BRIGHTPOINT INC
Form DEF 14A
March 23, 2009

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United States
Securities and Exchange Commission
Washington, D.C. 20549
SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No. __)

Filed by the registrant þ

Filed by a party other than the registrant o

Check the appropriate box:

o Preliminary proxy statement

o Confidential, for use of the Commission only

(as permitted by Rule 14a-6(e)(2))

þ Definitive proxy statement

o Definitive additional materials

o Soliciting material pursuant to § 240.14a-12

Brightpoint, Inc

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, If Other Than Registrant)

Payment of filing fee (Check the appropriate box):

þ No fee required.

o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined.)

(4) Proposed maximum aggregate value of transaction:

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o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing party:

(4) Date filed:

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March 23, 2009

Dear Shareholder:

You are cordially invited to attend the 2009 Annual Meeting of Shareholders of Brightpoint, Inc. that will be held on Tuesday, May 5, 2009, at 9:00 a.m. local time, at Brightpoint s Americas division headquarters located at 501 Airtech Parkway, Plainfield, Indiana 46168.

As permitted by rules adopted by the United States Securities and Exchange Commission, we are mailing to many of our shareholders a notice instead of a paper copy of this proxy statement and our 2008 Annual Report to Shareholders. The notice contains instructions on how to access those documents over the Internet. The notice also contains instructions on how each of those shareholders can receive a paper copy of our proxy materials, including this proxy statement, our 2008 Annual Report to Shareholders and a proxy card. We believe that this process will provide our shareholders with easier access to these proxy materials, reduce the costs of printing and distributing our proxy materials and conserve environmental resources.

At the annual meeting you will be asked to vote on proposals to (1) elect as Class III directors the nominees specified in the accompanying proxy statement, (2) approve the amended and restated Brightpoint 2004 Long-Term Incentive Plan (the 2004 Plan) to provide for (i) an increase in the number of common shares available for issuance under the 2004 Plan by 7,000,000, (ii) a double trigger change of control provision and (iii) a prohibition against (x) reducing the exercise price of any stock options, (y) cancelling stock options that are not in-the-money and (z) re-granting or exchanging stock options for new stock options or other awards, and (3) ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ended December 31, 2009. In addition, you will be asked to act on such other business as may properly come before the annual meeting.

Your board of directors believes that each of the foregoing proposals is in the best interests of Brightpoint and its shareholders and, accordingly, unanimously recommends a vote FOR each of such proposals.

Enclosed is a notice of annual meeting and proxy statement containing detailed information concerning the foregoing proposals. Whether or not you plan to attend the annual meeting, we urge you to read this material carefully and encourage you to vote promptly. You may vote your shares via a toll-free telephone number or over the Internet. If you received a proxy card by mail, you may vote by signing, dating and mailing the proxy card in the envelope provided. Instructions regarding all three methods of voting are contained on the proxy card.

Thank you and I look forward to seeing you at the meeting.

Sincerely yours,

Robert J. Laikin
Chairman of the Board and
Chief Executive Officer

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NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
OF BRIGHTPOINT, INC.
TO BE HELD ON MAY 5, 2009

To the Shareholders of Brightpoint, Inc.:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Shareholders of Brightpoint, Inc., an Indiana corporation, will be held on May 5, 2009, at 9:00 a.m. local time, at Brightpoint s Americas division headquarters located at 501 Airtech Parkway, Plainfield, Indiana 46168, to consider and vote upon the following matters, as explained more fully in the accompanying proxy statement:

1. a proposal to elect three Class III directors, each to hold office until Brightpoint s Annual Meeting of Shareholders to be held in 2012;

2. a proposal to approve the amended and restated 2004 Plan to provide for (i) an increase in the number of common shares available for issuance under the 2004 Plan by 7,000,000, (ii) a double trigger change of control provision and (iii) a prohibition against (x) reducing the exercise price of any stock options, (y) cancelling stock options that are not in-the-money and (z) re-granting or exchanging stock options for new stock options or other awards;

3. a proposal to ratify the appointment of Ernst & Young LLP as Brightpoint s independent registered public accounting firm for the fiscal year ending December 31, 2009; and

4. any other matters properly brought before the annual meeting, including approval of any adjournment or postponement of the meeting.

It is anticipated that a presentation will be made by a member of our senior management after the foregoing business has been conducted at the annual meeting. A live webcast of the presentation, including audio and slides, can be accessed through the Investors section of Brightpoint s website at www.brightpoint.com. A written report of the results of the annual meeting will be posted on Brightpoint s website following the annual meeting.

Only shareholders of record at the close of business on March 9, 2009 are entitled to notice of and to vote at the annual meeting and any adjournments or postponements thereof. You may vote your shares via a toll-free telephone number or over the Internet. If you received a proxy card by mail, you may vote by signing, dating and mailing the proxy card in the envelope provided. Whether or not you attend the meeting, it is important that your shares be represented and voted.

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Your board of directors believes that the election of the nominees specified in the accompanying proxy statement as directors at the annual meeting is in the best interests of Brightpoint and its shareholders and, accordingly, unanimously recommends a vote **FOR** such nominees. Further, the board believes that the proposed amended and restated 2004 Long-Term Incentive Plan and the ratification of the appointment of Ernst & Young LLP as Brightpoint s independent registered public accounting firm are each in the best interests of Brightpoint and its shareholders and, accordingly, unanimously recommends a vote **FOR** each of such proposals.

