



**Ceva, Inc.****CEVA NASDAQ****Semiconductors**

Market Capitalization USD:

**\$568.71 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: Gideon Wertheizer****Age: 56****CEO Since: 2005**

	2009	2010	2011
<b>Base Salary</b>	\$286,345	\$299,767	\$325,258
<b>Discretionary Bonus</b>	\$0	\$0	\$0
<b>Annual Cash Incentive</b>	\$224,111	\$310,567	\$359,435
<b>Benefits and Perquisites</b>	\$77,889	\$112,973	\$119,365
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$588,345</b>	<b>\$723,307</b>	<b>\$804,058</b>
<b>Increase in Post-Retirement Benefits</b>	\$0	\$0	\$0
<b>Stock Option Awards</b>	\$412,245	\$205,047	\$417,136
<b>Stock Awards</b>	\$0	\$0	\$0
<b>TOTAL COMPENSATION</b>	<b>\$1,000,590</b>	<b>\$928,354</b>	<b>\$1,221,194</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$591,949	\$514,322	\$670,067
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$1,833,368	\$5,677,709
<b>Value Realized on Vesting of Stock</b>	\$431,717	\$0	\$0
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$431,717</b>	<b>\$1,833,368</b>	<b>\$5,677,709</b>

Proxy Date: 9 Apr 2012

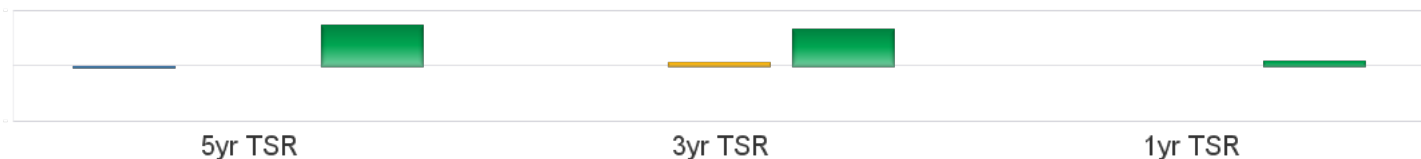
Annual Meeting Date: 14 May 2012

Equity Reserves: 16.98%

Stock Option Run Rate: 3.28%

### Performance Comparison

■ S&amp;P500 ■ Industry ■ CEVA



### Peer Comparisons (TRBC) =Semiconductors

**Total Summary CEO Compensation**

Ticker	Company Name	2009	2010	2011	Market Cap
<b>CEVA</b>	<b>Ceva, Inc.</b>	<b>\$1,000,590</b>	<b>\$928,354</b>	<b>\$1,221,194</b>	<b>\$568,713,196</b>
HITT	Hittite Microwave Corporation	\$325,164	\$2,105,519	\$1,050,567	\$1,526,958,354
RMBS	Rambus Inc.	\$1,761,145	\$4,204,259	\$3,462,121	\$1,507,411,290
SLAB	Silicon Laboratories Inc.	\$4,830,324	\$5,537,163	\$3,145,139	\$1,484,396,818
SMTC	Semtech Corporation	\$3,001,804	\$2,631,351		\$1,398,602,148
PMCS	PMC-Sierra, Inc.	\$2,598,369	\$3,485,081	\$3,101,381	\$1,397,167,403
MSCC	Microsemi Corporation	\$4,238,488	\$2,959,095	\$5,313,524	\$1,385,438,114

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**

NA

**Performance Peer Group**

NA

### COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Zvi Limon	Chairman	53	Male	13	Outside Related
Louis Silver	Member	58	Male	10	Outside Related
Sven-Christer Nilsson	Member	67	Male	10	Outside Related