



Black Box Corporation





BBOX NASDAQ

IT Services / Consulting

Market Capitalization USD:

\$385.19 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: R. Terry Blakemore

Age: 55

CEO Since: 2007

	2009	2010	2011
Base Salary	\$526,731	\$552,115	\$602,308
Discretionary Bonus	\$0	\$600,000	\$0
Annual Cash Incentive	\$330,000	\$429,000	\$210,000
Benefits and Perquisites	\$18,823	\$20,656	\$25,558
TOTAL ANNUAL COMPENSATION	\$875,554	\$1,601,771	\$837,866
Increase in Post-Retirement Benefits	\$413,162	\$149,986	\$110,149
Stock Option Awards	\$1,320,169	\$882,028	\$697,158
Stock Awards	\$0	\$1,994,560	\$1,626,883
TOTAL COMPENSATION	\$1,650,645	\$4,628,345	\$3,272,056
Median of Other Named Executive Officers Total Compensation	\$1,145,040	\$1,145,040	\$1,288,060
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$0	\$0	\$1,028,338
TOTAL REALIZED EQUITY COMPENSATION	\$0	\$0	\$1,028,338

Proxy Date: 21 Jun 2012

Annual Meeting Date: 7 Aug 2012

Equity Reserves: 24.36%

Stock Option Run Rate: 1.04%

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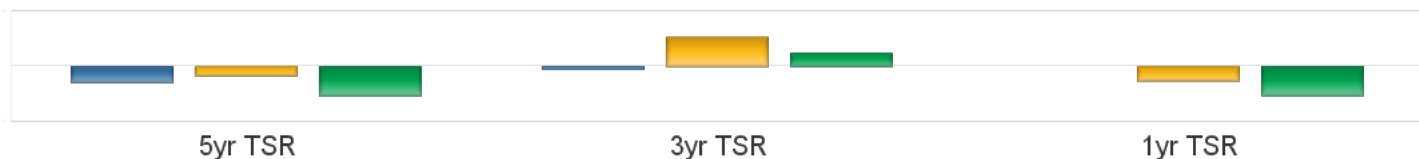
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Performance Comparison

■ S&P500 ■ Industry ■ BBOX



Peer Comparisons (TRBC) =IT Services / Consulting

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
BBOX	Black Box Corporation	\$1,650,645	\$4,628,345	\$3,272,056	\$385,186,580
MANT	ManTech International Corporation	\$2,851,230	\$3,270,146	\$3,852,731	\$1,152,827,488
CVG	Convergys Corporation	\$3,235,071	\$3,781,725	\$4,996,671	\$1,148,687,237
SREV	ServiceSource International, Inc.			\$902,000	\$1,146,789,019
PRGS	Progress Software Corporation	\$1,532,671	\$4,686,136		\$1,123,621,200
ACOM	Ancestry.com Inc.	\$720,790	\$773,290	\$11,271,368	\$1,068,129,143
VRNT	Verint Systems Inc.		\$4,922,834	\$5,841,564	\$1,019,828,114

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

Acxiom Corporation, Gartner, Inc., ADTRAN, Inc., MasTec, Inc., ARRIS Group, Inc., MAXIMUS, Inc., Belden Inc., Novell, Inc., CIBER, Inc., Plantronics, Inc., Ciena Corporation, Polycom, Inc., Cincinnati Bell Inc., Qlogic Corporation, Dycom Industries, Inc., SAVVIS, Inc., Finisar Corporation, Tellabs, Inc.

Performance Peer Group

Acxiom Corporation, Gartner, Inc., ADTRAN, Inc., MasTec, Inc., ARRIS Group, Inc., MAXIMUS, Inc., Belden Inc., Novell, Inc., CIBER, Inc., Plantronics, Inc., Ciena Corporation, Polycom, Inc., Cincinnati Bell Inc., Qlogic Corporation, Dycom Industries, Inc., SAVVIS, Inc., Finisar Corporation, Tellabs, Inc.

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Thomas W. Golonski	Chairman	69	Male	9	Outside
Edward A. Nicholson	Member	72	Male	8	Outside
William F. Andrews	Member	80	Male	20	Outside Related

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