By Order of the Board of Directors,

Steven E. Fivel
Executive Vice President, General Counsel and Secretary

Plainfield, Indiana
March 23, 2009

YOUR VOTE IS VERY IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING, PLEASE ENSURE YOU TAKE THE TIME TO CAST YOUR VOTE.

YOU MAY VOTE BY SUBMITTING YOUR PROXY BY TELEPHONE, THE INTERNET OR MAIL. IF YOU ARE A REGISTERED SHAREHOLDER AND ATTEND THE MEETING, YOU MAY REVOKE YOUR PROXY AND VOTE YOUR SHARES IN PERSON. IF YOU HOLD YOUR SHARES THROUGH A BANK OR BROKER AND WANT TO VOTE YOUR SHARES IN PERSON AT THE MEETING, PLEASE CONTACT YOUR BANK OR BROKER TO OBTAIN A LEGAL PROXY.

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BRIGHTPOINT, INC.
2009 PROXY STATEMENT
ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON MAY 5, 2009

GENERAL INFORMATION

This proxy statement is furnished in connection with the solicitation of proxies by our board of directors for use at our annual meeting of shareholders to be held on May 5, 2009, at 9:00 a.m. local time, at Brightpoint s Americas division headquarters located at 501 Airtech Parkway, Plainfield, Indiana 46168, including any adjournments or postponements thereof. At the annual meeting, Brightpoint shareholders will have the opportunity to consider and vote upon the proposals set forth in the accompanying notice to shareholders, including the following, each of which is discussed in further detail elsewhere in this proxy statement:

- the election of three Class III directors to serve as such commencing immediately following the annual meeting and until the annual meeting of shareholders in 2012;
- approval of the amended and restated 2004 Plan to provide for (i) an increase in the number of common shares available for issuance under the 2004 Plan by 7,000,000, (ii) a double trigger change of control provision and (iii) a prohibition against (x) reducing the exercise price of any stock options, (y) cancelling stock options that are not in-the-money and (z) re-granting or exchanging stock options for new stock options or other awards;
- ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2009; and
- any other matters properly brought before the annual meeting, including approval of any adjournment or postponement of the meeting.

The board of directors of Brightpoint has unanimously approved each of the foregoing proposals and unanimously recommends that Brightpoint shareholders vote **FOR** each of the proposals set forth above, each as outlined elsewhere in this proxy statement.

It is anticipated that all of our directors and executive officers will be present at the annual meeting and that a presentation will be made after the conclusion of the business to be conducted at the annual meeting.

Proxies in the accompanying form, duly executed and returned to Brightpoint s management and not revoked, will be voted at the annual meeting. Any proxy given by a shareholder may be revoked by the shareholder at any time prior to the voting of the proxy by a subsequently dated proxy, by written notification to Brightpoint s corporate secretary, or by personally withdrawing the proxy at the annual meeting and voting in person.

Unless otherwise indicated, all references in this proxy statement to we, us, our, our company, or the company refer to Brightpoint, Inc. and its consolidated subsidiaries.

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AVAILABILITY OF PROXY STATEMENT AND QUESTIONS AND ANSWERS ABOUT THE PROPOSALS TO BE VOTED UPON AND THE VOTING PROCEDURES

Notice of Electronic Availability of Proxy Statement and Annual Report. As permitted by rules adopted by the United States Securities and Exchange Commission (sometimes referred to as the SEC), Brightpoint is making this proxy statement and its annual report available to its shareholders electronically via the Internet. On March 23, 2009, we mailed to our shareholders a notice containing instructions on how to access this proxy statement and our annual report and vote online. If you received a notice by mail, you will not receive a printed copy of the proxy materials in the mail. The notice instructs you on how to access and review all of the important information contained in the proxy statement and annual report. The notice also instructs you on how you may submit your proxy over the Internet. If you received a Notice by mail and would like to receive a printed copy of our proxy materials, you should follow the instructions for requesting such materials included in the notice.

Q. What am I voting on?

A. You are being asked to vote on three proposals at this year s annual meeting:

Proposal 1 to elect three Class III directors (Kari-Pekka Wilska, Jørn P. Jensen and Jerre L. Stead) to serve as such commencing immediately following our May 2009 annual meeting and until our annual meeting of shareholders in 2012;

Proposal 2 to approve the amended and restated 2004 Plan to provide for (i) an increase in the number of common shares available for issuance under the 2004 Plan by 7,000,000, (ii) a double trigger change of control provision and (iii) a prohibition against (x) reducing the exercise price of any stock options, (y) cancelling stock options that are not in-the-money and (z) re-granting or exchanging stock options for new stock options or other awards; and

Proposal 3 to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2009.

In addition, you may be asked to consider and vote upon other matters that may properly come before the annual meeting, including approval of any adjournment or postponement of the meeting.

Q. Who is entitled to vote at the annual meeting?

A. Shareholders of record as of the close of business on March 9, 2009, the record date, are entitled to vote on each of the proposals at the annual meeting. Each shareholder is entitled to one vote per each share of our common stock held by such shareholder on the record date with respect to each proposal.

Q. How do I vote?

A. Shareholders can vote in person at the annual meeting or by proxy. There are three ways to vote by proxy:

By Telephone You can vote by telephone by calling 1-800-690-6903 and following the instructions on the proxy card;

By Internet You can vote over the Internet at www.proxyvote.com by following the instructions on the proxy card; or

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By Mail If you received your proxy materials by mail, you can vote by mail by signing, dating and mailing the enclosed proxy card.

