



**Gibraltar Industries, Inc.**


**ROCK NASDAQ**

**Construction - Supplies / Fixtures**

Market Capitalization USD:

**\$246.98 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: Brian J. Lipke**

**Age: 60**

**CEO Since: 1987**

	2009	2010	2011
<b>Base Salary</b>	\$612,000	\$680,000	\$680,000
<b>Discretionary Bonus</b>	\$0	\$0	\$0
<b>Annual Cash Incentive</b>	\$376,615	\$520,200	\$818,550
<b>Benefits and Perquisites</b>	\$88,671	\$108,783	\$188,968
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$1,077,286</b>	<b>\$1,308,983</b>	<b>\$1,687,518</b>
<b>Increase in Post-Retirement Benefits</b>	\$77,240	\$82,559	\$142,683
<b>Stock Option Awards</b>	\$0	\$0	\$0
<b>Stock Awards</b>	\$3,297,033	\$295,041	\$860,018
<b>TOTAL COMPENSATION</b>	<b>\$4,451,559</b>	<b>\$1,686,583</b>	<b>\$2,690,219</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$2,062,618	\$913,432	\$1,107,467
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$95,790	\$0
<b>Value Realized on Vesting of Stock</b>	\$502,682	\$837,332	\$821,452
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$502,682</b>	<b>\$933,122</b>	<b>\$821,452</b>

**Proxy Date:** 3 Apr 2012

**Annual Meeting Date:** 3 May 2012

**Equity Reserves:** 5.25%

**Stock Option Run Rate:** 0.56%

# Gibraltar Industries, Inc.

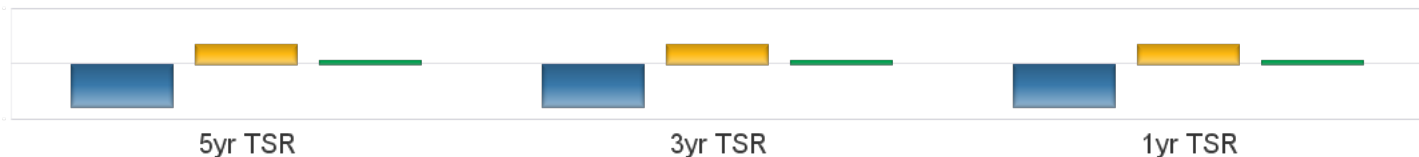
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## Performance Comparison

■ vs S&P500   ■ vs Industry   ■ ROCK



## Peer Comparisons (TRBC) =Construction - Supplies / Fixtures

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
ROCK	Gibraltar Industries, Inc.	\$4,451,559	\$1,686,583	\$2,690,219	\$246,982,020
BECN	Beacon Roofing Supply, Inc.	\$1,578,979	\$948,380	\$2,029,361	\$737,473,846
IBI	Interline Brands, Inc.	\$2,267,275	\$2,431,171		\$429,331,192
NX	Quanex Building Products Corporation	\$2,232,610	\$3,894,569	\$3,163,138	\$414,382,317
TREX	Trex Company, Inc.	\$2,277,380	\$2,200,622	\$1,660,291	\$249,827,149
APOG	Apogee Enterprises, Inc.	\$2,735,207	\$3,791,993		\$243,292,980
IIIN	Insteel Industries, Inc.	\$1,384,538	\$1,173,733	\$1,245,363	\$177,385,064

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

Actuant Corporation, Barnes Group, Carlisle Companies, Kennametal, NCI Building Systems, Quanex Building Products Corporation, Simpson Manufacturing, Steel Dynamics, and Worthington Industries.

### Performance Peer Group

Actuant Corporation, Beacon Roofing Supply, BlueLinx Holdings, Builders FirstSource, Griffon Corporation, The Home Depot, Masco Corporation, NCI Building Systems, Owens Corning, Quanex Building Products Corporation, Valmont Industries, and Worthington Industries.

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
William J. Colombo	Chairman	56	Male	9	Outside
Robert E. Sadler	Member	66	Male	8	Outside
William P. Montague	Member	65	Male	19	Outside Related

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