



**Foster Wheeler AG**

**FWLT NASDAQ**

**Engineering / Construction**

Market Capitalization USD:

**\$2,452.40 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: J. Kent Masters**

**Age: 51**

**CEO Since: 2011**

	2009	2010	2011
<b>Base Salary</b>	\$1,250,000	\$560,697	\$220,096
<b>Discretionary Bonus</b>	\$0	\$0	\$0
<b>Annual Cash Incentive</b>	\$1,625,000	\$812,500	\$87,300
<b>Benefits and Perquisites</b>	\$135,175	\$900,910	\$249,541
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$3,010,175</b>	<b>\$2,274,107</b>	<b>\$556,937</b>
<b>Increase in Post-Retirement Benefits</b>	\$1,355	\$1,207	\$0
<b>Stock Option Awards</b>	\$0	\$0	\$1,532,710
<b>Stock Awards</b>	\$0	\$0	\$7,818,985
<b>TOTAL COMPENSATION</b>	<b>\$3,011,530</b>	<b>\$2,275,314</b>	<b>\$9,908,632</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$2,391,520	\$6,040,107	\$2,347,190
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$7,085,225	\$0
<b>Value Realized on Vesting of Stock</b>	\$6,872,493	\$3,830,295	\$1,469,240
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$6,872,493</b>	<b>\$10,915,520</b>	<b>\$1,469,240</b>

**Proxy Date:** 28 Mar 2012

**Annual Meeting Date:** 1 May 2012

**Equity Reserves:** 6.09%

**Stock Option Run Rate:** 0.50%

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## Performance Comparison

■ S&P500 ■ Industry ■ FWLT



## Peer Comparisons (TRBC) =Engineering / Construction

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
<b>FWLT</b>	<b>Foster Wheeler AG</b>	<b>\$3,011,530</b>	<b>\$2,275,314</b>	<b>\$9,908,632</b>	<b>\$2,452,399,012</b>
JEC	Jacobs Engineering Group Inc.	\$4,674,603	\$6,378,250	\$5,860,331	\$4,118,641,519
PWR	Quanta Services, Inc.	\$3,283,296	\$2,776,586		\$3,970,919,091
KBR	KBR, Inc.	\$7,258,897	\$9,553,209		\$3,563,149,008
CBI	Chicago Bridge & Iron Company N.V.	\$8,080,160	\$8,378,474	\$8,712,425	\$2,825,306,257
MDR	McDermott International, Inc.	\$8,615,311	\$7,187,111		\$2,525,530,634
URS	URS Corporation	\$6,576,899	\$6,703,474		\$2,361,031,327

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

AECOM Technology Corporation, FMC Technologies, Inc., Chicago Bridge & Iron Company N.V., Jacobs Engineering Group Inc., Dresser-Rand Group, Inc., KBR, Inc., Exterran Holdings, Inc., McDermott International, Inc., Flowserve Corporation, Pall Corporation, Fluor Corporation, Weatherford International Ltd.

### Performance Peer Group

AECOM, The Shaw Group, Chicago Bridge & Iron Co., SNC-Lavalin Group Inc., Fluor Corporation, Tutor Perini Corporation, Granite Construction Incorporated, Technip, Jacobs Engineering Group Inc., URS Corporation, KBR Inc., WorleyParsons Limited, McDermott International, Inc.

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Edward G. Galante	Chairman	61	Male	4	Outside
Clavton C. Dalev	Member	60	Male	3	Outside
Henri Philippe Reichstul	Member	62	Male	1	Outside
Maureen B. Tart-Bezer	Member	56	Female	4	Outside
Roberto Quarta	Member	62	Male	1	Outside

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