


**IBERIABANK Corporation****IBKC NASDAQ****Banks**

Market Capitalization USD:

**\$1,422.36 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: Daryl G. Byrd****Age: 57****CEO Since: 2000**

	2009	2010	2011
<b>Base Salary</b>	\$612,847	\$744,231	\$803,846
<b>Discretionary Bonus</b>	\$700,000	\$500,000	\$695,000
<b>Annual Cash Incentive</b>	\$0	\$0	\$0
<b>Benefits and Perquisites</b>	\$71,979	\$102,464	\$123,732
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$1,384,826</b>	<b>\$1,346,695</b>	<b>\$1,622,578</b>
<b>Increase in Post-Retirement Benefits</b>	\$0	\$0	\$0
<b>Stock Option Awards</b>	\$478,920	\$547,498	\$387,543
<b>Stock Awards</b>	\$1,207,300	\$547,511	\$1,162,487
<b>TOTAL COMPENSATION</b>	<b>\$3,071,046</b>	<b>\$2,441,704</b>	<b>\$3,172,608</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$1,184,744	\$1,351,359	\$1,230,957
<b>Value Realized on Exercise of Stock Option</b>	\$378,083	\$494,335	\$1,377,732
<b>Value Realized on Vesting of Stock</b>	\$409,437	\$685,754	\$613,000
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$787,520</b>	<b>\$1,180,089</b>	<b>\$1,990,732</b>

Proxy Date: 17 Apr 2012

Annual Meeting Date: 16 May 2012

Equity Reserves: 9.09%

Stock Option Run Rate: 0.36%

# IBERIABANK Corporation

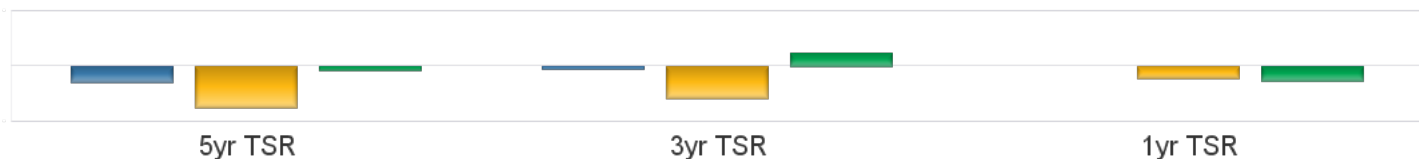
IBKC NASDAQ

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## Performance Comparison

■ S&P500 ■ Industry ■ IBKC



## Peer Comparisons (TRBC) =Banks

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
IBKC	IBERIABANK Corporation	\$3,071,046	\$2,441,704	\$3,172,608	\$1,422,360,452
RF	Regions Financial Corporation	\$9,668,729	\$5,115,796	\$6,381,475	\$4,191,797,340
HBAN	Huntington Bancshares Incorporated	\$1,968,566	\$4,932,472	\$6,445,710	\$4,148,957,126
CMA	Comerica Incorporated	\$4,266,395	\$8,845,449	\$9,819,167	\$4,060,583,010
BOKF	BOK Financial Corporation	\$8,618,099	\$6,663,222	\$2,907,012	\$3,245,859,202
CBSH	Commerce Bancshares, Inc.	\$2,495,074	\$2,812,892	\$3,919,376	\$3,018,128,406
HCBK	Hudson City Bancorp, Inc.	\$11,470,322	\$8,829,402	\$9,035,029	\$2,985,666,657

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

BancorpSouth, Inc, Susquehanna Bancshares, Inc, Cullen/Frost Bankers, Inc., Texas Capital Banc Shares Inc., FNB Corporation, Trustmark Corporation, First Horizon National Corporation, UMB Financial Corporation, FirstMerit Corporation, United Bankshares Inc., MB Financial, Inc., United Community Banks, Inc., Old National Bancorp, Valley National Bancorp, Prosperity Bancshares, Inc., Whitney Holding Corporation, Sterling Financial Corporation, Wintrust Financial Corporation.

### Performance Peer Group

NA

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
E. Stewart Shea	Chairman	60	Male	22	Outside Related
David H. Welch	Member	63	Male	7	Outside
O. Miles Pollard	Member	74	Male	9	Outside
William H. Fenstermaker	Member	63	Male	22	Outside Related

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