

# GMI EXECUTIVE PAY SCORECARD<sup>SM</sup>

Data & analysis provided by GMI-The Independent Leader in Corporate Governance and ESG&A

18 Jan 2012

## Integrated Silicon Solution Inc.




ISSI NASDAQ

Semiconductors

Market Capitalization USD:

\$210.06 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: Scott D. Howarth**

**Age: 51**

**CEO Since: 2008**

	2009	2010	2011
<b>Base Salary</b>	\$248,722	\$295,817	\$313,558
<b>Discretionary Bonus</b>	\$0	\$0	\$0
<b>Annual Cash Incentive</b>	\$90,000	\$284,000	\$178,304
<b>Benefits and Perquisites</b>	\$0	\$0	\$0
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$338,722</b>	<b>\$579,817</b>	<b>\$491,862</b>
<b>Increase in Post-Retirement Benefits</b>	\$0	\$0	\$0
<b>Stock Option Awards</b>	\$74,021	\$186,619	\$212,382
<b>Stock Awards</b>	\$0	\$0	\$744,360
<b>TOTAL COMPENSATION</b>	<b>\$535,337</b>	<b>\$766,436</b>	<b>\$1,448,604</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$372,201	\$611,000	\$855,562
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$0	\$0
<b>Value Realized on Vesting of Stock</b>	\$0	\$0	\$0
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>

Proxy Date: 6 Jan 2012

Annual Meeting Date: 3 Feb 2012

Equity Reserves: 33.03%

Stock Option Run Rate: 4.97%

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# Integrated Silicon Solution Inc.

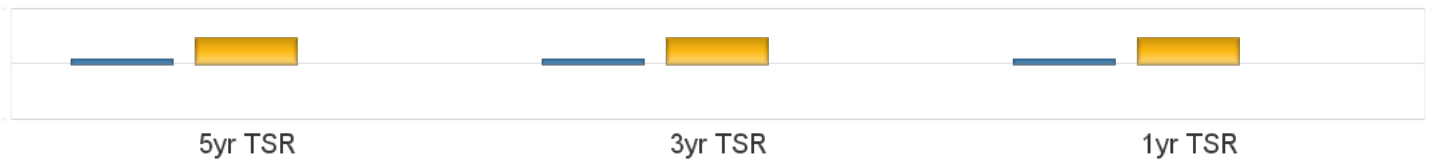
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## Performance Comparison

■ vs S&P500   ■ vs Industry   ■ ISSI



## Peer Comparisons (TRBC) =Semiconductors

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
ISSI	Integrated Silicon Solution Inc.	\$535,337	\$766,436	\$1,448,604	\$210,059,938
ROG	Rogers Corporation	\$2,437,692	\$3,489,455		\$628,571,485
LSCC	Lattice Semiconductor Corporation	\$1,075,850	\$430,169		\$620,974,719
TSRA	Tessera Technologies, Inc.	\$3,581,373	\$2,756,621	\$1,673,207	\$611,883,257
MCRL	Micrel, Incorporated	\$936,814	\$1,922,404		\$588,853,587
CEVA	Ceva, Inc.	\$1,000,590	\$928,354		\$568,713,196
SANM	Sanmina-SCI Corporation	\$1,784,042	\$7,508,463		\$538,792,367

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

ANADIGICS, Inc., Applied Micro Circuits Corporation, DSP Group, Inc., Entropic Communications, Inc., Exar Corporation, GSI Technology, Inc., Ikanos Communications, Inc., Lattice Semiconductor Corporation, Micrel, Inc., Mindspeed Technologies, Inc., Monolithic Power Systems, Inc., Pericom Semiconductor Corporation, PLX Technology, Inc., Power Integrations, Inc., Sigma Designs, Inc., Silicon Image, Inc., Standard Microsystems Corporation, Volterra Semiconductor Corporation.

### Performance Peer Group

NA

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Keith McDonald	Chairman	64	Male	6	Outside
Bruce A. Woolev	Member	68	Male	10	Outside
Stephen Pletcher	Member	71	Male	4	Outside

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