



Data Presentation

Board Composition
 Membership make-up
 Committees
 Number of meetings

Cash Compensation
 Delivery approach:
 Prevalence of retainer only (role-based)

Fee only (activity-based)

Retainer + fee mix

Cash amounts:
 Overall and rollups by delivery approach used

Committee/Chairperson differentials

Total cash comp by role:
 Board member only,
 Audit Chair, Audit member,
 Compensation Chair, etc.

Initial/Annual Equity Awards
 Vehicle mix:
 Prevalence of options only
 Restricted stock only
 Mix of both

Award sizes:
 Overall and by vehicle mix
 Vesting practices
 Ownership guidelines

Total Direct Compensation
 Total cash/equity comp

Total Annual Cost of Governance
 Total cash and equity expense to compensate all outside Directors during the last fiscal year

RADFORD ANALYTIC SERVICES

Board of Directors Analysis

Targeted Board Intelligence for Your Company

Designed as part of the Radford Analytic Services line of analysis and services, our Board of Directors reports provide insight into the fast-changing world of Board compensation, practices and trends, an area of increasing importance as corporate governance and shareholder value are brought into focus. Three levels of analysis are available to Radford clients:

- > **Level 1:** Provides overall report results for basic Board compensation levels, with industry breakouts (no additional fee*)
- > **Level 2:** Provides innovative metrics critical for Board compensation, offering industry/headcount breakouts and leveraging the SEC’s new compensation disclosure requirements to deliver more robust analysis (fee-based service)
- > **Level 3:** Presents Board data for selected companies for peer group analysis/comparison; delivered by a Radford Adviser for a discussion of results and implications (fee-based service)

The detailed peer group data in the Level 3 report is particularly valuable for the Board in addressing the need for more intensive market intelligence that reflects the increasing challenges faced by Board members.

Data Sample

The data provided below is for illustrative purposes only.

Board Cash Philosophy - Level 2 Analysis Headcount Breakouts

MODE OF COMPENSATION	All Cos.	Under 50	50-149	150-499	500-1,000	Over 1,000
Annual Retainer Only	31%	20%	33%	21%	37%	42%
Meeting Fees Only	1%	2%	3%	0%	0%	0%
Both Retainer and Meeting Fees	65%	74%	56%	79%	63%	55%
None	4%	4%	8%	0%	0%	4%
n	200	50	39	31	22	58

What Clients Say About Radford

“Radford Analytic Services’ You vs. Market and Equity Trends Level 3 Analysis have quickly become cornerstones in Qualcomm’s analyses of competitive practices in the dynamic world of equity compensation. The opportunity to discuss the data at a strategic level with the RAS staff is very valuable.”

David A. Reichel, Ph.D.
Sr. Director Total Rewards
Qualcomm

Contact Information

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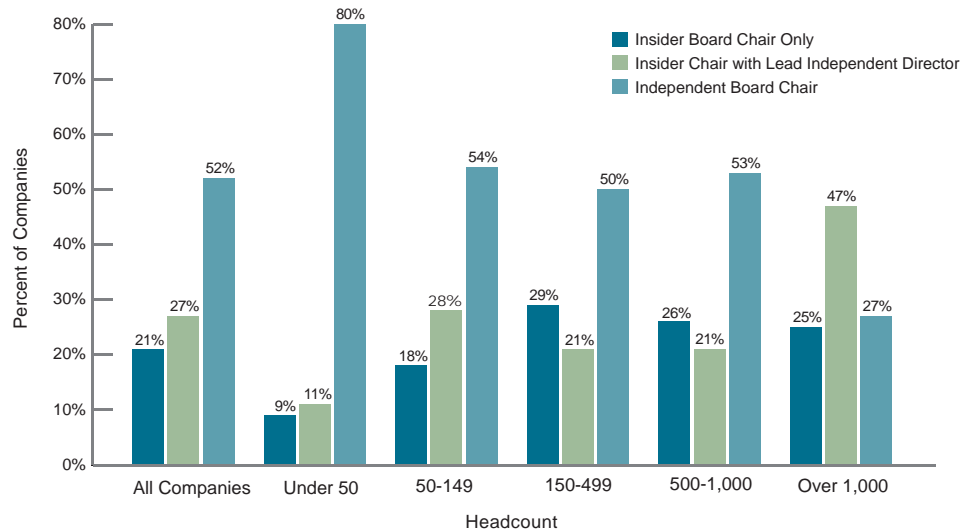
Locations

Austin, Atlanta,
Boston, Chicago,
Denver, London,
New York,
Philadelphia,
San Diego,
San Francisco,
San Jose, Singapore,
Washington, DC.

Retainer Amounts - Level 2 Analysis Headcount Breakouts

PERCENTILES	All Companies	Under 50	50-149	150-499	500-1,000	Over 1,000
Those Using Retainers Only						
75th percentile	\$50,000	\$28,000	\$35,000	\$38,000	\$55,000	\$72,500
50th percentile	\$32,000	\$25,000	\$25,000	\$35,000	\$50,000	\$50,000
25th percentile	\$25,000	\$16,000	\$25,000	\$22,500	\$25,000	\$31,000
n	62	16	12	10	7	17
Those Using Retainers and Fees						
75th percentile	\$25,742	\$19,500	\$20,000	\$25,000	\$26,250	\$45,000
50th percentile	\$20,000	\$15,000	\$15,000	\$25,000	\$25,000	\$40,000
25th percentile	\$15,000	\$12,125	\$14,000	\$15,500	\$15,000	\$30,000
n	130	33	25	20	14	38

Board Leadership Role Prevalence - Level 2 Analysis Headcount



Key Features

Comprehensive Board Database:

Offers data for each key element of Board pay: cash, total cash, equity, and total direct compensation

Detailed Cash Compensation:

Provides a complete picture of Board cash compensation, including delivery approach; cash amounts; Committee and Chairperson differentials; and total cash compensation by role

Extensive Equity Reporting:

Includes award sizes for a mix of stock vehicles for initial and continuing grants; vesting practices; and ownership guidelines

Board Practices Insight:

Facilitates positive corporate governance review by institutional investors and watchdog groups by providing key insights on current practices and emerging trends

Analytic Services Consultant Assistance:

Leverage the expertise of a Radford Adviser in applying and interpreting analysis to improve your company’s programs