



H.B. Fuller Company


FUL NYSE

Chemicals - Specialty

Market Capitalization USD:

\$897.82 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: James J. Owens

Age: 47

CEO Since: 2010

	2009	2010	2011
Base Salary	\$737,854	\$800,269	\$641,747
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$1,031,012	\$918,276	\$634,510
Benefits and Perquisites	\$177,294	\$3,536,537	\$301,859
TOTAL ANNUAL COMPENSATION	\$1,946,160	\$5,255,082	\$1,578,116
Increase in Post-Retirement Benefits	\$36,905	\$5,681	\$0
Stock Option Awards	\$806,082	\$981,938	\$604,861
Stock Awards	\$539,610	\$1,083,038	\$608,317
TOTAL COMPENSATION	\$3,121,212	\$7,325,739	\$2,791,294
Median of Other Named Executive Officers Total Compensation	\$1,000,996	\$1,376,805	\$1,154,707
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$293,203	\$365,808	\$234,451
TOTAL REALIZED EQUITY COMPENSATION	\$293,203	\$365,808	\$234,451

Proxy Date: 29 Feb 2012

Annual Meeting Date: 12 Apr 2012

Equity Reserves: 12.37%

Stock Option Run Rate: 1.18%

H.B. Fuller Company

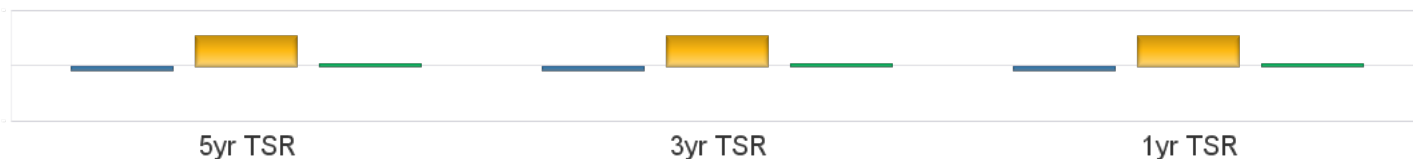
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Performance Comparison

■ vs S&P500 ■ vs Industry ■ FUL



Peer Comparisons (TRBC) =Chemicals - Specialty

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
FUL	H.B. Fuller Company	\$3,121,212	\$7,325,739	\$2,791,294	\$897,816,317
PPO	Polypore International, Inc.	\$3,199,485	\$1,833,207		\$2,624,498,965
ROC	Rockwood Holdings, Inc.	\$6,181,602	\$13,158,331		\$2,582,882,559
GRA	W. R. Grace & Co.	\$5,620,988	\$5,650,959		\$2,454,461,115
HUN	Huntsman Corporation	\$10,374,648	\$5,857,391		\$2,327,506,541
KRO	Kronos Worldwide, Inc.	\$704,880	\$1,034,280		\$1,863,705,735
SXT	Sensient Technologies Corporation	\$4,460,286	\$8,401,040		\$1,630,188,890

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

Albemarle Corp., Ferro Corp., Polyone Corp., Arch Chemicals Inc., FMC Corp., RPM International Inc., Ashland Inc., Georgia Gulf Corp., A. Schulman, Inc., Avery Dennison Corporation, Hexcel Corp., Sensient Technologies Corp., Cabot Corp., International Flavors & Fragrances Inc., Sigma-Aldrich Corp., Celanese Corp., The Lubrizol Corp., Solutia Inc., Cytec Industries Inc., Nalco Holding Co.*, Valspar Corp., Eastman Chemical Co., Olin Corp., Ecolab Inc.*, OM Group, Inc. These companies represent global, publicly-traded chemical and allied products companies in the 2800 Standard Industrial Classification Code with revenues between \$1.2 billion to 9 billion.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
R. William Van Sant	Chairman	73	Male	11	Outside
John C. van Roden	Member	62	Male	9	Outside
Juliana L. Chuca	Member	44	Female	5	Outside
Lee R. Mitau	Member	63	Male	16	Outside
Thomas W. Handlev	Member	57	Male	2	Outside

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