Telephone and Internet voting facilities for shareholders of record will be available 24 hours a day and will close at 11:59 p.m. (EDT) on May 4, 2009.

If your shares are held in the name of a bank, broker or other holder of record, you will receive instructions from the holder of record. You must follow the instructions of the holder of record in order for your shares to be voted. Telephone and Internet voting also will be offered to shareholders owning shares through certain banks and brokers. If your shares are not registered in your own name and you plan to vote your shares in person at the annual meeting, you should contact your broker or agent to obtain a legal proxy or broker s proxy card and bring it to the annual meeting in order to vote.

Q. How may I revoke or change my vote?

A. You have the right to revoke your proxy any time before the meeting by (a) notifying Brightpoint s corporate secretary of your revocation or (b) returning a later-dated proxy. The last vote received chronologically will supersede any prior vote. You may also revoke your proxy by voting in person at the annual meeting. Attendance at the meeting, without voting at the meeting, will not in and of itself serve as a revocation of your proxy.

Q. What does it mean if I receive more than one notice or set of proxy materials?

A. It may mean that you are the registered holder of shares in more than one account. You may call our transfer agent, American Stock Transfer & Trust Company, at 1-800-937-5449, if you have any questions regarding the share information or your address appearing on the notice or proxy materials.

Q. Who will count the votes?

A. It is expected that a vice president of Brightpoint will tabulate the votes and act as the inspector of election.

Q. What constitutes a quorum?

A. A majority of the outstanding shares, present or represented by proxy, of Brightpoint s common stock will constitute a quorum for the annual meeting. As of the record date, there were 81,894,102 shares of Brightpoint common stock, $.01 par value per share, issued and outstanding.

Q. How many votes are needed for Proposal 1 the election of the three Class III directors?

A. Assuming a quorum is present, the three Class III directors will be elected by a plurality of the votes cast at the annual meeting, meaning the three nominees receiving the highest number of votes will be elected as directors. Only votes cast for a nominee will be counted, except that a properly executed proxy that does not specify a vote with respect to the nominees will be voted for the three nominees whose names are printed on the proxy card (Kari-Pekka Wilska, Jørn P. Jensen and Jerre L. Stead). Because the vote on this proposal is determined by a plurality of the votes cast, neither abstentions nor broker non-votes (as described below) will have any effect on the election of directors.

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Q. How many votes are needed to approve the other proposals?

A. Assuming a quorum is present, the affirmative vote of the holders of a majority of the shares of Brightpoint common stock represented at the annual meeting, either in person or by proxy, and entitled to vote at the annual meeting is required for each of Proposal 2 and Proposal 3 to pass. As described below, for these proposals, abstentions and broker-non votes will have the same effect as a vote against the proposal.

Q. What happens if I abstain from voting?

A. If an executed proxy card is returned and the shareholder has explicitly abstained from voting on any proposal, the shares represented by the proxy will be considered present at the annual meeting for the purpose of determining a quorum. In addition, while they will not count as votes cast in favor of the proposal, they will count as votes cast on the proposal. As a result, other than with respect to Proposal 1, which will be determined by a plurality of the votes cast, an abstention on a proposal will have the same effect as a vote against the proposal.

Q. What is a broker non-vote ?

A. A broker non-vote occurs when a broker submits a proxy that does not indicate a vote for one or more of the proposals because the broker has not received instructions from the beneficial owner on how to vote on such proposals and does not have discretionary authority to vote in the absence of instructions. While broker non-votes will be counted for the purposes of determining whether a quorum exists at the annual meeting, they will not be considered to have voted on any of the proposals on which such instructions have been withheld. In the case of those proposals requiring a majority vote in favor of the proposal, they will have the same effect as a vote against the proposal.

Q. Who bears the cost of soliciting of proxies?

A. The entire cost of soliciting proxies, including the costs of preparing, assembling, printing and mailing the notice and, as applicable, this proxy statement, the proxy and any additional soliciting material furnished to shareholders, will be borne by us. In addition, arrangements will be made with brokerage houses and other custodians, nominees and fiduciaries to send proxies and proxy materials to the beneficial owners of stock, and we may reimburse such persons for their expenses.

Q. Why does Brightpoint want to amend its 2004 Plan?

A. Our board of directors believes the increase in shares available for issuance under the Plan will enable us to continue to attract and retain personnel of the highest caliber, provide incentive for officers, directors, employees and other key persons, and to promote the well-being of the company. Accordingly, our board of directors believes it is in the best interest of the company and our shareholders to increase the number of shares available for grant under the 2004 Plan and provide for a double-trigger change of control provision for awards made after the date the shareholders approve the proposed amendments to the 2004 Plan as it believes that these actions will provide more flexibility to provide future incentives and will motivate participants to continue to create long term shareholder value.

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PROPOSAL 1:
TO ELECT THREE CLASS III DIRECTORS

General

Our by-laws provide that our board of directors be divided into three classes (Class I, Class II and Class III). At each annual meeting of shareholders, directors constituting one class are elected for a three-year term. At this year s annual meeting, three Class III directors will be elected to hold office for a term expiring at the annual meeting of shareholders to be held in 2012. Based upon the review of and recommendation by our board s corporate governance and nominating committee, the board has nominated Kari-Pekka Wilska, Jørn P. Jensen and Jerre L. Stead to serve as Class III directors.

Each of the directors will be elected to serve during his or her term until a successor is elected and qualified or until the director s earlier resignation or removal.

