



**Genomic Health, Inc.****GHDX NASDAQ**

Biotechnology

Market Capitalization USD:

\$648.24 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: Kimberly J. Popovits**Age: 53****CEO Since: 2009**

	2009	2010	2011
Base Salary	\$420,000	\$465,000	\$490,000
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$37,000	\$38,585	\$109,800
Benefits and Perquisites	\$0	\$0	\$0
TOTAL ANNUAL COMPENSATION	\$457,000	\$503,585	\$599,800
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$0	\$1,111,530	\$1,004,005
Stock Awards	\$0	\$0	\$229,800
TOTAL COMPENSATION	\$457,000	\$1,615,115	\$1,833,605
Median of Other Named Executive Officers Total Compensation	\$379,425	\$862,721	\$1,097,213
Value Realized on Exercise of Stock Option	\$0	\$574,063	\$490,308
Value Realized on Vesting of Stock	\$0	\$0	\$0
TOTAL REALIZED EQUITY COMPENSATION	\$0	\$574,063	\$490,308

Proxy Date: 26 Apr 2012

Annual Meeting Date: 7 Jun 2012

Equity Reserves: 26.87%

Stock Option Run Rate: 2.41%

Genomic Health, Inc.

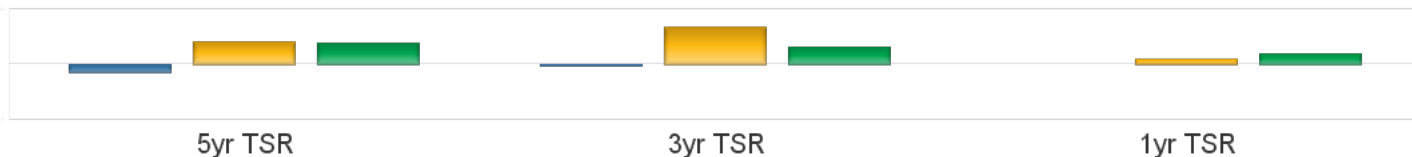
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Performance Comparison

■ S&P500 ■ Industry ■ GHDX



Peer Comparisons (TRBC) =Biotechnology

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
GHDX	Genomic Health, Inc.	\$457,000	\$1,615,115	\$1,833,605	\$648,238,050
ONXX	ONYX Pharmaceuticals, Inc.	\$4,136,535	\$3,904,151	\$5,602,718	\$1,906,972,785
INCY	Incyte Corporation	\$1,504,386	\$2,170,699	\$4,903,880	\$1,763,568,189
JAZZ	Jazz Pharmaceuticals, Inc.	\$838,863	\$1,929,028		\$1,732,180,078
CRL	Charles River Laboratories International, Inc.	\$5,251,246	\$4,758,965	\$5,491,843	\$1,469,877,722
VPHM	ViroPharma Incorporated	\$1,754,879	\$2,403,480	\$3,151,762	\$1,372,311,422
DNDN	Dendreon Corporation	\$3,807,413	\$5,254,373		\$1,339,719,318

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

Abaxis, ABIOMED, Affymetrix, AngioDynamics, Bio-Reference Laboratories, Celera, Cepheid, Clariant, Cyberonics, Gen-Probe, Genoptix, Immucor, IRIS International, Luminex, Meridian Biosciences, Myriad Genetics, Natus Medical, Osiris Therapeutics, Quidel, Sequenom, Volcano.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Julian C. Baker	Chairman	45	Male	11	Outside Related
Samuel D. Colella	Member	72	Male	11	Outside Related
Woodrow A. Mvers	Member	58	Male	6	Outside

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