



**Atmel Corporation**




**ATML NASDAQ**

**Semiconductors**

Market Capitalization USD:

**\$3,756.96 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: Steven A. Laub**

**Age: 53**

**CEO Since: 2006**

|  | 2009               | 2010                | 2011                |
|--|--------------------|---------------------|---------------------|
| <b>Base Salary</b>   | \$686,760          | \$742,223           | \$743,385           |
| <b>Discretionary Bonus</b>   | \$0                | \$500               | \$0                 |
| <b>Annual Cash Incentive</b>                                       | \$790,391          | \$1,887,500         | \$1,605,294         |
| <b>Benefits and Perquisites</b>                                    | \$18,823           | \$18,255            | \$20,487            |
| <b>TOTAL ANNUAL COMPENSATION</b>                                   | <b>\$1,495,974</b> | <b>\$2,648,478</b>  | <b>\$2,369,166</b>  |
| <b>Increase in Post-Retirement Benefits</b>                        | \$0                | \$0                 | \$0                 |
| <b>Stock Option Awards</b>   | \$1,288,487        | \$0                 | \$0                 |
| <b>Stock Awards</b>  | \$4,551,579        | \$16,731,290        | \$15,572,704        |
| <b>TOTAL COMPENSATION</b>  | <b>\$7,336,040</b> | <b>\$19,379,768</b> | <b>\$17,941,870</b> |
| <b>Median of Other Named Executive Officers Total Compensation</b> | \$1,867,436        | \$3,576,501         | \$3,711,867         |
| <b>Value Realized on Exercise of Stock Option</b>                  | \$0                | \$3,695,928         | \$9,465,522         |
| <b>Value Realized on Vesting of Stock</b>                          | \$2,561,605        | \$4,532,285         | \$38,793,542        |
| <b>TOTAL REALIZED EQUITY COMPENSATION</b>                          | <b>\$2,561,605</b> | <b>\$8,228,213</b>  | <b>\$48,259,064</b> |

**Proxy Date:** 5 Apr 2012

**Annual Meeting Date:** 17 May 2012

**Equity Reserves:** 16.28%

**Stock Option Run Rate:** 0.26%

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## Performance Comparison

■ S&P500 ■ Industry ■ ATML



## Peer Comparisons (TRBC) =Semiconductors

### Total Summary CEO Compensation

| Ticker | Company Name                    | 2009        | 2010         | 2011         | Market Cap       |
|--------|---------------------------------|-------------|--------------|--------------|------------------|
| ATML   | Atmel Corporation               | \$7,336,040 | \$19,379,768 | \$17,941,870 | \$3,756,961,788  |
| ALTR   | Altera Corporation              | \$4,737,527 | \$7,826,195  | \$29,576,725 | \$10,215,739,485 |
| ADI    | Analog Devices, Inc.            | \$2,938,218 | \$13,929,455 | \$8,943,893  | \$9,357,435,000  |
| AVGO   | Avago Technologies Limited      | \$2,200,565 | \$2,252,519  | \$16,249,148 | \$8,045,184,627  |
| NVDA   | NVIDIA Corporation              | \$4,010,370 | \$3,482,145  | \$6,642,422  | \$7,552,629,336  |
| XLNX   | Xilinx, Inc.                    | \$2,104,313 | \$3,232,717  |              | \$7,275,956,292  |
| MXIM   | Maxim Integrated Products, Inc. | \$2,774,291 | \$4,003,086  |              | \$6,833,767,024  |

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

Core Peer Companies: Advanced Micro Devices, Inc., Altera Corporation, Analog Devices, Inc., Broadcom Corporation, Cypress Semiconductor Corporation, Fairchild Semiconductor International, Inc., Linear Technology Corporation, LSI Corporation (LSI Logic), Marvell Technology Group Ltd., Maxim Integrated Products, Inc., Microchip Technology Corporation, National Semiconductor Corporation, NVIDIA Corporation, ON Semiconductor Corporation, Xilinx, Inc.  
 Broad High-Tech Peer Group: Adobe Systems Incorporated, Nuance Communications, Inc., Juniper Networks, Inc., Salesforce.com, Inc., NetApp, Inc., VMware, Inc.  
 Other Leading Technology Companies: Apple Inc., Intel Corporation, Cisco Systems, Inc., Oracle Corporation, Google Inc., Yahoo! Inc.

### Performance Peer Group

21 semiconductor companies and nine microcontroller companies.

## COMPENSATION COMMITTEE MEMBERS

| Director                | Membership | Age | Gender | Tenure | Independence |
|-------------------------|------------|-----|--------|--------|--------------|
| Jack L. Saltich         | Chairman   | 68  | Male   | 5      | Outside      |
| Charles P. Carinalli    | Member     | 64  | Male   | 4      | Outside      |
| David Sugishita         | Member     | 64  | Male   | 8      | Outside      |
| Papken S. der Torossian | Member     | 73  | Male   | 5      | Outside      |
|                         |            |     |        |        |              |
|                         |            |     |        |        |              |