



Dresser-Rand Group Inc.

DRC NYSE

Oil Related Services / Equipment

Market Capitalization USD:

\$3,234.15 mm

CONCERN LEVEL: LOW

- 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: Vincent R. Volpe

Age: 54

CEO Since: 2000

	2009	2010	2011
Base Salary	\$845,466	\$825,317	\$859,948
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$1,683,000	\$1,525,800	\$1,187,500
Benefits and Perquisites	\$172,680	\$781,785	\$599,998
TOTAL ANNUAL COMPENSATION	\$2,701,146	\$3,132,902	\$2,647,446
Increase in Post-Retirement Benefits	\$12,329	\$13,992	\$42,716
Stock Option Awards	\$1,952,099	\$901,414	\$930,016
Stock Awards	\$1,301,877	\$2,063,957	\$2,309,937
TOTAL COMPENSATION	\$5,967,451	\$6,112,265	\$5,930,115
Median of Other Named Executive Officers Total Compensation	\$1,334,790	\$1,408,066	\$1,753,901
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$431,843	\$1,091,536	\$2,841,322
TOTAL REALIZED EQUITY COMPENSATION	\$431,843	\$1,091,536	\$2,841,322

Proxy Date: 26 Mar 2012

Annual Meeting Date: 8 May 2012

Equity Reserves: 7.87%

Stock Option Run Rate: 0.28%

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Performance Comparison

■ S&P500 ■ Industry ■ DRC



Peer Comparisons (TRBC) =Oil Related Services / Equipment

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
DRC	Dresser-Rand Group Inc.	\$5,967,451	\$6,112,265	\$5,930,115	\$3,234,151,982
FTI	FMC Technologies, Inc.	\$6,886,430	\$10,986,564	\$7,779,792	\$9,030,539,429
SUG	Southern Union Company	\$7,177,304	\$7,704,594		\$5,060,928,018
OII	Oceaneering International, Inc.	\$4,719,891	\$5,801,402	\$4,367,987	\$3,835,562,227
OIS	Oil States International, Inc.	\$2,538,606	\$2,953,089		\$2,613,781,343
CRR	CARBO Ceramics Inc.	\$1,816,038	\$2,451,075		\$2,374,833,899
TDW	Tidewater Inc.	\$5,209,679	\$7,875,634		\$2,181,938,883

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

Bucyrus International, Global Industries, Oil States International, Inc., Cameron International Corporation, Helix Energy Solutions Group, Inc., RPC, Inc., Exterran Holdings, Inc., IDEX Corporation, Superior Energy Services, Inc., Flowserve Corporation, Joy Global, Inc., TETRA Technologies, Inc., FMC Technologies, Inc., Kennametal, Inc., Wilbros Group, Inc., Gardner Denver, Inc., Oceaneering International, Inc.

Performance Peer Group

Baker Hughes (BHI), Cameron International, Exterran, Flowserve, FMC Technologies, Gardner Denver, Global Industries, Halliburton, IDEX, National Oilwell Varco, Oceaneering International, Schlumberger, Weatherford International

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Louis A. Raspino	Chairman	59	Male	7	Outside
Joseph C. Winkler	Member	60	Male	5	Outside
Rita V. Folev	Member	59	Female	5	Outside
Stephen A. Snider	Member	65	Male	3	Outside

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