



German American Bancorp, Inc.

GABC NASDAQ

Banks

Market Capitalization USD:

\$203.01 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: Mark A. Schroeder

Age: 58

CEO Since: 1999

	2009	2010	2011
Base Salary	\$275,000	\$280,000	\$290,000
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$187,190	\$292,540	\$306,358
Benefits and Perquisites	\$93,124	\$85,472	\$98,833
TOTAL ANNUAL COMPENSATION	\$555,314	\$658,012	\$695,191
Increase in Post-Retirement Benefits	\$12,942	\$13,216	\$21,073
Stock Option Awards	\$0	\$0	\$0
Stock Awards	\$78,185	\$100,860	\$97,613
TOTAL COMPENSATION	\$646,441	\$772,088	\$813,877
Median of Other Named Executive Officers Total Compensation	\$334,056	\$400,221	\$407,741
Value Realized on Exercise of Stock Option	\$11,627	\$0	\$0
Value Realized on Vesting of Stock	\$130,576	\$84,693	\$113,714
TOTAL REALIZED EQUITY COMPENSATION	\$142,202	\$84,693	\$113,714

Proxy Date: 29 Mar 2012

Annual Meeting Date: 17 May 2012

Equity Reserves: 8.16%

Stock Option Run Rate: 0.00%

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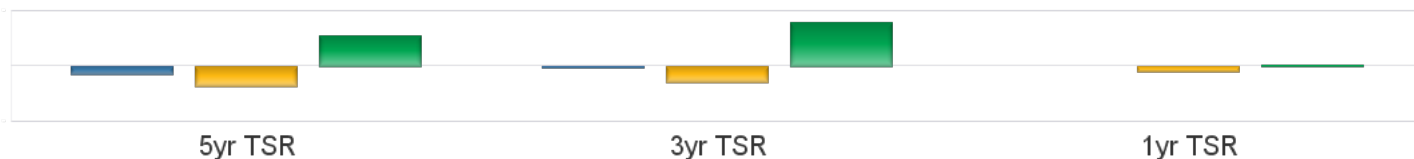
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Performance Comparison

■ S&P500 ■ Industry ■ GABC



Peer Comparisons (TRBC) =Banks

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
GABC	German American Bancorp, Inc.	\$646,441	\$772,088	\$813,877	\$203,007,606
HOMB	Home BancShares, Inc.	\$1,025,614	\$905,789	\$866,825	\$604,856,768
BNCL	Beneficial Mutual Bancorp, Inc.	\$955,088	\$744,482	\$1,138,115	\$601,345,769
KRNY	Kearny Financial Corp.	\$2,513,689	\$1,307,971		\$598,898,251
COLB	Columbia Banking System, Inc.	\$747,460	\$1,003,191	\$1,138,875	\$565,592,214
NFBK	Northfield Bancorp, Inc.	\$3,951,684	\$937,048		\$560,137,768
FMBI	First Midwest Bancorp, Inc.	\$1,124,120	\$1,782,419	\$1,891,554	\$545,166,955

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

NA

Performance Peer Group

Horizon Bancorp, S.Y. Bancorp, Inc, LCNB Corp., Ohio Valley Banc Corp., Bank of Kentucky, Financial Corporation, First Mid-Illinois Bancshares, Inc., Peoples Bancorp Inc., MainSource Financial Group, First Financial Corporation, 1st Source Corp, Firstbank Corporation, Farmers National Banc Corp., Lakeland Financial Corporation, Community Trust Bancorp, First Busey Corp

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
U. Butch Klem	Chairman	61	Male	8	Outside
Christina M. Ernst	Member	62	Female	8	Outside
Douglas A. Bawel	Member	56	Male	8	Outside
Thomas W. Seeger	Member	54	Male	2	Outside

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