



**Capital Bank Corporation****CBKN NASDAQ****Banks**

Market Capitalization USD:

**\$178.47 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: R. Eugene Taylor****Age: 64****CEO Since: 2011**

	2009	2010	2011
<b>Base Salary</b>		\$370,000	\$90,278
<b>Discretionary Bonus</b>		\$0	\$90,278
<b>Annual Cash Incentive</b>		\$0	\$0
<b>Benefits and Perquisites</b>		\$4,415	\$0
<b>TOTAL ANNUAL COMPENSATION</b>		<b>\$374,415</b>	<b>\$180,556</b>
<b>Increase in Post-Retirement Benefits</b>		\$153,154	\$0
<b>Stock Option Awards</b>		\$0	\$766,306
<b>Stock Awards</b>		\$0	\$968,371
<b>TOTAL COMPENSATION</b>		<b>\$527,569</b>	<b>\$1,915,233</b>
<b>Median of Other Named Executive Officers Total Compensation</b>		\$236,818	\$712,091
<b>Value Realized on Exercise of Stock Option</b>		\$0	\$0
<b>Value Realized on Vesting of Stock</b>		\$7,800	\$0
<b>TOTAL REALIZED EQUITY COMPENSATION</b>		<b>\$7,800</b>	<b>\$0</b>

Proxy Date: 2 Aug 2012

Annual Meeting Date: 23 Aug 2012

Equity Reserves: 0.23%

Stock Option Run Rate: 0.01%

# Capital Bank Corporation

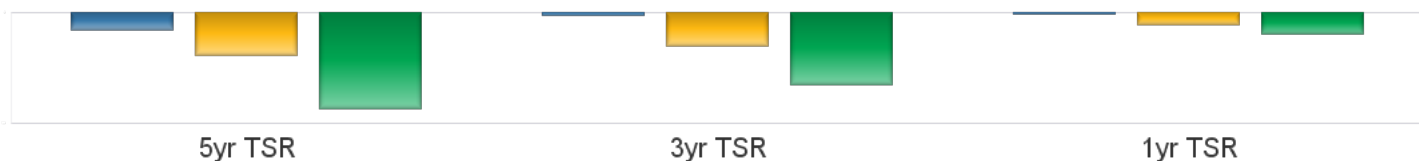
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## Performance Comparison

■ S&P500 ■ Industry ■ CBKN



## Peer Comparisons (TRBC) =Banks

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
<b>CBKN</b>	<b>Capital Bank Corporation</b>		<b>\$527,569</b>	<b>\$1,915,233</b>	<b>\$178,468,501</b>
SRCE	1st Source Corporation	\$990,891	\$1,871,600	\$1,976,362	\$504,359,747
BANF	BancFirst Corporation	\$439,368	\$435,671	\$459,099	\$501,562,939
PACW	PacWest Bancorp	\$1,505,375	\$3,400,078	\$4,207,247	\$494,599,605
INDB	Independent Bank Corp.	\$1,924,710	\$1,982,595	\$2,049,552	\$466,642,599
WSBC	WesBanco, Inc.	\$518,397	\$874,315	\$949,750	\$460,954,221
FIBK	First Interstate BancSystem, Inc.	\$1,353,082	\$783,245	\$1,302,448	\$460,003,207

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

NA

### Performance Peer Group

NA

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Charles F. Atkins	Member	63	Male	9	Outside
O.A. Keller	Member	67	Male	15	Outside Related