


**DISH Network Corporation****DISH NASDAQ****Broadcasting**

Market Capitalization USD:

**\$11,175.03 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: Joseph P. Clayton****Age: 62****CEO Since: 2011**

	2009	2010	2011
<b>Base Salary</b>	\$623,078	\$600,000	\$467,307
<b>Discretionary Bonus</b>	\$0	\$0	\$0
<b>Annual Cash Incentive</b>	\$0	\$0	\$0
<b>Benefits and Perquisites</b>	\$376,835	\$197,909	\$0
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$999,913</b>	<b>\$797,909</b>	<b>\$467,307</b>
<b>Increase in Post-Retirement Benefits</b>	\$0	\$0	\$0
<b>Stock Option Awards</b>	\$0	\$0	\$9,071,625
<b>Stock Awards</b>	\$0	\$0	\$306,700
<b>TOTAL COMPENSATION</b>	<b>\$999,913</b>	<b>\$797,909</b>	<b>\$9,845,632</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$1,587,334	\$448,591	\$1,334,586
<b>Value Realized on Exercise of Stock Option</b>	\$985,500	\$0	\$0
<b>Value Realized on Vesting of Stock</b>	\$0	\$0	\$0
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$985,500</b>	<b>\$0</b>	<b>\$0</b>

**Proxy Date:** 23 Mar 2012**Annual Meeting Date:** 2 May 2012**Equity Reserves:** 21.38%**Stock Option Run Rate:** 0.65%

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## Performance Comparison

■ S&P500 ■ Industry ■ DISH



## Peer Comparisons (TRBC) =Broadcasting

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
DISH	DISH Network Corporation	\$999,913	\$797,909	\$9,845,632	\$11,175,029,097
DTV	DIRECTV	\$6,070,610	\$32,932,618	\$5,937,078	\$31,207,384,346
TWC	Time Warner Cable Inc.	\$15,939,389	\$17,422,329		\$20,379,228,887
CBS	CBS Corporation	\$43,238,875	\$57,729,020		\$12,766,831,344
LINTA	Liberty Interactive Group	\$87,493,565	\$6,395,793		\$8,452,779,825
VMED	Virgin Media Inc.	\$5,675,178	\$5,630,376		\$7,653,048,112
CHTR	Charter Communications, Inc.	\$23,794,324	\$10,912,524	\$20,538,347	\$6,377,543,441

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
Steven R. Goodbarn	Chairman	54	Male	10	Outside Related
Garv S. Howard	Member	61	Male	7	Outside
Tom A. Ortolf	Member	61	Male	7	Outside Related

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