



Diodes Incorporated

DIOD NASDAQ

Semiconductors

Market Capitalization USD:

\$817.18 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: Keh-Shew Lu

Age: 65

CEO Since: 2005

	2009	2010	2011
Base Salary	\$343,000	\$397,000	\$409,000
Discretionary Bonus	\$780,000	\$1,190,000	\$720,000
Annual Cash Incentive	\$0	\$0	\$0
Benefits and Perquisites	\$31,749	\$44,720	\$34,686
TOTAL ANNUAL COMPENSATION	\$1,154,749	\$1,631,720	\$1,163,686
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$2,086,800	\$2,328,480	\$3,283,000
Stock Awards	\$0	\$0	\$0
TOTAL COMPENSATION	\$3,241,549	\$3,960,200	\$4,446,686
Median of Other Named Executive Officers Total Compensation	\$986,533	\$1,129,694	\$1,212,090
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$2,432,025	\$0	\$0
TOTAL REALIZED EQUITY COMPENSATION	\$2,432,025	\$0	\$0

Proxy Date: 12 Apr 2012

Annual Meeting Date: 22 May 2012

Equity Reserves: 17.99%

Stock Option Run Rate: 0.94%

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Performance Comparison

■ S&P500 ■ Industry ■ DIOD



Peer Comparisons (TRBC) =Semiconductors

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
DIOD	Diodes Incorporated	\$3,241,549	\$3,960,200	\$4,446,686	\$817,181,818
RFMD	RF Micro Devices, Inc.	\$3,192,490	\$4,628,935		\$1,752,138,528
HITT	Hittite Microwave Corporation	\$325,164	\$2,105,519	\$1,050,567	\$1,526,958,354
RMBS	Rambus Inc.	\$1,761,145	\$4,204,259	\$3,462,121	\$1,507,411,290
SLAB	Silicon Laboratories Inc.	\$4,830,324	\$5,537,163	\$3,145,139	\$1,484,396,818
SMTC	Semtech Corporation	\$3,001,804	\$2,631,351		\$1,398,602,148
PMCS	PMC-Sierra, Inc.	\$2,598,369	\$3,485,081	\$3,101,381	\$1,397,167,403

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

Applied Micro Circuits Corporation, Cypress Semiconductor Corporation, Integrated Device Technology, Inc., IXYS Corporation, Micrel, Incorporated, OmniVision Technologies, Inc., Semtech Corporation, Skyworks Solutions, Inc., Zoran Corporation, Conexant Systems, Inc., DSP Group, Inc., International Rectifier Corporation, Lattice Semiconductor Corporation, Microchip Technology Incorporated, PMC-Sierra, Inc., Silicon Laboratories Inc., Standard Microsystems Corporation, Cree, Inc., Fairchild Semiconductor International, Inc., Intersil Corporation, Linear Technology Corporation, Microsemi Corporation, RF Micro Devices, Inc., Silicon Storage Technology, Inc., TriQuint Semiconductor, Inc.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Raymond Soong	Chairman	70	Male	19	Outside Related
Lu-Po Hsu	Member	72	Male	5	Outside
Michael K.C. Tsai	Member	58	Male	2	Outside

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