



**A123 Systems, Inc.****AONE NASDAQ****Electrical Components / Equipment**

Market Capitalization USD:

**\$433.54 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: David P. Vieau****Age: 61****CEO Since: 2002**

	2009	2010	2011
<b>Base Salary</b>	\$300,000	\$375,000	\$431,250
<b>Discretionary Bonus</b>	\$227,700	\$0	\$0
<b>Annual Cash Incentive</b>	\$0	\$174,938	\$225,000
<b>Benefits and Perquisites</b>	\$774	\$3,455	\$0
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$528,474</b>	<b>\$553,393</b>	<b>\$656,250</b>
<b>Increase in Post-Retirement Benefits</b>	\$0	\$0	\$0
<b>Stock Option Awards</b>	\$982,740	\$499,552	\$222,432
<b>Stock Awards</b>	\$0	\$500,000	\$488,452
<b>TOTAL COMPENSATION</b>	<b>\$1,511,214</b>	<b>\$1,552,945</b>	<b>\$1,367,134</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$1,123,266	\$727,979	\$1,144,348
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$0	\$0
<b>Value Realized on Vesting of Stock</b>	\$0	\$0	\$92,050
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$0</b>	<b>\$0</b>	<b>\$92,050</b>

Proxy Date: 13 Apr 2012

Annual Meeting Date: 23 May 2012

Equity Reserves: 11.95%

Stock Option Run Rate: 2.30%

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## Performance Comparison

■ S&P500 ■ Industry ■ AONE



## Peer Comparisons (TRBC) =Electrical Components / Equipment

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
<b>AONE</b>	<b>A123 Systems, Inc.</b>	<b>\$1,511,214</b>	<b>\$1,552,945</b>	<b>\$1,367,134</b>	<b>\$433,541,431</b>
SPB	Spectrum Brands Holdings, Inc.		\$14,470,150	\$13,744,111	\$1,236,109,239
BGC	General Cable Corporation	\$3,822,998	\$3,778,682	\$4,959,105	\$1,218,061,646
ITRI	Itron, Inc.	\$2,506,496	\$5,104,203	\$3,686,211	\$1,197,594,006
IIVI	II-VI Incorporated	\$1,085,123	\$2,179,926		\$1,095,788,505
ENS	EnerSys	\$3,727,997	\$5,202,327		\$1,001,574,734
LFUS	Littelfuse, Inc.	\$1,725,428	\$3,058,360	\$2,820,369	\$924,960,360

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

AeroVironment, American Science Engineering, American Superconductor, Broadwind Energy, Ener1, Energy Conversion Devices, Fuel Systems Solutions, Fuelcell Energy, GeoEye, GT Advanced Technologies, II-Vi, iRobot, Maxwell Technologies, Polypore International, Power-One, and Valence Technology.

### Performance Peer Group

NA

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Jeffrey McCarthy	Chairman	57	Male	11	Outside Related
Garv E. Haroian	Member	60	Male	6	Outside
Gururai Deshpande	Member	61	Male	11	Outside Related

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