Pursuant to the shareholder agreement we entered into with Dangaard Holding A/S (Dangaard Holding) upon the closing of our acquisition of Dangaard Telecom A/S (Dangaard Telecom), Dangaard Holding has the right to propose between one and three individuals (which right is in lieu of, and not in addition to, its right to have three designees appointed to our board upon the closing of the acquisition) for election or appointment to our board of directors. This right is subject to the final approval of each such designee by our board s corporate governance and nominating committee, applying reasonable and uniform standards consistent with both its past practices and our corporate governance principles and after it determines that such designee satisfies the independence requirements of NASDAQ Marketplace Rule 4200(a). This right is contingent upon the percentage of our common stock owned by Dangaard Holding as follows:

- for as long as it owns at least 27.5% of our then outstanding common stock, Dangaard Holding will retain its designee proposal right with respect to three designees;

- for as long as it owns at least 17.5% but less than 27.5% of our then outstanding common stock, Dangaard Holding will retain its designee proposal right with respect to two designees; and

- for as long as it owns at least 7.5% but less than 17.5% of our then outstanding common stock, Dangaard Holding will retain its designee proposal right with respect to one designee.

Dangaard Holding currently owns 36.6% of our outstanding common stock. In the event, and at such time as, the number of directors with respect to which Dangaard Holding has designee proposal rights is reduced in accordance with the foregoing, upon request from us, Dangaard Holding shall immediately cause the requisite number of its designated directors to resign from our board of directors. To facilitate this procedure, in connection with each appointment or nomination for election of a director designee of Dangaard Holding to our board of directors, Dangaard Holding will cause such proposed director to deliver to us an irrevocable letter of resignation that is automatically effective in the event (a) the number of director designees Dangaard Holding is entitled to propose has been reduced, in accordance with the foregoing, as a result of a decrease in its ownership percentage in our company and (b) the resignation of such director is requested by a majority of our non-Dangaard designee board members or by Dangaard Holding in order to reduce the number of Dangaard Holding directors then serving on our board to the number of such directors that Dangaard Holding is then permitted to designate.

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Pursuant to the terms of the shareholder agreement that we entered into with Dangaard Holding upon the closing of the Dangaard Telecom acquisition, until the earlier of (a) the date on which Dangaard Holding owns less than 7.5% of our outstanding common stock and (b) the date on which it (i) owns less than 10% of our outstanding common stock, (ii) has no designee serving as a member of our board of directors and (iii) has irrevocably given up its director designee rights, referred to as the standstill period, Dangaard Holding will be required to vote all of its shares in favor of all director candidates and shareholder proposals (other than those seeking approval to authorize a merger, sale of all or substantially all of our common stock or assets or other similar business combination or for matters related to the foregoing) recommended by our board of directors.

At this year s annual meeting, the proxies granted by shareholders will be voted individually for the election, as directors of Brightpoint, of the persons listed below, unless a proxy specifies that it is not to be voted in favor of a nominee for director. You may not vote your proxy for the election of a person to fill a directorship for which no nominee is named in this proxy statement. If, at the time of the annual meeting, any of the nominees named in the enclosed proxy should be unable or decline to serve as a director, the proxies are authorized to be voted for such substitute nominee or nominees as the board recommends. The board has no reason to believe that any nominee will be unable or decline to serve as a director.

Recommendation of our board of directors

OUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE FOR THE ELECTION OF THE NOMINEES SPECIFIED BELOW.

Nominees to be elected as Class III directors at this year s annual meeting

The following table sets forth for each nominee, his or her age, a brief description of his or her principal occupation and business experience during the past several years, certain other directorships held and how long he or she has been a director of Brightpoint. None of the nominees is employed by Brightpoint or any entity that is an affiliate of Brightpoint:

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Nominees for Class III Directors
(Term to expire in 2012)

Name of director	Age	Principal occupation and other information
Kari-Pekka Wilska	61	*Mr. Wilska* has served as a member of our board of directors since November 2005. Since November 2005, Mr. Wilska has been a venture partner in Austin Ventures, a venture capital fund that focuses on investing in Texas. Mr. Wilska served in a variety of leadership positions in Nokia s U.S. mobile phone operations from 1993 to 2004, including as president of Nokia, Inc. (Nokia Americas) from 1999 to December 2004 and as president of Vertu Ltd., a subsidiary of Nokia, Inc. From November 2004 until December 2005, Mr. Wilska served as a director of Zarlink Semiconductor Inc., and from December 2005 until it was merged with LSI Corporation, Mr. Wilska served as a director of Agere Systems, a global leader in semiconductors and software solutions for storage, mobility and networking markets. From June 2004 until its merger with American Tower Corporation in August 2005, Mr. Wilska served as a director of SpectraSite, Inc. Mr. Wilska serves on the boards of Mavenir Systems Inc., 724 Solutions, Inc. and BlackSand Technologies.
Jørn P. Jensen	45	*Mr. Jensen* has served as a member of our board of directors since the July 31, 2007 closing of our acquisition of Dangaard Telecom and is currently a member of our audit committee. He has also served as Executive Vice President and chief financial officer of Carlsberg A/S, an international brewery, since 2000 and, during his tenure there, has also served as chairman, vice chairman or board member in several companies within the Carlsberg Group.
Jerre L. Stead	66	*Mr. Stead* has served as a member of our board of directors since June 2000 and currently serves as our lead independent director. Mr. Stead is a member of our compensation and human resources committee and chairman of our corporate governance and nominating committee. Mr. Stead has been chairman of IHS Inc. since December 2000 and its chief executive officer since September 2006. From August 1996 to June 2000, Mr. Stead served as chairman of the board and chief executive officer of Ingram Micro Inc., a worldwide distributor of information technology products and services. Mr. Stead served as chairman, president and chief executive officer of Legent Corporation, a software development company from January 1995 until its sale in September 1995. From 1993 through 1994, Mr. Stead was executive vice president of American Telephone and Telegraph Company, a telecommunications company, and chairman and chief executive officer of AT&T Global Information Solutions, a computer and communications company, formerly NCR Corp. Mr. Stead was president of AT&T Global Business Communications Systems, a communications company, from 1991 to 1993. Mr. Stead was chairman, president and chief executive officer from 1989 to 1991 and president from 1987 to 1989 of Square D Company, an industrial control and electrical distribution products company. In addition, he held numerous positions during a 21-year career at Honeywell. Mr. Stead is a director of Mindspeed Technologies, Inc., and Conexant Systems, Inc.

