



Computer Task Group, Incorporated


CTGX NASDAQ

IT Services / Consulting

Market Capitalization USD:

\$207.43 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: James R. Boldt

Age: 60

CEO Since: 2001

	2009	2010	2011
Base Salary	\$450,000	\$456,233	\$478,781
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$22,500	\$729,978	\$888,288
Benefits and Perquisites	\$70,361	\$38,824	\$58,480
TOTAL ANNUAL COMPENSATION	\$542,861	\$1,225,035	\$1,425,549
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$86,708	\$138,136	\$233,685
Stock Awards	\$294,000	\$344,640	\$456,000
TOTAL COMPENSATION	\$923,569	\$1,707,811	\$2,115,234
Median of Other Named Executive Officers Total Compensation	\$402,262	\$624,037	\$904,516
Value Realized on Exercise of Stock Option	\$0	\$14,058	\$2,266,796
Value Realized on Vesting of Stock	\$66,650	\$253,150	\$507,183
TOTAL REALIZED EQUITY COMPENSATION	\$66,650	\$267,208	\$2,773,979

Proxy Date: 4 Apr 2012

Annual Meeting Date: 9 May 2012

Equity Reserves: 26.30%

Stock Option Run Rate: 0.50%

Computer Task Group, Incorporated

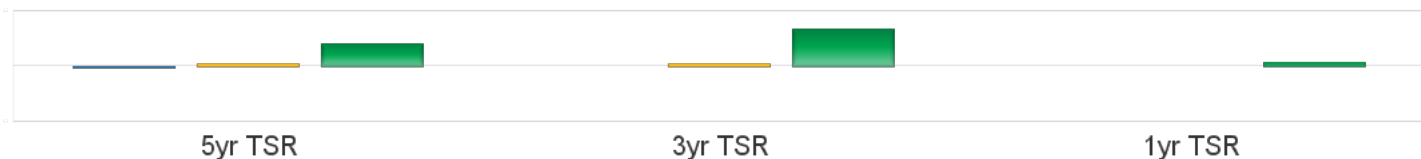
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Performance Comparison

■ S&P500 ■ Industry ■ CTGX



Peer Comparisons (TRBC) =IT Services / Consulting

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
CTGX	Computer Task Group, Incorporated	\$923,569	\$1,707,811	\$2,115,234	\$207,431,613
CCOI	Cogent Communications Group, Inc.	\$319,923	\$3,990,873	\$1,694,658	\$619,532,635
BCSI	Blue Coat Systems, Inc.	\$1,142,516	\$1,735,957		\$586,811,172
LPSN	LivePerson, Inc.	\$681,040	\$491,419		\$527,736,189
SONE	S1 Corporation	\$2,400,013	\$1,339,720		\$495,336,862
NTCT	NetScout Systems, Inc.	\$1,392,597	\$786,318		\$488,215,723
EPIQ	EPIQ Systems, Inc.	\$3,067,013	\$3,909,508		\$447,331,650

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
Daniel J. Sullivan	Chairman	65	Male	10	Outside Related
John Michael Palms	Member	76	Male	10	Outside Related
Randall L. Clark	Member	68	Male	10	Outside Related
Thomas E. Baker	Member	68	Male	8	Outside
William D. McGuire	Member	68	Male	4	Outside

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