




**BankFinancial Corporation****BFIN NASDAQ****Banks**

Market Capitalization USD:

**\$139.92 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: F. Morgan Gasior****Age: 48****CEO Since: 2004**

	2009	2010	2011
<b>Base Salary</b>	\$403,520	\$405,804	\$405,804
<b>Discretionary Bonus</b>	\$0	\$0	\$0
<b>Annual Cash Incentive</b>	\$0	\$0	\$0
<b>Benefits and Perquisites</b>	\$42,610	\$43,330	\$39,877
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$446,130</b>	<b>\$449,134</b>	<b>\$445,681</b>
<b>Increase in Post-Retirement Benefits</b>	\$0	\$0	\$0
<b>Stock Option Awards</b>	\$0	\$0	\$0
<b>Stock Awards</b>	\$0	\$0	\$0
<b>TOTAL COMPENSATION</b>	<b>\$446,130</b>	<b>\$449,134</b>	<b>\$445,681</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$317,062	\$297,788	\$289,734
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$0	\$0
<b>Value Realized on Vesting of Stock</b>	\$254,250	\$238,500	\$0
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$254,250</b>	<b>\$238,500</b>	<b>\$0</b>

Proxy Date: 23 May 2012

Annual Meeting Date: 26 Jun 2012

Equity Reserves: 12.24%

Stock Option Run Rate: 0.00%

# BankFinancial Corporation

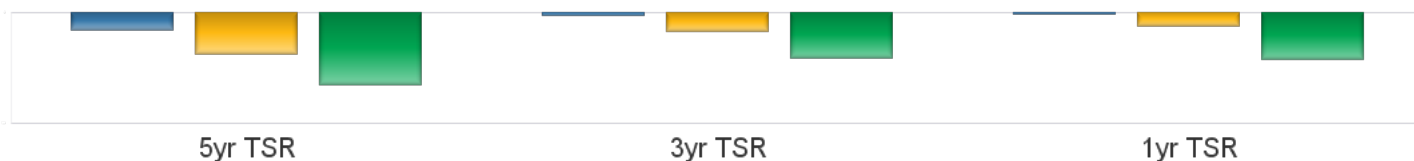
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## Performance Comparison

■ S&P500 ■ Industry ■ BFIN



## Peer Comparisons (TRBC) =Banks

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
<b>BFIN</b>	<b>BankFinancial Corporation</b>	<b>\$446,130</b>	<b>\$449,134</b>	<b>\$445,681</b>	<b>\$139,924,494</b>
TRST	TrustCo Bank Corp NY	\$1,268,812	\$1,264,124	\$1,762,930	\$415,464,989
CHCO	City Holding Company	\$1,378,886	\$689,185	\$893,464	\$407,148,630
STBZ	State Bank Financial Corporation		\$615,018	\$784,500	\$398,938,152
VPGF	ViewPoint Financial Group	\$737,554			\$398,912,171
BHLB	Berkshire Hills Bancorp, Inc.	\$916,683	\$1,285,740	\$1,346,605	\$390,250,191
FCF	First Commonwealth Financial Corporation	\$555,946	\$476,758	\$1,431,239	\$388,155,877

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

The local financial institutions that were considered in 2011 included Taylor Capital Group, Inc. (TAYC), First Midwest Bancorp, Inc. (FMBI), MB Financial, Inc. (MBFI), Wintrust Financial Corporation (WTFC), PrivateBancorp Inc. (PVTB) and CFS Bancorp, Inc. (CITZ).

### Performance Peer Group

NA

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Joseph A. Schudt	Chairman	74	Male	20	Outside Related
Glen R. Wherfel	Member	62	Male	11	Outside Related
John M. Hausmann	Member	57	Male	22	Outside Related

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