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Incumbent Class I and Class II directors

The following two tables set forth similar information with respect to incumbent Class I and Class II directors who are not nominees for election at the annual meeting:

Class I Directors
(Term expires in 2010)

Name of director	Age	Principal occupation and other information
Robert J. Laikin	45	*Mr. Laikin*, founder of Brightpoint, has served as a member of our board of directors since its inception in August 1989. Mr. Laikin has been chairman of the board and chief executive officer of Brightpoint since January 1994. Mr. Laikin was president of Brightpoint from June 1992 until September 1996 and vice president and treasurer of Brightpoint from August 1989 until May 1992. From July 1986 to December 1987, Mr. Laikin was vice president and, from January 1988 to February 1993, president of Century Cellular Network, Inc., a company engaged in the retail sale of cellular telephones and accessories.
Jan Gesmar-Larsen	48	*Mr. Gesmar-Larsen* has served as a member of our board of directors since the July 31, 2007 closing of our acquisition of Dangaard Telecom and is currently a member of our compensation and human resources committee. From September 2006 until the closing our acquisition of Dangaard Telecom (at which time he resigned his positions with Dangaard Telecom and Dangaard Holding) Mr. Gesmar-Larsen served on the board of directors of Dangaard Telecom and Dangaard Holding. Prior thereto, he served on various other boards of directors, including as chairman of Interse A/S from January 2001 until May 2005, chairman of Hal Knowledge Solutions from August 2002 until May 2004 and as vice chairman of Bang & Olufsen A/S from 1996 to May 2003. He also served on the advisory board of Danske Bank A/S from September 1999 to May 2004. Previously he held senior executive positions in the personal computer industry, including at Dell Computer Corporation as president of Europe, Middle East and Africa division (EMEA) from 1997 to 2000 and at Apple computer in various positions from 1992 to 1997, including most recently as its president EMEA.
Eliza Hermann	47	*Ms. Hermann* has been a member of our board of directors since January 2003, and is currently chairperson of our compensation and human resources committee and a member of our corporate governance and nominating committee. She is currently Managing Director of Green Park Consultancy Limited (UK). She also serves as a Non-Executive Director on the board of the National Health Service for Hertfordshire in the UK. She was formerly employed by BP plc from 1985-2008 where she served most recently as Vice President Human Resources at global headquarters for 7 years, and was previously part of the business

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Name of director	Age	Principal occupation and other information
		leadership in the oil and gas exploration and production division for over 10 years. During the late 1990 s she was integrally involved in the merger of British Petroleum and Amoco Corporation, participating in the organization design and cultural integration of the two companies.

Class II Directors

(Term expires in 2011)

Name of director	Age	Principal occupation and other information
Thorleif Krarup	56	*Mr. Krarup* has served as a member of our board of directors since the July 31, 2007 closing of our acquisition of Dangaard Telecom and is currently a member of our corporate governance and nominating committee. From September 2006 until the closing of the Dangaard Telecom acquisition (at which time he resigned his positions with Dangaard Telecom and Dangaard Holding), Mr. Krarup served as the chairman of Dangaard Telecom and Dangaard Holding. Mr. Krarup has functioned as an advisor to Nordic Capital since 2004. Previously, he held several group chief executive positions within the financial sector, including with Nykredit A/S, a Danish mortgage bank, and following its merger with Tryg, a Danish insurance company, the holding company Tryg Nykredit Holding, from 1987 to 1992; Unibank A/S, a Danish bank, from 1992 to 2000; and Nordea AB, a bank in the Nordic region, which he co-founded, from 2000 to 2002. Mr. Krarup also currently serves as deputy chairman of the boards of H. Lundbeck A/S, a pharmaceuticals company, Alk Abello A/S, an allergy treatment/pharmaceuticals company, and LFI A/S, an investment company that holds 72% of H. Lundbeck. He is also a member of the board of directors for Bang & Olufsen A/S, a consumer electronics company, as well as several foundations, including Lundbeckfonden, The Crown Prince Frederik Fond and Danmark-Amerika fondet. Mr. Krarup is also a member of the board of directors and audit committee of Group 4 Securicor Plc, a security and cash services company.
Marisa E. Pratt	44	*Ms. Pratt* has served as a member of our board of directors since January 2003 and is currently a member of our audit committee. Since 1991, Ms. Pratt has been employed by Eli Lilly and Company, a pharmaceutical company, in various finance and treasury related positions.
Richard W. Roedel	59	*Mr. Roedel* has served as a member of our board of directors and as chairman of our audit committee since October 2002 and currently serves as a member of our corporate governance and nominating committee. Mr. Roedel is a director, and chairman of the audit committee of Sealy Corporation, Lorillard, Inc., Broadview Network Holdings, Inc., and Luna Innovations Incorporated, and is a director and a member of the audit committee of IHS Inc. He is also a director of the Association of Audit Committee Members, Inc., a non-profit organization. Mr. Roedel was a director and chairman of the audit committee of Dade Behring Holdings, Inc. from October 2002 until November 2007 when Dade was acquired by Siemens AG. Mr. Roedel served in various capacities while with

