



# Chesapeake Energy Corporation





CHK NYSE

Oil / Gas Exploration / Production

Market Capitalization USD:

**\$16,884.49 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: Aubrey K. McClendon**

**Age: 52**

**CEO Since: 1989**

	2009	2010	2011
<b>Base Salary</b>	\$975,000	\$975,000	\$975,000
<b>Discretionary Bonus</b>	\$1,951,000	\$1,951,000	\$1,951,000
<b>Annual Cash Incentive</b>	\$0	\$0	\$0
<b>Benefits and Perquisites</b>	\$1,576,096	\$1,314,452	\$1,314,520
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$4,502,096</b>	<b>\$4,240,452</b>	<b>\$4,240,520</b>
<b>Increase in Post-Retirement Benefits</b>	\$0	\$0	\$0
<b>Stock Option Awards</b>	\$0	\$0	\$0
<b>Stock Awards</b>	\$14,049,200	\$16,804,500	\$13,627,556
<b>TOTAL COMPENSATION</b>	<b>\$18,551,296</b>	<b>\$21,044,952</b>	<b>\$17,868,076</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$7,174,379	\$9,498,689	\$8,446,806
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$0	\$0
<b>Value Realized on Vesting of Stock</b>	\$12,050,200	\$15,625,313	\$18,912,613
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$12,050,200</b>	<b>\$15,625,313</b>	<b>\$18,912,613</b>

Proxy Date: 11 May 2012

Annual Meeting Date: 8 Jun 2012

Equity Reserves: 2.54%

Stock Option Run Rate: 0.00%

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## Performance Comparison

■ S&P500 ■ Industry ■ CHK



## Peer Comparisons (TRBC) =Oil / Gas Exploration / Production

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
CHK	Chesapeake Energy Corporation	\$18,551,296	\$21,044,952	\$17,868,076	\$16,884,492,557
APC	Anadarko Petroleum Corporation	\$27,466,777	\$24,328,710	\$23,170,041	\$31,723,300,635
APA	Apache Corporation	\$7,689,513	\$19,294,429	\$15,643,004	\$30,806,359,610
DVN	Devon Energy Corporation	\$16,202,560	\$17,910,371	\$18,011,130	\$23,090,760,000
EOG	EOG Resources, Inc.	\$12,713,702	\$13,086,345	\$14,814,499	\$19,075,363,468
NBL	Noble Energy, Inc.	\$9,360,011	\$10,332,542	\$11,491,921	\$12,497,170,738
RRC	Range Resources Corporation	\$7,429,218	\$6,633,977	\$7,961,843	\$9,415,491,835

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

Anadarko Petroleum Corporation, Apache Corporation, Devon Energy Corporation, EOG Resources, Inc. and Occidental Petroleum Corporation.

### Performance Peer Group

Anadarko Petroleum Corporation, Apache Corporation, ConocoPhillips, Devon Energy Corporation, EOG Resources, Inc., Hess Corporation, Marathon Oil Corporation and Occidental Petroleum Corporation.

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Frank A. Keating	Chairman	68	Male	9	Outside
Kathleen Eisbrenner	Member	51	Female	2	Outside

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