



Dow Chemical Company (The)

DOW NYSE

Chemicals - Diversified

Market Capitalization USD: **\$26,351.11 mm**

CONCERN LEVEL: HIGH

- 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: Andrew N. Liveris

Age: 57

CEO Since: 2004

	2009	2010	2011
Base Salary	\$1,650,000	\$1,691,667	\$1,741,667
Discretionary Bonus	\$4,485,937	\$0	\$0
Annual Cash Incentive	\$0	\$5,000,000	\$1,498,114
Benefits and Perquisites	\$246,318	\$297,145	\$263,994
TOTAL ANNUAL COMPENSATION	\$6,382,255	\$6,988,812	\$3,503,775
Increase in Post-Retirement Benefits	\$2,612,787	\$3,605,210	\$3,711,285
Stock Option Awards	\$2,363,660	\$5,060,006	\$4,400,095
Stock Awards	\$6,921,090	\$5,683,729	\$7,659,470
TOTAL COMPENSATION	\$18,279,792	\$21,337,757	\$19,274,625
Median of Other Named Executive Officers Total Compensation	\$7,036,390	\$7,426,134	\$7,184,202
Value Realized on Exercise of Stock Option	\$0	\$0	\$124,581
Value Realized on Vesting of Stock	\$293,250	\$3,418,588	\$13,177,616
TOTAL REALIZED EQUITY COMPENSATION	\$293,250	\$3,418,588	\$13,302,197

Proxy Date: 30 Mar 2012

Annual Meeting Date: 10 May 2012

Equity Reserves: 17.46%

Stock Option Run Rate: 0.89%

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Performance Comparison

■ S&P500 ■ Industry ■ DOW



Peer Comparisons (TRBC) = Basic Materials

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
DOW	Dow Chemical Company (The)	\$18,279,792	\$21,337,757	\$19,274,625	\$26,351,109,674
NEM	Newmont Mining Corporation	\$7,067,920	\$12,506,131	\$10,084,181	\$30,692,825,791
NUE	Nucor Corporation	\$2,884,064	\$6,770,807	\$8,130,890	\$9,999,569,006
MON	Monsanto Company	\$9,133,836	\$13,172,341	\$11,568,670	\$32,105,493,782
FCX	Freeport-McMoRan Copper & Gold Inc.	\$27,622,333	\$39,535,534		\$28,862,958,789
DD	E.I. du Pont de Nemours and Company	\$10,028,535	\$14,796,974	\$15,926,631	\$37,272,104,940
PPG	PPG Industries, Inc.	\$8,422,427	\$12,386,000	\$14,327,716	\$11,347,228,632

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

3M Company, Alcoa Inc., Archer-Daniels-Midland Company, The Boeing Company, Caterpillar Inc., E. I. du Pont de Nemours & Company, Emerson Electric Co., General Electric Company, Honeywell International Inc., Johnson & Johnson, Johnson Controls, Inc., Kraft Foods Inc., Eli Lilly and Company, Monsanto Company, PepsiCo, Inc., Pfizer Inc., PPG Industries, Inc., The Procter & Gamble Company, Tyco International Ltd., United Technologies Corporation.

Performance Peer Group

Air Products and Chemicals, Inc., BASF, CF Industries Holdings, Inc., Eastman Chemical Company, Ecolab Inc., E.I. du Pont de Nemours & Company, FMC Corporation, International Flavors & Fragrances Inc., Monsanto Company, PPG Industries, Inc., Praxair, Inc., Sigma-Aldrich Corporation, 3M Company, The Procter & Gamble Company, Honeywell International Inc., United Technologies Corporation, Johnson Controls, Inc., Tyco International Ltd.

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Dennis H. Reillev	Chairman	58	Male	5	Outside
Jacqueline K. Barton	Member	59	Female	19	Outside Related
John B. Hess	Member	57	Male	6	Outside
Paul Polman	Member	55	Male	2	Outside
Ruth G. Shaw	Member	64	Female	7	Outside

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