



Crocs, Inc.


CROX NASDAQ

Footwear

Market Capitalization USD:

\$2,118.47 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: John McCarvel

Age: 55

CEO Since: 2010

	2009	2010	2011
Base Salary	\$670,191	\$766,667	\$828,333
Discretionary Bonus	\$338,836	\$0	\$0
Annual Cash Incentive	\$0	\$800,000	\$1,285,200
Benefits and Perquisites	\$434,535	\$233,451	\$15,015
TOTAL ANNUAL COMPENSATION	\$1,443,562	\$1,800,118	\$2,128,548
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$237,440	\$0	\$0
Stock Awards	\$548,000	\$831,723	\$2,349,981
TOTAL COMPENSATION	\$2,229,002	\$2,631,841	\$4,478,529
Median of Other Named Executive Officers Total Compensation	\$1,047,956	\$1,271,606	\$1,440,431
Value Realized on Exercise of Stock Option	\$0	\$791,244	\$501,182
Value Realized on Vesting of Stock	\$0	\$636,400	\$841,282
TOTAL REALIZED EQUITY COMPENSATION	\$0	\$1,427,644	\$1,342,464

Proxy Date: 10 Apr 2012

Annual Meeting Date: 4 Jun 2012

Equity Reserves: 11.45%

Stock Option Run Rate: 1.19%

Performance Comparison

■ S&P500 ■ Industry ■ CROX



Peer Comparisons (TRBC) = Cyclical Consumer Goods / Services

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
CROX	Crocs, Inc.	\$2,229,002	\$2,631,841	\$4,478,529	\$2,118,467,808
NYT	New York Times Company (The)	\$6,262,755	\$5,279,209	\$11,252,720	\$851,896,083
LHO	LaSalle Hotel Properties	\$459,223	\$2,784,937	\$2,728,465	\$1,633,620,825
MIDD	Middleby Corporation (The)	\$13,373,946	\$10,490,888	\$27,689,584	\$1,320,956,177
MNRO	Monro Muffler Brake Inc.	\$2,581,159	\$2,264,700		\$1,007,479,522
GME	GameStop Corp.	\$4,313,153	\$5,271,951		\$3,212,719,540
HPT	Hospitality Properties Trust	\$98,340	\$145,965	\$184,990	\$2,620,933,409

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

Columbia Sportswear Co., G III Apparel Group, Ltd., Skechers USA, Inc, Deckers Outdoor Corp., Oxford Industries, Inc., Steven Madden, LTD, DSW Inc., Perry Ellis International, Inc., Under Armour, Inc., Fossil, Inc., Quiksilver, Inc., Wolverine Worldwide, Inc, Genesco Inc., Shoe Carnival Inc.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Doreen A. Wright	Chairman	55	Female	1	Outside
Peter A. Jacobi	Member	68	Male	4	Outside
Ravmond D. Croghan	Member	62	Male	8	Outside