



Cytori Therapeutics, Inc.




CYTX NASDAQ

Medical Equipment / Supplies / Distribution

Market Capitalization USD:

\$158.70 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: Christopher J. Calhoun

Age: 46

CEO Since: 1997

	2009	2010	2011
Base Salary	\$422,810	\$439,713	\$456,543
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$174,720	\$172,623	\$140,370
Benefits and Perquisites	\$0	\$0	\$10,230
TOTAL ANNUAL COMPENSATION	\$597,530	\$612,336	\$607,143
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$269,760	\$610,980	\$252,855
Stock Awards	\$0	\$0	\$292,455
TOTAL COMPENSATION	\$867,290	\$1,223,316	\$1,152,453
Median of Other Named Executive Officers Total Compensation	\$558,975	\$805,913	\$809,822
Value Realized on Exercise of Stock Option	\$169,375	\$0	\$0
Value Realized on Vesting of Stock	\$0	\$0	\$0
TOTAL REALIZED EQUITY COMPENSATION	\$169,375	\$0	\$0

Proxy Date: 30 Apr 2012

Annual Meeting Date: 16 Aug 2012

Equity Reserves: 17.12%

Stock Option Run Rate: 1.91%

Cytori Therapeutics, Inc.

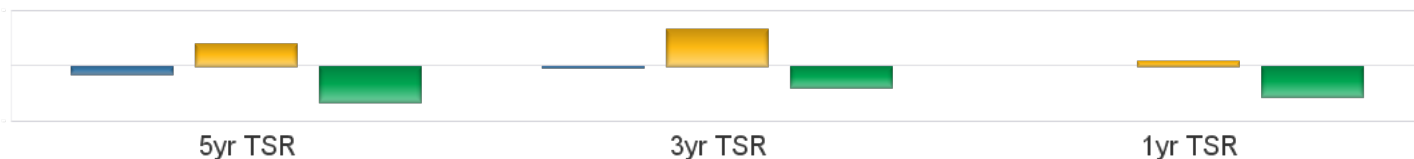
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Performance Comparison

■ S&P500 ■ Industry ■ CYTX



Peer Comparisons (TRBC) =Medical Equipment / Supplies / Distribution

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
CYTX	Cytori Therapeutics, Inc.	\$867,290	\$1,223,316	\$1,152,453	\$158,699,639
LDR	Landauer, Inc.	\$1,659,441	\$2,948,855	\$1,317,238	\$466,752,999
ATRI	Atrion Corporation	\$753,137	\$952,061	\$1,090,131	\$419,775,817
OSUR	OraSure Technologies, Inc.	\$1,039,298	\$1,364,974	\$2,000,786	\$374,250,766
CMN	Cantel Medical Corp.	\$1,442,157	\$1,154,931	\$1,407,082	\$363,482,655
ANGO	AngioDynamics, Inc.	\$2,198,562	\$698,140		\$330,191,617
CPTS	Conceptus, Inc.	\$1,934,963	\$1,646,682	\$4,444,864	\$327,060,205

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

First Peer Group: BioCryst Pharmaceuticals, Inc., Dyax Corp, Osiris Therapeutics, Inc., Novavax, Inc.

Second Peer Group: BioMemetic Therapeutics, Inc., Osiris Therapeutics, Inc., Immunomedics, Inc, Ligand Pharmaceuticals, Inc., QLT, Inc., Ardea Biosciences., AVEO Pharmaceuticals, Inc., Alkermes, Medicus Pharmaceutical Corp.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
David M. Rickev	Chairman	56	Male	13	Outside Related
Paul W. Hawran	Member	60	Male	7	Outside
Richard J. Hawkins	Member	63	Male	5	Outside
Ronald D. Henriksen	Member	73	Male	10	Outside

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