Take-Two Interactive Software, Inc. from November 2002 to June

Name of director	Age	Principal occupation and other information
		2005, including as its chairman and chief executive officer. From 1999 to 2000, Mr. Roedel was chairman and chief executive officer of the accounting firm BDO Seidman LLP, the United States member firm of BDO International. Before becoming chairman and chief executive officer, he was the managing partner of BDO Seidman s New York metropolitan area from 1994 to 1999, the managing partner of its Chicago office from 1990 to 1994 and an audit partner from 1985 to 1990. Mr. Roedel is a certified public accountant.

Meetings of the board of directors

During the fiscal year ended December 31, 2008, our board of directors held five meetings and took action three times by unanimous consent in lieu of a meeting. During 2008, each member of the board participated in at least 75% of all board and applicable committee meetings held during the period in which he or she was a director, except for Jorn P. Jensen, who attended fewer than 75% of the aggregate of our board and audit committee meetings. The board of directors and each of its committees met regularly in executive sessions. Brightpoint policy is that the board of directors must attend our annual meeting of shareholders each year. Eight of the members of our board attended our 2008 annual meeting.

Board committees

Our board of directors maintains an audit committee, a corporate governance and nominating committee and a compensation and human resources committee. Each of these three committees is comprised solely of persons who meet the definition of an independent director under our governance principles and NASDAQ Marketplace Rules. Each of these committees has adopted a charter, and each of these charters is available on our website, www.brightpoint.com.

The functions of each of the board committees are described below:

Corporate governance and nominating committee

The corporate governance and nominating committee is responsible for developing and reviewing the effectiveness of our corporate governance guidelines, recommending appropriate board and board committee structures and membership, establishing procedures for the director nomination process and recommending nominees for election to the board. In 2008, the corporate governance and nominating committee met four times. The corporate governance and nominating committee considers qualified nominees for election to our board of directors, including those recommended by shareholders following the procedures set forth in this proxy statement under the section entitled Shareholder Proposals for Next Annual Meeting, based on the criteria and standards set forth below under the section entitled Director Selection Process. In addition, the members of this committee are responsible for analyzing and approving the compensation for our directors. The current members of the corporate governance and nominating committee are:

Jerre L. Stead, chair,

Eliza Hermann,

Richard W. Roedel and

Thorleif Krarup.

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Audit committee

The audit committee has the responsibility to oversee the integrity of the company s financial statements and the related system of internal controls, the internal audit function, the selection and performance of our independent registered public accountants and compliance with the company s code of business conduct and ethics and applicable legal and regulatory requirements. During 2008, the audit committee held eight meetings and took action two times by unanimous consent in lieu of a meeting. The current members of the audit committee are:

Richard W. Roedel, chair,

Kari-Pekka Wilska,

Marisa E. Pratt and

Jørn P. Jensen.

None of the members of the audit committee are employees of Brightpoint and each meets the independence and financial literacy requirements under current NASDAQ Marketplace Rules. In addition, our board of directors has determined that Mr. Roedel is an audit committee financial expert as defined under Item 407(d)(5)(ii) of Regulation S-K of the SEC.

Compensation and human resources committee

The compensation and human resources committee has responsibility for approving our compensation policies and for reviewing and recommending for approval by our board of directors all elements of compensation for our officers and other highly compensated members of management. The compensation and human resources committee provides oversight of the administration of our compensation program. The committee also provides oversight of the administration of the issuance of securities under our equity-based compensation plans and cash incentive and deferred compensation plans for our executives. The compensation and human resources committee also has responsibility for reviewing the supplementary benefits paid to our executive officers as well as retirement and other benefits and any special compensation. In addition, the committee reviews and recommends for approval by our board executive employment agreements, severance agreements and change of control provisions for our chief executive officer and other senior executives. The committee also directs the succession planning process for our chief executive officer and other senior executives. The committee provides oversight of our global diversity activities and reviews its charter and evaluates its performance as a committee on an annual basis.

The compensation and human resources committee met eight times in 2008 and took action two times by unanimous consent in lieu of a meeting. All committee members participated in each meeting during the period that they served on the committee. The committee has direct access to independent legal counsel and independent compensation consultants for survey data and other information as it deems appropriate, and it utilized these independent counsel and consultants from time to time during the year.

The current members of the compensation and human resources committee are:

Eliza Hermann, chair,

Jerre L. Stead and

Jan Gesmar-Larsen.

