


**BE Aerospace, Inc.****BEAV NASDAQ****Aerospace / Defense**

Market Capitalization USD:

\$3,415.57 mm**CONCERN LEVEL: LOW**

- 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: Amin J. Khoury**Age: 73****CEO Since: 2005**

	2009	2010	2011
Base Salary	\$1,055,428	\$1,092,070	\$1,135,877
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$525,000	\$1,227,000	\$2,000,000
Benefits and Perquisites	\$3,073,036	\$3,554,067	\$3,731,379
TOTAL ANNUAL COMPENSATION	\$4,653,464	\$5,873,137	\$6,867,256
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$0	\$0	\$0
Stock Awards	\$2,908,022	\$3,456,928	\$3,600,018
TOTAL COMPENSATION	\$7,561,486	\$9,330,065	\$10,467,274
Median of Other Named Executive Officers Total Compensation	\$1,720,002	\$3,104,032	\$2,178,710
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$4,287,967	\$8,182,991	\$5,687,489
TOTAL REALIZED EQUITY COMPENSATION	\$4,287,967	\$8,182,991	\$5,687,489

Proxy Date: 27 Apr 2012

Annual Meeting Date: 25 Jul 2012

Equity Reserves: 6.37%

Stock Option Run Rate: 0.00%

BE Aerospace, Inc.

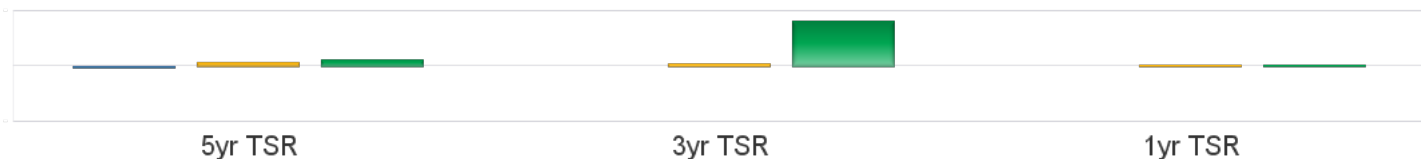
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Performance Comparison

■ S&P500 ■ Industry ■ BEAV



Peer Comparisons (TRBC) =Aerospace / Defense

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
BEAV	BE Aerospace, Inc.	\$7,561,486	\$9,330,065	\$10,467,274	\$3,415,569,193
COL	Rockwell Collins, Inc.	\$7,381,808	\$6,562,088	\$6,999,832	\$8,107,444,065
ITT	ITT Corporation	\$13,844,981	\$12,635,052	\$16,058,219	\$7,782,600,000
LLL	L-3 Communications Holdings, Inc.	\$15,178,729	\$16,516,360	\$16,662,627	\$6,576,738,836
TXT	Textron Inc.	\$6,795,254	\$8,714,020	\$11,519,177	\$4,892,148,951
TDG	TransDigm Group Incorporated	\$5,006,110	\$10,968,160	\$20,665,146	\$4,095,673,648
FLIR	FLIR Systems, Inc.	\$5,817,341	\$5,370,392	\$6,230,612	\$4,001,259,721

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

Goodrich Corporation, Precision Castparts Corporation, Rockwell Collins, Inc., Spirit Aerosystems Holdings, Teleflex Inc., Crane Co., Teledyne Technologies, Inc., Moog Inc., Hexcel Corporation, Curtiss-Wright Corporation, Esterline Technologies Corporation, AAR Corp, Triumph Group Inc.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Jonathan M. Schofield	Chairman	71	Male	11	Outside Related
John T. Whates	Member	64	Male	0	Outside
Michael F. Senft	Member	53	Male	0	Outside