



**Crown Holdings, Inc.****CCK NYSE****Non-Paper Containers / Packaging**

Market Capitalization USD:

**\$4,626.27 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 W. Conway****Age: 66****CEO Since: 2001**

	2009	2010	2011
<b>Base Salary</b>	\$1,075,000	\$1,075,000	\$1,075,000
<b>Discretionary Bonus</b>	\$0	\$0	\$0
<b>Annual Cash Incentive</b>	\$3,708,750	\$3,708,750	\$3,214,250
<b>Benefits and Perquisites</b>	\$1,551,076	\$793,055	\$1,861,839
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$6,334,826</b>	<b>\$5,576,805</b>	<b>\$6,151,089</b>
<b>Increase in Post-Retirement Benefits</b>	\$2,826,579	\$1,244,267	\$2,469,195
<b>Stock Option Awards</b>	\$0	\$0	\$0
<b>Stock Awards</b>	\$6,497,730	\$6,881,025	\$6,870,042
<b>TOTAL COMPENSATION</b>	<b>\$15,659,135</b>	<b>\$13,702,097</b>	<b>\$15,490,326</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$3,331,492	\$3,874,594	\$4,415,346
<b>Value Realized on Exercise of Stock Option</b>	\$6,753,213	\$6,816,618	\$0
<b>Value Realized on Vesting of Stock</b>	\$4,364,023	\$6,940,343	\$10,287,498
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$11,117,236</b>	<b>\$13,756,961</b>	<b>\$10,287,498</b>

Proxy Date: 19 Mar 2012

Annual Meeting Date: 26 Apr 2012

Equity Reserves: 4.72%

Stock Option Run Rate: 0.07%

# Crown Holdings, Inc.

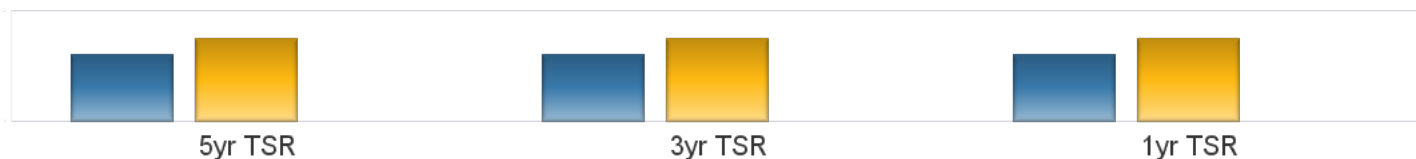
CCK NYSE

Non-Paper Containers / Packaging

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## Performance Comparison

■ vs S&P500   ■ vs Industry   ■ CCK



## Peer Comparisons (TRBC) =Non-Paper Containers / Packaging

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
CCK	Crown Holdings, Inc.	\$15,659,135	\$13,702,097	\$15,490,326	\$4,626,273,388
BLL	Ball Corporation	\$9,615,275	\$10,469,602	\$8,191,548	\$5,073,375,626
ATR	AptarGroup, Inc.	\$2,239,151	\$3,141,603		\$2,982,876,460
SON	Sonoco Products Company	\$8,717,164	\$7,760,606	\$6,262,822	\$2,820,056,175
SEE	Sealed Air Corporation	\$7,512,570	\$4,940,082		\$2,675,516,318
SLGN	Silgan Holdings Inc.	\$2,751,469	\$1,762,028		\$2,576,882,464
OI	Owens-Illinois, Inc.	\$8,762,311	\$7,791,521		\$2,476,645,234

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

Avery Dennison Corporation, Ball Corporation, Bemis Company, Campbell Soup Company, Colgate-Palmolive Company, Dean Foods Company, Dr. Pepper Snapple Group, Eastman Chemical Company, Greif, H.J. Heinz Company, MeadWestvaco Corporation, Nestlé USA, Owens-Illinois, Pactiv Corporation, PPG Industries, S.C. Johnson & Son, Sealed Air Corporation, The Sherwin-Williams Company, Smurfit-Stone Container Corporation and United States Steel Corporation.

### Performance Peer Group

AptarGroup, Ball Corporation, Bemis Company, Greif, MeadWestvaco Corporation, Owens-Illinois, Packaging Corporation of America, Pactiv Corporation, Rock-Tenn Company, Sealed Air Corporation, Silgan Holdings, Sonoco Products Company and Temple-Inland

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Hans J. Loliqer	Chairman	69	Male	11	Outside Related
Arnold W. Donald	Member	57	Male	13	Outside Related
Jim L. Turner	Member	66	Male	7	Outside
William G. Little	Member	70	Male	9	Outside

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