



Chicago Bridge & Iron Company N.V.



CBI NYSE

Engineering / Construction

Market Capitalization USD:

\$2,825.31 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: Philip K. Asherman

Age: 61

CEO Since: 2006

	2009	2010	2011
Base Salary	\$955,000	\$985,000	\$985,000
Discretionary Bonus	\$0	\$400,000	\$500,000
Annual Cash Incentive	\$1,806,860	\$2,093,125	\$2,462,500
Benefits and Perquisites	\$180,571	\$311,805	\$350,284
TOTAL ANNUAL COMPENSATION	\$2,942,431	\$3,789,930	\$4,297,784
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$830,567	\$316,481	\$89,429
Stock Awards	\$4,307,162	\$4,272,063	\$4,325,212
TOTAL COMPENSATION	\$8,080,160	\$8,378,474	\$8,712,425
Median of Other Named Executive Officers Total Compensation	\$2,558,096	\$2,420,480	\$2,417,242
Value Realized on Exercise of Stock Option	\$0	\$678,002	\$0
Value Realized on Vesting of Stock	\$373,620	\$2,170,488	\$3,256,598
TOTAL REALIZED EQUITY COMPENSATION	\$373,620	\$2,848,490	\$3,256,598

Proxy Date: 22 Mar 2012

Annual Meeting Date: 2 May 2012

Equity Reserves: 8.58%

Stock Option Run Rate: 0.03%

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Performance Comparison

■ S&P500 ■ Industry ■ CBI



Peer Comparisons (TRBC) =Engineering / Construction

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
CBI	Chicago Bridge & Iron Company N.V.	\$8,080,160	\$8,378,474	\$8,712,425	\$2,825,306,257
FLR	Fluor Corporation	\$10,006,619	\$9,870,571	\$9,741,057	\$8,090,708,541
JEC	Jacobs Engineering Group Inc.	\$4,674,603	\$6,378,250	\$5,860,331	\$4,118,641,519
PWR	Quanta Services, Inc.	\$3,283,296	\$2,776,586		\$3,970,919,091
KBR	KBR, Inc.	\$7,258,897	\$9,553,209		\$3,563,149,008
MDR	McDermott International, Inc.	\$8,615,311	\$7,187,111		\$2,525,530,634
FWLT	Foster Wheeler AG	\$3,011,530	\$2,275,314	\$9,908,632	\$2,452,399,012

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

AECOM Technology Corporation, AMEC, Cameron International Corp, CH2M Hill Companies Ltd., Cooper Industries Plc, Donaldson Co Inc., Dover Corporation, Emcor Group Inc, Flowserve Corporation, Fluor Corporation, FMC Technologies Inc., Foster Wheeler Inc., Granite Construction Inc., Jacobs Engineering Group Inc., KBR Inc., Martin Marietta Materials Inc., Mastec Inc., McDermott Intl Inc., Meritor, Inc., Quanta Services Inc., Shaw Group Inc., Terex Corp., Tutor Perini Corporation, URS Corporation, Worley Parsons

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Garv L. Neale	Chairman	72	Male	15	Outside Related
J. Charles Jennett	Member	71	Male	15	Outside Related
Marsha C. Williams	Member	61	Female	15	Outside Related
Michael L. Underwood	Member	68	Male	5	Outside
W. Craig Kissel	Member	61	Male	3	Outside