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Director selection process

The qualities and skills sought in prospective members of the board are determined by the corporate governance and nominating committee. The corporate governance and nominating committee requires that director candidates be qualified individuals who, if added to our board, would provide the mix of director characteristics and diverse experiences, perspectives and skills appropriate for us. The criteria for selection of candidates will include, but not be limited to: (i) business and financial acumen, as determined by the corporate governance and nominating committee in its discretion, (ii) relevant education or training, (iii) a commitment to business ethics and the Brightpoint Values, (iv) tenure and breadth of experience in a significant leadership capacity, as well as qualities reflecting a proven record of accomplishment and ability to work with others, (v) knowledge of our industry, (vi) relevant experience and knowledge of corporate governance practices, and (vii) expertise in an area relevant to our company. Any prospective director nominee must be independent under NASDAQ Marketplace Rules and our corporate governance principles. Such nominees should not have commitments that would conflict with the time commitments of being our director. Such nominees shall be of high repute and recognized integrity and not have been convicted in a criminal proceeding or be named a subject of a pending criminal proceeding (excluding traffic violations and other minor offenses). Such nominees shall not have been found in a civil proceeding to have violated any federal or state securities or commodities law, and shall not be subject to any court or regulatory order or decree limiting his or her business activity, including in connection with the purchase or sale of any security or commodity. Such nominees shall have other characteristics considered appropriate for membership on our board of directors, as determined by our corporate governance and nominating committee.

The corporate governance and nominating committee will consider candidates for director nominees put forward by shareholders. The proposal should state how the proposed candidate meets the criteria described above and the shareholder must comply with the other requirements set forth in the section in this proxy statement entitled Shareholder Proposals for Next Annual Meeting. The corporate governance and nominating committee will consider candidates proposed by shareholders by evaluating such candidates in the same manner and using the criteria described above. The corporate governance and nominating committee will also adhere to all applicable laws and regulations.

Director compensation

General

Our corporate governance and nominating committee is responsible for approving, and recommending to our board of directors, our directors compensation. Each year, the corporate governance and nominating committee initiates discussions with respect to directors compensation for the following year at its August committee meeting. At this meeting, the committee typically reviews director compensation surveys from off-the-shelf sources such as the NACD or Corporate Board Member magazine and commences discussions regarding any philosophical shifts or external trends in the marketplace. Thereafter, more data is compiled and reviewed by the members of the committee (e.g., for 2008 compensation, the committee hired each of Mercer Human Resources Consulting and Hewitt Associates LLC, separately, to provide benchmarking data for its director compensation analysis). Then, at its November meeting, the corporate governance and nominating committee discusses all the data collected and prepares its recommendation to the board. The committee s general philosophy is one of not wanting to change director compensation each year, i.e., it has an explicit view that changing director compensation annually would be too frequent.

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2008 director compensation

On December 20, 2007, our board of directors, upon the recommendation of the corporate governance and nominating committee, approved the compensation plan for our independent directors for 2008, 2009 and 2010. The board s independent director compensation for those years will be paid entirely in cash as opposed to a combination of cash and equity. Each independent director, except for the lead independent director, will receive an annual cash retainer of $120,000. In addition, the chairs of the audit, compensation and human resources and corporate governance and nominating committees will receive additional annual fees of $80,000, $30,000 and $30,000, respectively. The lead independent director will receive an annual cash retainer of $250,000, but will not be eligible to receive any additional compensation for board service, including for serving as chair of a committee.

Accordingly, the board no longer requires that any portion of annual board compensation be paid in shares of stock. In February 2009, our board of directors adopted an independent director stock ownership policy, which requires that directors shall beneficially own shares of our common stock with a market value of at least one and one-half ($1^1/2$) times the annual cash retainer. Each director must achieve these requirements within five years of the adoption of this policy. The board has modified our corporate governance principles to be consistent with this new compensation structure.

The following table sets forth information concerning the compensation of our directors except for Robert J. Laikin, our chief executive officer and chairman of our board of directors, during our fiscal year ended December 31, 2008:

Name	Fees earned or paid in cash ($)	Stock awards ($)(1)(2)	Total
Jerre L. Stead	$ 250,000	$ 25,145	$ 275,145
Eliza Hermann	$ 150,000	$ 25,145	$ 175,145
Jan Gesmar-Larsen	$ 120,000	$ 25,034	$ 145,034
Thorleif Krarup	$ 120,000	$ 25,034	$ 145,034
Richard W. Roedel	$ 200,000	$ 25,145	$ 225,145
Kari-Pekka Wilska	$ 120,000	$ 25,145	$ 145,145
Marisa E. Pratt	$ 120,000	$ 25,145	$ 145,145
Jørn P. Jensen	$ 120,000	$ 25,034	$ 145,034

(1) Represents the dollar amounts recognized for financial statement reporting purposes in the year ended December 31, 2008 with respect to shares of restricted stock granted in prior years, as determined based on a calculation pursuant to SFAS 123R.

(2) As of December 31, 2008, the aggregate number of unvested restricted stock awards held by each director was a follows: Mr. Stead 1,859; Ms. Hermann 1,859; Mr. Jensen 1,904; Mr. Krarup 1,904; Mr. Gesmar-Larsen 1,904; Mr. Roedel 1,859; Mr. Wilska 1,859; and Ms. Pratt 1,859.

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Corporate governance

Corporate governance principles

The board of directors of Brightpoint has adopted a set of corporate governance principles which are consistent with the board s responsibility for management oversight. These governance principles are designed to strengthen our company and protect the interests of Brightpoint shareholders while helping to insure the continued vitality of the board. Copies of these governance principles may be accessed at our website, www.brightpoint.com.

