



Fossil, Inc.

FOSL NASDAQ

Apparel / Accessories

Market Capitalization USD:

\$5,114.77 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: Kosta N. Kartsotis

Age: 59

CEO Since: 2000

	2009	2010	2011
Base Salary	\$0		\$0
Discretionary Bonus	\$0		\$0
Annual Cash Incentive	\$0		\$0
Benefits and Perquisites	\$0		\$0
TOTAL ANNUAL COMPENSATION	\$0		\$0
Increase in Post-Retirement Benefits	\$0		\$0
Stock Option Awards	\$0		\$0
Stock Awards	\$0		\$0
TOTAL COMPENSATION	\$0		\$0
Median of Other Named Executive Officers Total Compensation	\$701,835		\$1,861,920
Value Realized on Exercise of Stock Option	\$0		\$0
Value Realized on Vesting of Stock	\$0		\$0
TOTAL REALIZED EQUITY COMPENSATION	\$0		\$0

Proxy Date: 23 Apr 2012

Annual Meeting Date: 23 May 2012

Equity Reserves: 7.25%

Stock Option Run Rate: 0.51%

Fossil, Inc.

FOSL NASDAQ

Apparel / Accessories

Market Capitalization USD: \$5,114.77 mm

Performance Comparison

■ S&P500 ■ Industry ■ FOSL



Peer Comparisons (TRBC) =Apparel / Accessories

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
FOSL	Fossil, Inc.	\$0		\$0	\$5,114,774,947
VFC	VF Corporation	\$7,243,127	\$9,326,936	\$10,628,196	\$13,332,408,459
RL	Ralph Lauren Corporation	\$20,303,522	\$27,700,007		\$11,992,907,903
PVH	PVH Corp.	\$12,557,366	\$12,856,372		\$3,934,408,558
UA	Under Armour, Inc.	\$748,061	\$1,319,009	\$1,129,417	\$3,423,770,073
HBI	Hanesbrands Inc.	\$5,750,172	\$9,847,832	\$10,357,368	\$2,429,430,408
WRC	Warnaco Group, Inc. (The)	\$6,191,522	\$8,255,638	\$10,064,867	\$1,981,698,960

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

Aeropostale, Inc., Guess, Inc., Urban Outfitters Inc., American Eagle Outfitters, Inc., J. Crew, Warnaco Group Inc., Chicos FAS Inc., Ralph Lauren Corporation, Wolverine World Wide Inc., Coach Inc., Timberland Co., Deckers Outdoor Corporation, Under Armour, Inc.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Elaine Aqather	Chairman	56	Female	5	Outside
Diane L. Neal	Member	52	Female	0	Outside
Elvsia Holt Rausa	Member	61	Female	5	Outside
Michael Steinberg	Member	83	Male	12	Outside Related