



**FTI Consulting, Inc.**





**FCN NYSE**

**Business Support / Supplies**

Market Capitalization USD:

**\$1,529.65 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: Jack B. Dunn**

**Age: 61**

**CEO Since: 1995**

|                                                                    | 2009               | 2010               | 2011               |
|--------------------------------------------------------------------|--------------------|--------------------|--------------------|
| <b>Base Salary</b>                                                 | \$1,500,000        | \$1,535,961        | \$1,550,000        |
| <b>Discretionary Bonus</b>                                         | \$0                | \$0                | \$0                |
| <b>Annual Cash Incentive</b>                                       | \$1,040,000        | \$400,400          | \$1,075,000        |
| <b>Benefits and Perquisites</b>                                    | \$47,282           | \$50,818           | \$56,366           |
| <b>TOTAL ANNUAL COMPENSATION</b>                                   | <b>\$2,587,282</b> | <b>\$1,987,179</b> | <b>\$2,681,366</b> |
| <b>Increase in Post-Retirement Benefits</b>                        | \$0                | \$0                | \$0                |
| <b>Stock Option Awards</b>                                         | \$0                | \$0                | \$345,663          |
| <b>Stock Awards</b>                                                | \$1,264,174        | \$1,604,828        | \$1,917,221        |
| <b>TOTAL COMPENSATION</b>                                          | <b>\$3,851,456</b> | <b>\$3,592,007</b> | <b>\$4,944,250</b> |
| <b>Median of Other Named Executive Officers Total Compensation</b> | \$1,868,213        | \$2,222,965        | \$4,756,044        |
| <b>Value Realized on Exercise of Stock Option</b>                  | \$1,849,528        | \$0                | \$830,756          |
| <b>Value Realized on Vesting of Stock</b>                          | \$1,397,837        | \$1,836,984        | \$942,754          |
| <b>TOTAL REALIZED EQUITY COMPENSATION</b>                          | <b>\$3,247,365</b> | <b>\$1,836,984</b> | <b>\$1,773,510</b> |

**Proxy Date:** 20 Apr 2012

**Annual Meeting Date:** 6 Jun 2012

**Equity Reserves:** 18.86%

**Stock Option Run Rate:** 2.24%

# FTI Consulting, Inc.

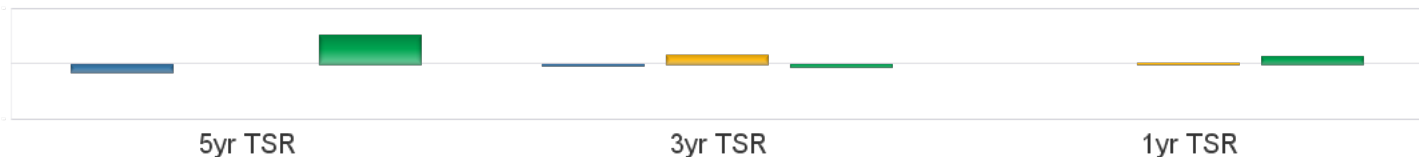
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## Performance Comparison

■ S&P500 ■ Industry ■ FCN



## Peer Comparisons (TRBC) =Business Support / Supplies

### Total Summary CEO Compensation

| Ticker | Company Name                   | 2009        | 2010        | 2011         | Market Cap      |
|--------|--------------------------------|-------------|-------------|--------------|-----------------|
| FCN    | FTI Consulting, Inc.           | \$3,851,456 | \$3,592,007 | \$4,944,250  | \$1,529,647,758 |
| TW     | Towers Watson & Company        |             | \$3,222,143 |              | \$4,459,106,890 |
| EFX    | Equifax Inc.                   | \$8,809,878 | \$9,642,127 | \$11,013,238 | \$3,762,889,148 |
| CTAS   | Cintas Corporation             | \$1,376,335 | \$1,731,179 |              | \$3,650,412,423 |
| G      | Genpact Limited                | \$3,248,371 | \$6,707,051 | \$8,779,079  | \$3,190,183,049 |
| RHI    | Robert Half International Inc. | \$7,061,886 | \$9,615,927 | \$9,991,022  | \$3,115,743,422 |
| MAN    | Manpower Inc.                  | \$5,358,568 | \$8,741,698 | \$10,952,171 | \$2,754,493,391 |

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

NA

### Performance Peer Group

S&P 500

## COMPENSATION COMMITTEE MEMBERS

| Director           | Membership | Age | Gender | Tenure | Independence |
|--------------------|------------|-----|--------|--------|--------------|
| James W. Crowover  | Chairman   | 68  | Male   | 6      | Outside      |
| Brenda Bacon       | Member     | 61  | Female | 6      | Outside      |
| Gerard E. Holthaus | Member     | 62  | Male   | 8      | Outside      |
|                    |            |     |        |        |              |
|                    |            |     |        |        |              |

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