



Cleveland BioLabs, Inc.




CBLI NASDAQ

Biotechnology

Market Capitalization USD:

\$89.63 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: Yakov Kogan

Age: 39

CEO Since: 2012

	2009	2010	2011
Base Salary		\$303,268	\$385,326
Discretionary Bonus		\$0	\$0
Annual Cash Incentive		\$76,600	\$30,179
Benefits and Perquisites		\$11,098	\$15,694
TOTAL ANNUAL COMPENSATION		\$390,966	\$431,199
Increase in Post-Retirement Benefits		\$0	\$0
Stock Option Awards		\$252,000	\$743,557
Stock Awards		\$0	\$0
TOTAL COMPENSATION		\$642,966	\$1,174,756
Median of Other Named Executive Officers Total Compensation		\$516,565	\$854,436
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: 30 Apr 2012

Annual Meeting Date: 13 Jun 2012

Equity Reserves: 23.71%

Stock Option Run Rate: 5.33%

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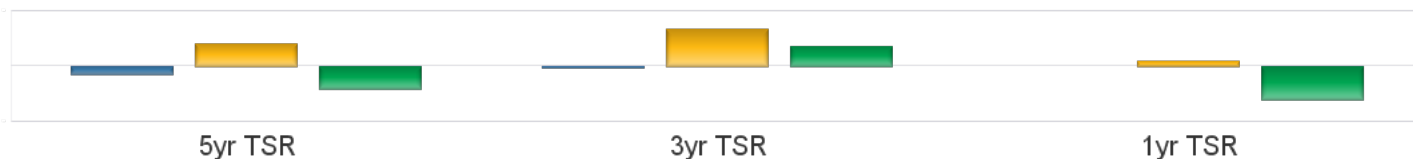
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Performance Comparison

■ S&P500 ■ Industry ■ CBLI



Peer Comparisons (TRBC) =Biotechnology

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
CBLI	Cleveland BioLabs, Inc.		\$642,966	\$1,174,756	\$89,631,954
AEGR	Aegerion Pharmaceuticals, Inc.		\$11,924,172	\$2,131,515	\$266,887,759
CORT	Corcept Therapeutics Incorporated	\$1,349,622	\$907,480	\$3,524,110	\$261,030,636
ALIM	Alimera Sciences, Inc.		\$1,321,873	\$492,557	\$251,143,776
ONTY	Oncothyreon Inc.		\$779,361	\$1,085,385	\$251,121,094
BPAX	BioSante Pharmaceuticals, Inc.	\$1,038,407	\$949,379	\$1,533,429	\$250,812,879
CRIS	Curis, Inc.	\$556,948	\$1,176,428	\$841,240	\$241,884,193

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

PharmAthene, Inc., Hemispherx Biopharma, Inc., Progenics Pharmaceuticals Inc., AVI BioPharma, Inc., Oncothyreon Inc., Enzo Biochem Inc., SIGA Technologies, Inc., Novavax, Inc., BioCryst Pharmaceuticals, Inc., Emergent BioSolutions, Inc., Rigel Pharmaceuticals, Inc., InterMune Inc., Exelixis, Inc., Seattle Genetics, Inc., Alexion Pharmaceuticals, Inc. and Human Genome Sciences Inc.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
James J. Antal	Chairman	62	Male	6	Outside
Bernard L. Kasten	Member	66	Male	6	Outside
David C Hohn	Member	70	Male	1	Outside

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