



# American Axle & Manufacturing





**AXL NYSE**

**Auto / Truck / Motorcycle Parts**

Market Capitalization USD:

**\$574.80 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: Richard E. Dauch**

**Age: 69**

**CEO Since: 1994**

	2009	2010	2011
<b>Base Salary</b>	\$2,156,269	\$2,702,304	\$2,526,758
<b>Discretionary Bonus</b>	\$0	\$0	\$6,000,000
<b>Annual Cash Incentive</b>	\$0	\$0	\$0
<b>Benefits and Perquisites</b>	\$112,485	\$158,981	\$149,441
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$2,268,754</b>	<b>\$2,861,285</b>	<b>\$8,676,199</b>
<b>Increase in Post-Retirement Benefits</b>	\$7,074,845	\$2,692,143	\$2,802,700
<b>Stock Option Awards</b>	\$210,000	\$0	\$0
<b>Stock Awards</b>	\$167,583	\$0	\$0
<b>TOTAL COMPENSATION</b>	<b>\$9,721,182</b>	<b>\$5,553,428</b>	<b>\$11,478,899</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$719,724	\$1,642,432	\$4,411,563
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$430,758	\$2,540,535
<b>Value Realized on Vesting of Stock</b>	\$2,469,873	\$361,413	\$543,275
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$2,469,873</b>	<b>\$792,171</b>	<b>\$3,083,810</b>

**Proxy Date:** 16 Mar 2012

**Annual Meeting Date:** 26 Apr 2012

**Equity Reserves:** 10.82%

**Stock Option Run Rate:** 0.04%

# American Axle & Manufacturing

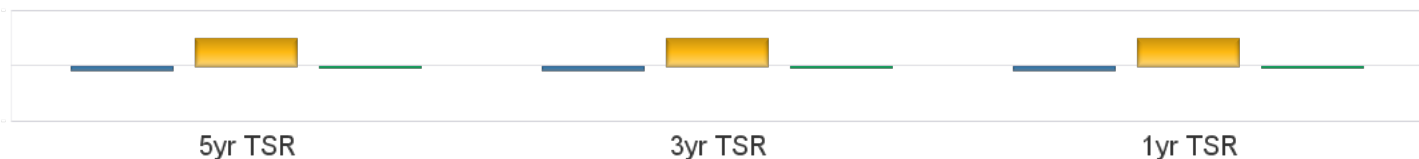
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## Performance Comparison

■ vs S&P500 ■ vs Industry ■ AXL



## Peer Comparisons (TRBC) =Auto / Truck / Motorcycle Parts

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
AXL	American Axle & Manufacturing Holdings,	\$9,721,182	\$5,553,428	\$11,478,899	\$574,802,906
DAN	Dana Holding Corporation	\$2,588,489	\$6,522,950	\$10,665,232	\$1,543,416,483
TEN	Tenneco Inc.	\$2,021,349	\$5,348,822		\$1,541,907,313
FDML	Federal-Mogul Corporation	\$11,225,411	\$6,927,878		\$1,458,841,375
MTOR	Meritor, Inc.	\$4,263,279	\$7,606,508	\$6,062,255	\$668,546,128
TWI	Titan International, Inc.	\$1,865,694	\$2,009,444		\$631,778,475
DORM	Dorman Products, Inc.	\$1,566,265	\$1,538,145		\$596,029,417

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

A. O. Smith Corporation, Kennametal Inc., Ball Corporation, Lear Corporation, BorgWarner Inc., Meritor Inc., Brady Corporation, Navistar International, Cameron International Corporation, Owens-Illinois, Inc., Cummins Inc., PACCAR Inc., Dana Corporation, Polaris Industries Inc., Donaldson Company, Inc., Rockwell Automation, Dover Corporation, Sauer-Danfoss Inc., Eaton Corporation, Sonoco Products Company, Federal Signal Corporation, Terex Corporation, Federal-Mogul Corporation, Thomas & Betts Corporation, Fleetwood Enterprises, Inc., The Timken Company, Flowserve Corporation, Trinity Industries, Inc., FMC Technologies, TRW Automotive Holdings Corp., Genuine Parts Company, USG Corporation, Harley-Davidson Motor Company, Valmont Industries, Inc., Ingersoll-Rand Company, Visteon Corporation, Joy Global Inc., Woodward Governor Company

### Performance Peer Group

Autoliv Inc.; BorgWarner Inc.; Dana Corporation; Lear Corporation; Magna International Inc.; Meritor, Inc.; Tenneco Automotive Inc. and Visteon Corporation

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Forest J. Farmer	Chairman	71	Male	13	Outside Related
Elizabeth A. Chappell	Member	54	Female	8	Outside
Larrv K. Switzer	Member	68	Male	7	Outside
Steven B. Hantler	Member	59	Male	1	Outside
Thomas K. Walker	Member	71	Male	13	Outside Related