



**Flushing Financial Corporation**



**FFIC NASDAQ**

**Banks**

Market Capitalization USD:

**\$340.42 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: John R. Buran**

**Age: 62**

**CEO Since: 2005**

	2009	2010	2011
<b>Base Salary</b>	\$735,054	\$773,500	\$799,490
<b>Discretionary Bonus</b>	\$0	\$0	\$0
<b>Annual Cash Incentive</b>	\$140,120	\$423,130	\$380,222
<b>Benefits and Perquisites</b>	\$154,422	\$176,746	\$189,506
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$1,029,596</b>	<b>\$1,373,376</b>	<b>\$1,369,218</b>
<b>Increase in Post-Retirement Benefits</b>	\$13,450	\$23,051	\$45,015
<b>Stock Option Awards</b>	\$25,704	\$0	\$0
<b>Stock Awards</b>	\$153,648	\$209,780	\$261,720
<b>TOTAL COMPENSATION</b>	<b>\$1,222,398</b>	<b>\$1,606,207</b>	<b>\$1,675,953</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$528,824	\$668,115	\$728,983
<b>Value Realized on Exercise of Stock Option</b>	\$75,259	\$113,063	\$0
<b>Value Realized on Vesting of Stock</b>	\$151,010	\$181,367	\$189,874
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$226,269</b>	<b>\$294,430</b>	<b>\$189,874</b>

**Proxy Date:** 5 Apr 2012

**Annual Meeting Date:** 15 May 2012

**Equity Reserves:** 5.49%

**Stock Option Run Rate:** 0.13%

# Flushing Financial Corporation

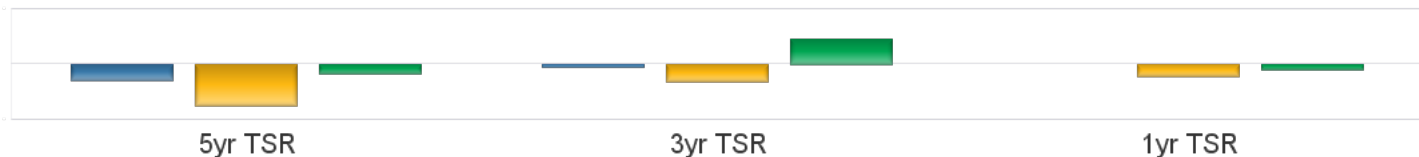
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## Performance Comparison

■ S&P500 ■ Industry ■ FFIC



## Peer Comparisons (TRBC) =Banks

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
<b>FFIC</b>	<b>Flushing Financial Corporation</b>	<b>\$1,222,398</b>	<b>\$1,606,207</b>	<b>\$1,675,953</b>	<b>\$340,416,745</b>
UBSI	United Bankshares, Inc.	\$995,883	\$2,296,941		\$1,008,396,616
UMPQ	Umpqua Holdings Corporation	\$2,316,716	\$3,731,340	\$3,442,525	\$1,006,793,467
WTFC	Wintrust Financial Corporation	\$1,016,182	\$2,439,911		\$917,199,542
CATY	Cathay General Bancorp	\$1,024,357	\$1,019,102	\$1,520,025	\$894,907,825
IBOC	International Bancshares Corporation	\$837,815	\$1,230,639		\$887,922,268
ONB	Old National Bancorp	\$1,229,372	\$1,015,646	\$1,423,515	\$882,921,355

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

Beneficial Mutual Bancorp, Inc., Berkshire Hills Bancorp, Inc., Community Bank System, Inc., Dime Community Bancshares, Inc., Independent Bank Corporation, Hudson Valley Holding Corporation, Investors Bancorp, Inc., Kearny Financial Corporation, NBT Bancorp Inc., New Alliance Bancshares, Inc., Northfield Bancorp, Inc., Oceanfirst Financial Corporation, Oritani Financial Corporation, Provident Financial Services, Inc., Provident New York Bancorp, Smithtown Bancorp, Signature Bank, Sun Bancorp, Inc., Tompkins Financial Corporation, TrustCo Bank Corp NY, Washington Trust Bancorp, Inc.

### Performance Peer Group

NA

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Michael J. Russo	Chairman	77	Male	18	Outside Related
Donna M. O'Brien	Member	56	Female	8	Outside
John E. Roe	Member	78	Male	18	Outside Related
Louis C. Grassi	Member	57	Male	14	Outside Related
Sang Ki Han	Member	58	Male	5	Outside

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