

GMI EXECUTIVE PAY SCORECARDSM

Data & analysis provided by GMI-The Independent Leader in Corporate Governance and ESG&A



6 Feb 2012

Charter Financial Corporation

CHF N NASDAQ

Banks Market Capitalization USD: \$175.15 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: Robert Johnson

Age: 58

CEO Since: 2001

	2009	2010	2011
Base Salary		\$323,480	\$337,116
Discretionary Bonus		\$158,157	\$0
Annual Cash Incentive		\$0	\$0
Benefits and Perquisites		\$117,915	\$106,146
TOTAL ANNUAL COMPENSATION		\$599,552	\$443,262
Increase in Post-Retirement Benefits		\$24,013	\$93,654
Stock Option Awards		\$110,000	\$0
Stock Awards		\$0	\$0
TOTAL COMPENSATION		\$733,565	\$536,916
Median of Other Named Executive Officers Total Compensation		\$423,341	\$246,269
Value Realized on Exercise of Stock Option		\$0	\$0
Value Realized on Vesting of Stock		\$0	\$0
TOTAL REALIZED EQUITY COMPENSATION		\$0	\$0

Proxy Date: 18 Jan 2012

Annual Meeting Date: 22 Feb 2012

Equity Reserves: 3.43%

Stock Option Run Rate: 1.11%

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Charter Financial Corporation

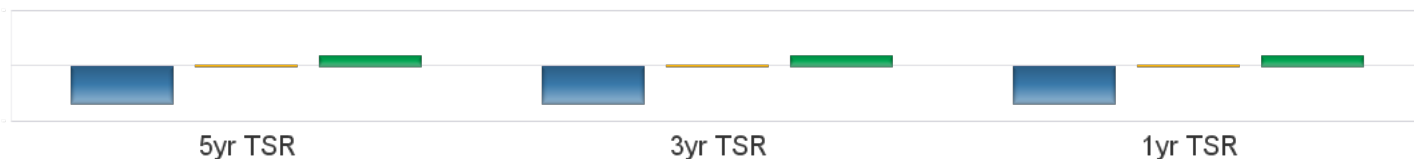
CHF N NASDAQ

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Performance Comparison

■ vs S&P500 ■ vs Industry ■ CHFN



Peer Comparisons (TRBC) =Banks

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
CHF N	Charter Financial Corporation		\$733,565	\$536,916	\$175,146,746
SRCE	1st Source Corporation	\$990,891	\$1,871,600		\$504,359,747
BANF	BancFirst Corporation	\$439,368	\$435,671		\$501,562,939
PACW	PacWest Bancorp	\$1,505,375	\$3,400,078		\$494,599,605
INDB	Independent Bank Corp.	\$1,924,710	\$1,982,595		\$466,642,599
WSBC	WesBanco, Inc.	\$518,397	\$874,315		\$460,954,221
FIBK	First Interstate BancSystem, Inc.	\$1,353,082	\$783,245		\$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
Thomas M. Lane	Chairman	57	Male	16	Outside
David Z. Cauble	Member	59	Male	16	Outside
Edward D. Smith	Member	37	Male	1	Outside
Jane W. Darden	Member	61	Female	24	Outside

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