




**Cowen Group, Inc.****COWN NASDAQ****Investment Services**

Market Capitalization USD:

\$315.15 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: Peter A. Cohen**Age: 65****CEO Since: 2009**

| | 2009 | 2010 | 2011 |
|--|--------------------|------------------|--------------------|
| Base Salary | \$75,000 | \$500,000 | \$950,000 |
| Discretionary Bonus | \$351,923 | \$0 | \$0 |
| Annual Cash Incentive | \$0 | \$23,345 | \$0 |
| Benefits and Perquisites | \$1,500,000 | \$137,608 | \$146,638 |
| TOTAL ANNUAL COMPENSATION | \$1,926,923 | \$660,953 | \$1,096,638 |
| Increase in Post-Retirement Benefits | \$0 | \$0 | \$22,466 |
| Stock Option Awards | \$0 | \$0 | \$0 |
| Stock Awards | \$2,108,474 | \$297,747 | \$863,042 |
| TOTAL COMPENSATION | \$4,035,397 | \$958,700 | \$1,982,146 |
| Median of Other Named Executive Officers Total Compensation | \$2,493,468 | \$1,033,347 | \$1,179,360 |
| Value Realized on Exercise of Stock Option | \$0 | \$0 | \$0 |
| Value Realized on Vesting of Stock | \$0 | \$61,219 | \$826,646 |
| TOTAL REALIZED EQUITY COMPENSATION | \$0 | \$61,219 | \$826,646 |

Proxy Date: 30 Apr 2012

Annual Meeting Date: 12 Jun 2012

Equity Reserves: 1.30%

Stock Option Run Rate: 0.07%

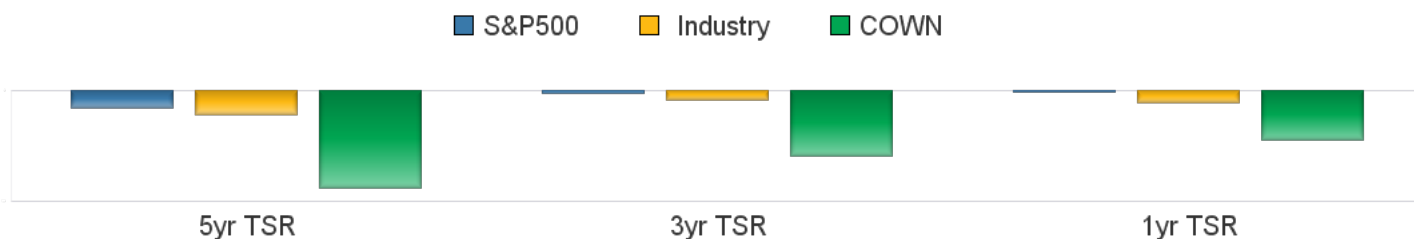
Cowen Group, Inc.

COWN NASDAQ

Investment Services

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Performance Comparison



Peer Comparisons (TRBC) - Investment Services

Total Summary CEO Compensation

| Ticker | Company Name | 2009 | 2010 | 2011 | Market Cap |
|-------------|-------------------------------|--------------------|------------------|--------------------|----------------------|
| COWN | Cowen Group, Inc. | \$4,035,397 | \$958,700 | \$1,982,146 | \$315,149,764 |
| MGI | MoneyGram International, Inc. | \$12,759,132 | \$1,472,549 | \$2,519,492 | \$929,036,573 |
| GHL | Greenhill & Co., Inc. | \$4,118,689 | \$8,273,398 | \$4,079,539 | \$832,765,917 |
| FNGN | Financial Engines, Inc. | | \$604,555 | \$2,575,915 | \$817,755,112 |
| BGCP | BGC Partners, Inc. | \$8,500,000 | \$10,750,000 | | \$759,904,441 |
| MF | MF Global Holdings Ltd. | \$1,936,919 | \$2,261,949 | | \$681,006,421 |
| FSC | Fifth Street Finance Corp. | | | | \$674,542,754 |

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

Boutique Investment Bank Peer Group: CIBC, Evercore, FBR Capital Markets, Gleacher, Greenhill, Jefferies Group, Inc., JMP Securities, Leerink Swann, Keefe Bruyette & Woods, Inc., Oppenheimer, Piper Jaffray & Co., RBC, Rodman & Renshaw, Stifel Financial and Wachovia.

Global Investment Bank Peer Group: Bank of America, Barclays Capital, Citigroup, Credit Suisse, Deutsche Bank, Goldman Sachs, JPMorgan Chase, Morgan Stanley and UBS.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

| Director | Membership | Age | Gender | Tenure | Independence |
|---------------------|------------|-----|--------|--------|--------------|
| Jerome S. Markowitz | Chairman | 72 | Male | 3 | Outside |
| John E. Toffolon | Member | 61 | Male | 6 | Outside |
| Steven Kotler | Member | 65 | Male | 2 | Outside |
| | | | | | |
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