



**GSI Group Inc.**



**GSIG NASDAQ**

**Semiconductors**

Market Capitalization USD:

**\$256.20 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: John Roush**

**Age: 47**

**CEO Since: 2010**

	2009	2010	2011
<b>Base Salary</b>		\$189,600	\$500,000
<b>Discretionary Bonus</b>		\$0	\$340,000
<b>Annual Cash Incentive</b>		\$0	\$122,733
<b>Benefits and Perquisites</b>		\$828,045	\$3,336
<b>TOTAL ANNUAL COMPENSATION</b>		<b>\$1,017,645</b>	<b>\$966,069</b>
<b>Increase in Post-Retirement Benefits</b>		\$0	\$0
<b>Stock Option Awards</b>		\$0	\$0
<b>Stock Awards</b>		\$437,490	\$1,556,008
<b>TOTAL COMPENSATION</b>		<b>\$1,455,135</b>	<b>\$2,522,077</b>
<b>Median of Other Named Executive Officers Total Compensation</b>		\$1,075,721	\$1,016,545
<b>Value Realized on Exercise of Stock Option</b>		\$0	\$0
<b>Value Realized on Vesting of Stock</b>		\$552,583	\$1,043,332
<b>TOTAL REALIZED EQUITY COMPENSATION</b>		<b>\$552,583</b>	<b>\$1,043,332</b>

**Proxy Date:** 30 Apr 2012

**Annual Meeting Date:** 14 Jun 2012

**Equity Reserves:** 8.53%

**Stock Option Run Rate:** 0.00%

# GSI Group Inc.

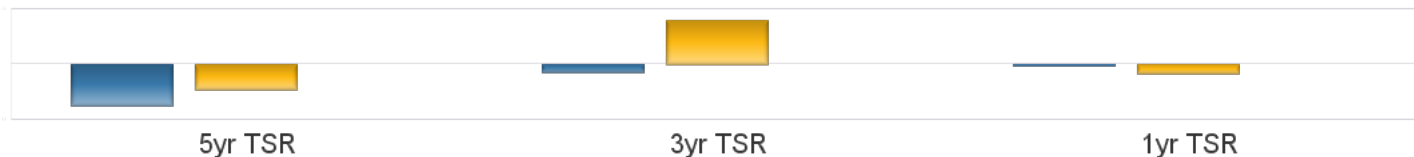
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## Performance Comparison

■ S&P500 ■ Industry ■ GSIG



## Peer Comparisons (TRBC) =Semiconductors

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
<b>GSIG</b>	<b>GSI Group Inc.</b>		<b>\$1,455,135</b>	<b>\$2,522,077</b>	<b>\$256,202,987</b>
CODE	Spansion Inc.	\$804,555	\$13,868,366	\$8,664,491	\$755,467,613
IDTI	Integrated Device Technology, Inc.	\$2,065,437	\$1,389,600		\$752,804,036
ROG	Rogers Corporation	\$2,437,692	\$3,489,455	\$5,423,730	\$628,571,485
LSCC	Lattice Semiconductor Corporation	\$1,075,850	\$430,169	\$837,532	\$620,974,719
TSRA	Tessera Technologies, Inc.	\$3,581,373	\$2,756,621	\$1,673,207	\$611,883,257
MCRL	Micrel, Incorporated	\$936,814	\$1,922,404	\$1,915,127	\$588,853,587

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

FEI Co., MRV Communications Inc., Coherent Inc., Veeco Instruments Inc., Newport Corp., Rofin-Sinar Technologies Inc., II-VI Inc., Cymer Inc., IPG Photonics Corporation, Electro Scientific Industries Inc., Keithly Instruments Inc., Zygo Corp.

### Performance Peer Group

NA

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Stephen W. Bershad	Chairman	71	Male	2	Outside Related
Dennis J. Fortino	Member	65	Male	2	Outside

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