


**Intevac, Inc.****IVAC NASDAQ****Computer Hardware**

Market Capitalization USD:

**\$159.94 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: Kevin Fairbairn****Age: 58****CEO Since: 2002**

	2009	2010	2011
<b>Base Salary</b>	\$486,222	\$480,438	\$485,015
<b>Discretionary Bonus</b>	\$0	\$0	\$0
<b>Annual Cash Incentive</b>	\$0	\$1,020,000	\$0
<b>Benefits and Perquisites</b>	\$2,000	\$2,000	\$2,000
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$488,222</b>	<b>\$1,502,438</b>	<b>\$487,015</b>
<b>Increase in Post-Retirement Benefits</b>	\$0	\$0	\$0
<b>Stock Option Awards</b>	\$157,380	\$481,652	\$468,188
<b>Stock Awards</b>	\$0	\$0	\$0
<b>TOTAL COMPENSATION</b>	<b>\$645,602</b>	<b>\$1,984,090</b>	<b>\$955,203</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$321,930	\$736,863	\$447,814
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$0	\$1,035,847
<b>Value Realized on Vesting of Stock</b>	\$0	\$0	\$0
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$0</b>	<b>\$0</b>	<b>\$1,035,847</b>

Proxy Date: 2 Apr 2012

Annual Meeting Date: 8 May 2012

Equity Reserves: 20.17%

Stock Option Run Rate: 2.51%

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## Performance Comparison

■ S&P500 ■ Industry ■ IVAC



## Peer Comparisons (TRBC) =Computer Hardware

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
IVAC	Intevac, Inc.	\$645,602	\$1,984,090	\$955,203	\$159,941,936
QTM	Quantum Corporation	\$1,994,465	\$1,394,780		\$419,739,000
SSYS	Stratasys, Inc.	\$283,804	\$421,633		\$392,328,091
IN	Intermec, Inc.	\$2,086,782	\$3,519,480		\$388,545,303
SGI	Silicon Graphics International Corp.		\$948,037		\$374,079,364
MRCY	Mercury Computer Systems, Inc.	\$1,812,883	\$2,204,302		\$351,416,793
AVID	Avid Technology, Inc.	\$1,205,120	\$4,290,273		\$298,272,749

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

II-VI Inc., Advanced Energy Industries, Inc., Brooks Automation, Inc., Coahu, Inc., Cymer Inc., Electro Scientific Industries, Inc., Kulicke & Soffa Industries, Inc., Newport Corporation, Rudolph Technologies, Inc., Ultratech Inc., Veeco Instruments, Inc.

### Performance Peer Group

NA

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Stanley J. Hill	Chairman	70	Male	8	Outside
John F. Schaefer	Member	69	Male	2	Outside
Thomas M. Rohrs	Member	62	Male	2	Outside