



**Ferro Corporation**





FOE NYSE

Chemicals - Specialty

Market Capitalization USD:

**\$496.18 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: James F. Kirsch**

**Age: 54**

**CEO Since: 2005**

	2009	2010	2011
<b>Base Salary</b>	\$711,031	\$885,000	\$907,000
<b>Discretionary Bonus</b>	\$362,500	\$0	\$0
<b>Annual Cash Incentive</b>	\$0	\$1,770,000	\$136,050
<b>Benefits and Perquisites</b>	\$73,043	\$115,268	\$294,276
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$1,146,574</b>	<b>\$2,770,268</b>	<b>\$1,337,326</b>
<b>Increase in Post-Retirement Benefits</b>	\$0	\$0	\$0
<b>Stock Option Awards</b>	\$112,700	\$1,530,900	\$2,450,550
<b>Stock Awards</b>	\$73,295	\$441,375	\$833,800
<b>TOTAL COMPENSATION</b>	<b>\$1,332,569</b>	<b>\$4,742,543</b>	<b>\$4,621,676</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$532,395	\$1,392,032	\$1,133,685
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$596,819	\$1,232,079
<b>Value Realized on Vesting of Stock</b>	\$0	\$364,988	\$754,080
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$0</b>	<b>\$961,807</b>	<b>\$1,986,159</b>

Proxy Date: 28 Mar 2012

Annual Meeting Date: 27 Apr 2012

Equity Reserves: 10.40%

Stock Option Run Rate: 0.82%

# Ferro Corporation

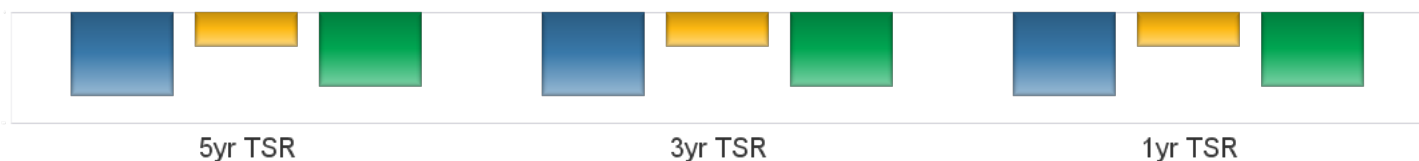
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## Performance Comparison

■ vs S&P500   ■ vs Industry   ■ FOE



## Peer Comparisons (TRBC) =Chemicals - Specialty

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
FOE	Ferro Corporation	\$1,332,569	\$4,742,543	\$4,621,676	\$496,181,932
CHMT	Chemtura Corporation	\$2,253,135	\$5,711,901		\$963,917,693
FUL	H.B. Fuller Company	\$3,121,212	\$7,325,739	\$2,791,294	\$897,816,317
OMG	OM Group, Inc.	\$1,992,934	\$4,623,249		\$839,264,517
CCC	Calgon Carbon Corporation	\$1,609,645	\$1,429,850	\$1,293,938	\$823,146,166
SCL	Stepan Company	\$2,127,508	\$2,213,309	\$2,088,857	\$682,771,636
IOSP	Innospec Inc.	\$2,482,620	\$3,374,648		\$574,981,253

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

A. Schulman, Inc., PolyOne Corporation., Albemarle Corporation, RPM International Inc., Arch Chemicals, Rockwood Holdings, Inc., Cabot Corporation, Sensient Technologies Corporation, Cytec Industries Inc., Sigma-Aldrich Corporation, FMC Corporation, Stepan Company, H.B. Fuller Company, Valhi, Inc., The Lubrizol Corporation, Valspar Corporation, Nalco Company.

### Performance Peer Group

NA

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Richard J. Hipple	Chairman	59	Male	5	Outside
Gregory E. Hvland	Member	61	Male	3	Outside
Richard C. Brown	Member	52	Male	3	Outside
Ronald P. Vargo	Member	58	Male	3	Outside
William B. Lawrence	Member	67	Male	13	Outside Related