

GMI EXECUTIVE PAY SCORECARDSM

Data & analysis provided by GMI-The Independent Leader in Corporate Governance and ESG&A

18 Jan 2012

ESCO Technologies Inc.




ESE NYSE

Industrial Machinery / Equipment

Market Capitalization USD:

\$678.71 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: Victor L. Richey

Age: 54

CEO Since: 2002

	2009	2010	2011
Base Salary	\$675,000	\$712,000	\$750,000
Discretionary Bonus	\$369,000	\$0	\$0
Annual Cash Incentive	\$117,000	\$638,942	\$680,000
Benefits and Perquisites	\$78,417	\$80,775	\$72,629
TOTAL ANNUAL COMPENSATION	\$1,239,417	\$1,431,717	\$1,502,629
Increase in Post-Retirement Benefits	\$116,905	\$56,729	\$62,471
Stock Option Awards	\$0	\$0	\$0
Stock Awards	\$1,124,999	\$1,070,006	\$1,249,994
TOTAL COMPENSATION	\$2,277,481	\$2,558,452	\$2,815,094
Median of Other Named Executive Officers Total Compensation	\$971,942	\$1,016,429	\$1,206,835
Value Realized on Exercise of Stock Option	\$814,073	\$205,680	\$947,376
Value Realized on Vesting of Stock	\$0	\$500,563	\$464,100
TOTAL REALIZED EQUITY COMPENSATION	\$814,073	\$706,243	\$1,411,476

Proxy Date: 21 Dec 2011

Annual Meeting Date: 2 Feb 2012

Equity Reserves: 9.57%

Stock Option Run Rate: 0.16%

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ESCO Technologies Inc.

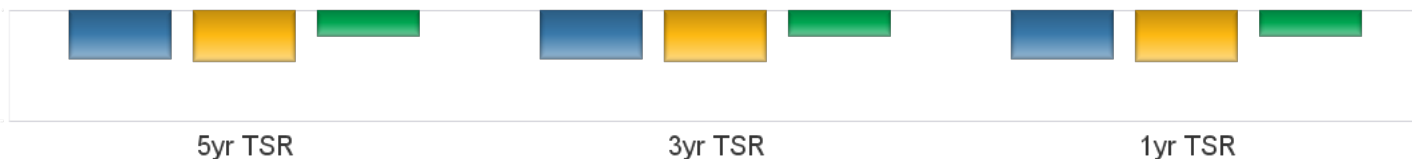
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Performance Comparison

■ vs S&P500 ■ vs Industry ■ ESE



Peer Comparisons (TRBC) = Industrial Machinery / Equipment

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
ESE	ESCO Technologies Inc.	\$2,277,481	\$2,558,452	\$2,815,094	\$678,705,985
RBN	Robbins & Myers, Inc.	\$1,758,910	\$2,906,983	\$3,798,634	\$1,585,994,797
MLI	Mueller Industries, Inc.	\$1,458,476	\$2,756,846		\$1,462,615,604
SHS	Sauer-Danfoss, Inc.	\$601,265	\$1,303,972		\$1,399,709,653
ATU	Actuant Corporation	\$2,237,935	\$4,650,999	\$5,036,239	\$1,355,380,959
GTLS	Chart Industries, Inc.	\$1,640,395	\$2,515,730		\$1,241,626,634
AIT	Applied Industrial Technologies, Inc.	\$9,896,063	\$5,756,925		\$1,150,977,978

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

Analogic Corporation, Multi-Fineline Electronix Inc., Arris Group Inc., Nordson Corporation, Badger Meter, Inc., Pall Corporation, CLARCOR Inc., Powell Industries, Inc., Comtech Telecommunications Corp., Power-One, Inc., Comverge, Inc., Powerwave Technologies, Inc., EnerNOC, Inc., Radisys Corporation, Harmonic Inc., Roper Industries, Inc., InterDigital, Inc., Tekelec, Itron, Inc., Teradyne, Inc., JDS Uniphase Corporation, TTM Technologies, Inc., Loral Space & Communications Inc., ViaSat Inc., Moog Inc., Viasystems Group, Inc.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
James D. Woods	Chairman	80	Male	11	Outside
Donald C. Trauscht	Member	78	Male	21	Outside
L. W. Sollev	Member	69	Male	13	Outside

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