









# Astoria Financial Corporation

AF NYSE

**Banks** Market Capitalization USD: **\$757.82 mm**

**CONCERN LEVEL: HIGH**

- 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: Monte N. Redman**

**Age: 61**

**CEO Since: 2011**

	2009	2010	2011
<b>Base Salary</b>	\$1,142,000	\$1,142,000	\$862,789
<b>Discretionary Bonus</b>	\$0	\$0	\$0
<b>Annual Cash Incentive</b>	\$0	\$359,730	\$0
<b>Benefits and Perquisites</b>	\$182,764	\$207,427	\$271,739
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$1,324,764</b>	<b>\$1,709,157</b>	<b>\$1,134,528</b>
<b>Increase in Post-Retirement Benefits</b>	\$908,382	\$0	\$1,097,934
<b>Stock Option Awards</b>	\$0	\$0	\$0
<b>Stock Awards</b>	\$1,275,183	\$1,415,310	\$2,261,736
<b>TOTAL COMPENSATION</b>	<b>\$3,508,329</b>	<b>\$3,124,467</b>	<b>\$4,494,198</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$2,016,788	\$2,390,345	\$1,757,202
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$0	\$0
<b>Value Realized on Vesting of Stock</b>	\$1,220,072	\$1,403,264	\$634,354
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$1,220,072</b>	<b>\$1,403,264</b>	<b>\$634,354</b>

Proxy Date: 6 Apr 2012

Annual Meeting Date: 16 May 2012

Equity Reserves: 10.35%

Stock Option Run Rate:

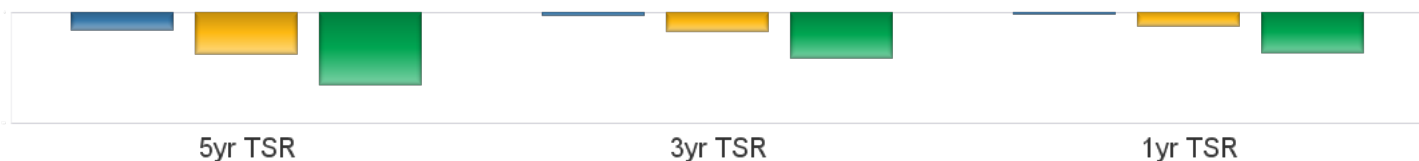
# Astoria Financial Corporation

AF NYSE

**Banks** Market Capitalization USD: **\$757.82 mm**

## Performance Comparison

■ S&P500 ■ Industry ■ AF



## Peer Comparisons (TRBC) =Banks

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
AF	Astoria Financial Corporation	\$3,508,329	\$3,124,467	\$4,494,198	\$757,823,023
HBHC	Hancock Holding Company	\$1,251,459	\$1,466,286	\$2,449,220	\$2,270,677,722
EWBC	East West Bancorp, Inc.	\$2,519,174	\$5,065,607		\$2,220,371,226
SBNY	Signature Bank	\$1,706,311			\$2,198,295,288
BKU	BankUnited, Inc.		\$2,495,698	\$2,438,781	\$2,019,008,298
CYN	City National Corporation	\$4,072,939	\$9,249,824	\$9,507,763	\$2,008,650,034
CSE	CapitalSource Inc.	\$2,700,087	\$1,301,080	\$1,301,080	\$1,981,966,703

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

Associated Banc-Corp., BOK Financial Corporation, City National Corporation, First Citizens BancShares, Inc., Hudson City Bancorp, Inc., Huntington Bancshares Incorporated, New York Community Bancorp, Inc., Peoples United Financial, Inc., Synovus Financial Corp., Webster Financial Corporation, and Zions Bancorporation.

### Performance Peer Group

NA

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Denis J. Connors	Chairman	70	Male	19	Outside Related
John R. Chrin	Member	48	Male	3	Outside
Peter C. Haeffner	Member	73	Male	15	Outside Related
Ralph F. Palleschi	Member	65	Male	16	Outside Related
Thomas V. Powderly	Member	74	Male	17	Outside Related