



**GT Advanced Technologies Inc.**

**GTAT NASDAQ**

**Semiconductors**

Market Capitalization USD:

**\$888.54 mm**

**CONCERN LEVEL: HIGH**

- 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: Thomas Gutierrez**

**Age: 63**

**CEO Since: 2009**

	2009	2010	2011
<b>Base Salary</b>	\$372,695	\$485,247	\$719,231
<b>Discretionary Bonus</b>	\$0	\$0	\$778,125
<b>Annual Cash Incentive</b>	\$0	\$0	\$314,469
<b>Benefits and Perquisites</b>	\$44,427	\$808,146	\$14,119
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$417,122</b>	<b>\$1,293,393</b>	<b>\$1,825,944</b>
<b>Increase in Post-Retirement Benefits</b>	\$0	\$0	\$0
<b>Stock Option Awards</b>	\$0	\$622,974	\$0
<b>Stock Awards</b>	\$1,200,000	\$641,529	\$4,533,325
<b>TOTAL COMPENSATION</b>	<b>\$779,311</b>	<b>\$2,557,896</b>	<b>\$6,359,269</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$1,461,248	\$2,422,273	\$2,612,660
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$0	\$2,803,713
<b>Value Realized on Vesting of Stock</b>	\$0	\$0	\$1,501,194
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$0</b>	<b>\$0</b>	<b>\$4,304,907</b>

**Proxy Date:** 20 Jul 2012

**Annual Meeting Date:** 22 Aug 2012

**Equity Reserves:** 16.74%

**Stock Option Run Rate:** 0.64%

# GT Advanced Technologies Inc.

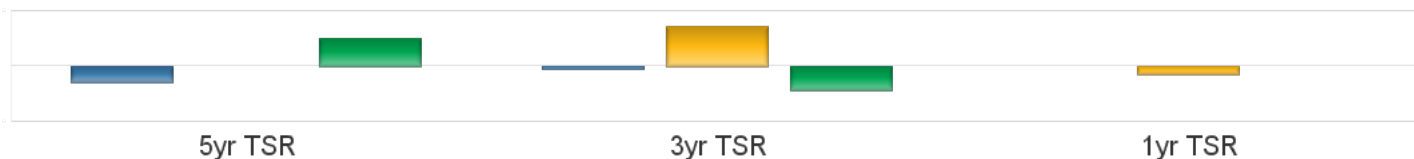
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## Performance Comparison

■ S&P500 ■ Industry ■ GTAT



## Peer Comparisons (TRBC) =Semiconductors

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
GTAT	GT Advanced Technologies Inc.	\$779,311	\$2,557,896	\$6,359,269	\$888,542,249
CY	Cypress Semiconductor Corporation	\$7,235,509	\$9,193,084	\$12,886,455	\$2,573,868,297
RFMD	RF Micro Devices, Inc.	\$3,192,490	\$4,628,935	\$3,595,847	\$1,752,138,528
HITT	Hittite Microwave Corporation	\$325,164	\$2,105,519	\$1,050,567	\$1,526,958,354
RMBS	Rambus Inc.	\$1,761,145	\$4,204,259	\$3,462,121	\$1,507,411,290
SLAB	Silicon Laboratories Inc.	\$4,830,324	\$5,537,163	\$3,145,139	\$1,484,396,818
SMTC	Semtech Corporation	\$3,001,804	\$2,631,351	\$7,078,664	\$1,398,602,148

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

American Superconductor Corporation, MEMC Electronic Materials, Inc., Brooks Automation, Inc., Microsemi Corporation, Coherent Inc., MKS Instruments, Inc., Cree, Inc., National Semiconductor Corporation, Cymer, Inc., Novellus Systems, Inc., Fairchild Semiconductor International, Inc., Skyworks Solutions, Inc., FEI Company, SunPower Corporation, First Solar, Inc., Teradyne, Inc., KLA-Tencor Corporation, Varian Semiconductor Equipment, Lam Research Corporation, Associates, Inc.

### Performance Peer Group

NA

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Ernest L. Godshalk	Chairman	67	Male	6	Outside
Marv L. Petrovich	Member	49	Female	1	Outside
Noel G. Watson	Member	76	Male	4	Outside

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