010	2011
<b>Base Salary</b>	\$1,000,000	\$1,000,000	\$1,100,000
<b>Discretionary Bonus</b>	\$0	\$30,400	\$34,000
<b>Annual Cash Incentive</b>	\$5,251,500	\$6,790,000	\$6,429,500
<b>Benefits and Perquisites</b>	\$290,400	\$382,100	\$475,500
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$6,541,900</b>	<b>\$8,202,500</b>	<b>\$8,039,000</b>
<b>Increase in Post-Retirement Benefits</b>	\$174,000	\$131,000	\$319,000
<b>Stock Option Awards</b>	\$1,182,000	\$1,082,200	\$1,802,800
<b>Stock Awards</b>	\$6,684,000	\$6,236,800	\$7,331,100
<b>TOTAL COMPENSATION</b>	<b>\$14,581,900</b>	<b>\$15,652,500</b>	<b>\$17,491,900</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$6,031,300	\$6,571,125	\$6,558,425
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$0	\$132,100
<b>Value Realized on Vesting of Stock</b>	\$616,500	\$952,100	\$1,319,600
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$616,500</b>	<b>\$952,100</b>	<b>\$1,451,700</b>

**Proxy Date:** 4 Apr 2012

**Annual Meeting Date:** 17 May 2012

**Equity Reserves:** 19.34%

**Stock Option Run Rate:** 1.02%

# Intel Corporation

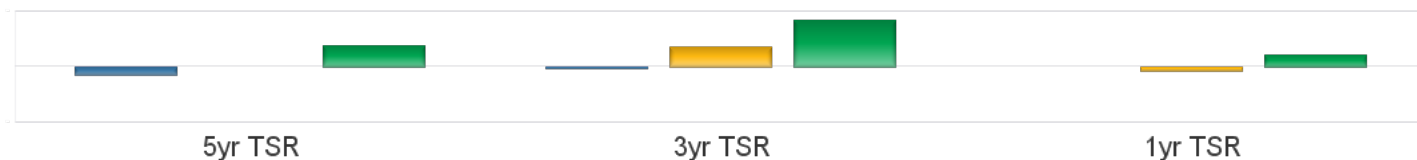
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## Performance Comparison

■ S&P500 ■ Industry ■ INTC



## Peer Comparisons (TRBC) = Technology

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
INTC	Intel Corporation	\$14,581,900	\$15,652,500	\$17,491,900	\$112,030,085,000
ORCL	Oracle Corporation	\$56,810,851	\$70,143,075		\$144,981,861,480
QCOM	QUALCOMM Incorporated	\$18,896,413	\$17,626,939	\$21,722,333	\$81,685,722,937
GOOG	Google Inc.	\$245,322	\$313,219		\$166,300,113,455
EMC	EMC Corporation	\$9,047,763	\$12,436,161	\$13,238,857	\$43,297,533,673
CSCO	Cisco Systems, Inc.	\$10,270,083	\$18,871,875		\$83,434,249,818
EBAY	eBay Inc.	\$10,132,748	\$12,382,486	\$16,456,528	\$38,005,507,923

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

Advanced Micro Devices, Inc., Apple Inc., Applied Materials, Inc., AT&T Inc., Cisco Systems, Inc., Dell Inc., The Dow Chemical Company, EMC Corporation, General Electric Company, Google Inc., Hewlett-Packard Company, International Business Machines Corporation, Johnson & Johnson, Merck & Co., Inc., Microsoft Corporation, NVIDIA Corporation, Oracle Corporation, Pfizer Inc., Qualcomm Incorporated, Schlumberger Limited, Texas Instruments Incorporated, United Parcel Service, Inc., United Technologies Corporation, Verizon Communications Inc., Yahoo! Inc.

### Performance Peer Group

Advanced Micro Devices, Inc., Apple Inc., Applied Materials, Inc., AT&T Inc., Cisco Systems, Inc., Dell Inc., The Dow Chemical Company, EMC Corporation, General Electric Company, Google Inc., Hewlett-Packard Company, International Business Machines Corporation, Johnson & Johnson, Merck & Co., Inc., Microsoft Corporation, NVIDIA Corporation, Oracle Corporation, Pfizer Inc., Qualcomm Incorporated, Schlumberger Limited, Texas Instruments Incorporated, United Parcel Service, Inc., United Technologies Corporation, Verizon Communications Inc., Yahoo! Inc.

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
David S. Pottruck	Chairman	63	Male	14	Outside Related
David B. Yoffie	Member	57	Male	23	Outside Related
John J. Donahoe	Member	51	Male	3	Outside

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