



**DigitalGlobe, Inc.**

**DGI NYSE**

**Aerospace / Defense**

Market Capitalization USD:

**\$898.91 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: Jeffrey R. Tarr**

**Age: 49**

**CEO Since: 2011**

	2009	2010	2011
<b>Base Salary</b>	\$480,000	\$480,000	\$408,621
<b>Discretionary Bonus</b>	\$0	\$0	\$0
<b>Annual Cash Incentive</b>	\$287,280	\$328,272	\$347,100
<b>Benefits and Perquisites</b>	\$9,002	\$8,952	\$987
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$776,282</b>	<b>\$817,224</b>	<b>\$756,708</b>
<b>Increase in Post-Retirement Benefits</b>	\$0	\$0	\$0
<b>Stock Option Awards</b>	\$1,168,544	\$665,004	\$1,250,005
<b>Stock Awards</b>	\$760,000	\$285,010	\$1,250,008
<b>TOTAL COMPENSATION</b>	<b>\$2,704,826</b>	<b>\$1,767,238</b>	<b>\$3,256,721</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$928,495	\$1,648,452	\$1,360,299
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$0	\$96,960
<b>Value Realized on Vesting of Stock</b>	\$973,000	\$279,500	\$369,181
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$973,000</b>	<b>\$279,500</b>	<b>\$466,141</b>

**Proxy Date:** 10 Apr 2012

**Annual Meeting Date:** 22 May 2012

**Equity Reserves:** 11.20%

**Stock Option Run Rate:** 1.67%

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## Performance Comparison

■ S&P500 ■ Industry ■ DGI



## Peer Comparisons (TRBC) =Aerospace / Defense

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
DGI	DigitalGlobe, Inc.	\$2,704,826	\$1,767,238	\$3,256,721	\$898,905,828
TGI	Triumph Group, Inc.	\$2,282,362	\$2,429,967		\$2,390,669,851
SPR	Spirit AeroSystems Holdings, Inc.	\$3,091,867	\$3,752,941	\$4,205,566	\$2,278,603,745
HXL	Hexcel Corporation	\$8,597,159	\$8,673,423	\$8,606,401	\$2,179,517,548
TDY	Teledyne Technologies Incorporated	\$3,199,692	\$3,961,255	\$4,962,451	\$1,797,187,184
ATK	Alliant Techsystems Inc.	\$8,952,576	\$9,261,977		\$1,796,012,596
ESL	Esterline Technologies Corporation	\$6,731,506	\$4,063,779	\$2,884,105	\$1,586,978,075

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

AeroVironment, Inc., Corporate Executive Board Co., CoStar Group, Inc., FactSet Research Systems, Inc., Fair Issac Corp., GeoEye, Inc., IHS, Inc., Iridium Communications, Inc., Kratos Defense & Security, Solutions, Inc., Loral Space & Communications, Inc., NCI, Inc., Orbital Sciences Corporation, Trimble Navigation Limited, ViaSat, Inc.

### Performance Peer Group

NA

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Warren C. Jenson	Chairman	55	Male	4	Outside Related
Howell M. Estes	Member	70	Male	5	Outside
James M. Whitehurst	Member	44	Male	3	Outside Related