Highlights of the corporate governance principles adopted by the board include:

- requiring that the board consist of a majority of independent directors and adopting a definition of independent director that is designed to help ensure that persons who serve as independent directors are truly independent;

- appointing a lead independent director to act as a liaison between the board and management;

- limiting the compensation that can be paid by Brightpoint to the members of the board to that compensation relating to their board or board committee service;

- requiring the chairperson of the audit committee to be a financial expert ;

- prohibiting independent directors or their family members from conducting business with Brightpoint;

- establishing director compensation practices intended to align more closely the interest of the independent directors with Brightpoint s shareholders; and

- encouraging the independent directors to meet in executive session.

Director independence

The board has determined that all of our current directors, with the exception of Mr. Laikin (our chairman and chief executive officer), have met the independence requirements set forth in our corporate governance principles and the NASDAQ Marketplace Rules. In making determinations regarding a director s independence, the board considers all relevant facts and circumstances, including the director s commercial, banking, consulting, legal, accounting, charitable and familial relationships, and such other criteria as the board may determine from time to time.

Shareholder communications with directors

Our board of directors, through its corporate governance and nominating committee, has established a process for shareholders to send communications to the board. You may communicate with the board, individually or as a group, by writing to: The Board of Directors of Brightpoint, Inc. c/o Corporate Secretary, 7635 Interactive Way, Suite 200, Indianapolis, Indiana 46278 or via e-mail: board.directors@brightpoint.com. You should identify your e-mail or other communication as being from a Brightpoint shareholder in the subject line of such communication. The corporate secretary may require reasonable evidence that your communication or other submission is made by a Brightpoint shareholder before transmitting your communication to the board of directors.

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MANAGEMENT OF BRIGHTPOINT

Management table

Our board of directors elects executive officers annually, following our annual meeting of shareholders, to serve until the meeting of the board following the next annual meeting of our shareholders. The following management table sets forth the name of each executive officer as of the record date (all of which also served as such as of December 31, 2008) and the principal positions and offices he holds with Brightpoint. The table also sets forth the current directors of Brightpoint. See the section entitled Proposal 1 above for additional information relating to each of the directors listed below.

Name	Age	Position(s)
Robert J. Laikin	45	Chairman of the Board, Chief Executive Officer and Class I Director
J. Mark Howell	44	President, Americas
Michaél Køehn Milland	46	President, Europe, Middle East and Africa
Anthony Boor	46	Executive Vice President, Chief Financial Officer and Treasurer
Steven E. Fivel	48	Executive Vice President, General Counsel and Secretary
Vincent Donargo	48	Senior Vice President, Chief Accounting Officer and Controller
R. Bruce Thomlinson	47	President, Asia Pacific
John Alexander du Plessis Currie	44	Executive Vice President and Chief Information Officer
Eliza Hermann (1)(2)	47	Class I Director
Jørn P. Jensen (3)	45	Class III Director
Thorleif Krarup (1)	56	Class II Director
Jan Gesmar-Larsen (2)	48	Class I Director
Marisa E. Pratt (3)	44	Class II Director
Richard W. Roedel (1)(3)	59	Class II Director
Jerre L. Stead (1)(2)	66	Class III Director
Kari-Pekka Wilska (3)	61	Class III Director

(1) Member of the corporate governance and nominating committee.

(2) Member of the compensation and human resources committee.

(3) Member of the audit committee.

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Background information on our executive officers

Set forth below for each of our executive officers (other than Robert J. Laikin, our chairman and chief executive officer, as his information is included in this proxy statement under Incumbent Class I and Class II directors) is a brief description of the positions he has held at Brightpoint, his principal occupation and business experience for at least the last five years and how long he has been employed by Brightpoint:

J. Mark Howell On June 30, 2008, Mr. Howell returned to his role as President of Brightpoint Americas. Previously, on July 31, 2007, Mr. Howell became our co-chief operating officer and President, Americas. Mr. Howell had served as president of Brightpoint, Inc. since September 1996, president, Americas since March 2001 and was our chief operating officer from August 1995 to April 1998 and from July 1998 to March 2003. He was executive vice president, finance, chief financial officer, treasurer and secretary of Brightpoint from July 1994 until September 1996. From July 1992 until joining Brightpoint in 1994, Mr. Howell was corporate controller for ADESA Corporation, a company that owns and operates automobile auctions in the United States and Canada. Prior thereto, Mr. Howell was an accountant with Ernst & Young LLP.

Michaél Køehn Milland On June 30, 2008, Mr. Koehn Milland assumed the role of President Europe, Middle East and Africa. Previously, on July 31, 2007, Mr. Køehn Milland became co-chief operating officer and president, International Operations of Brightpoint. Prior to that, he served as chief operating officer of Dangaard Telecom since 1999. Prior to joining Dangaard Telecom, he held positions as chief executive officer of the handset vendor Phillips Consumer Communication in Central Europe, General Director and chief executive officer of FOR A, a Russian telecommunications operator in St. Petersburg, chief operating officer of Thorn EMI, a retail, defense, music and consumer electronics company, in Denmark and other positions in international retail and telecommunications. Mr. Køehn Milland was also part of the team that started Sonofon, which is today a part of the Telenor Group, a wireless network operator.

Anthony Boor has served as Brightpoint s executive vice president, chief financial officer and treasurer since October 2005 and, prior thereto, from June 2005 to October 2005, he served as our acting chief financial officer and acting principal financial officer. Since July 2001, Mr. Boor has also served as the senior vice president and chief financial officer of our Americas division. Mr. Boor was previously vice president and controller of Brightpoint North America L.P. from July 1999 to July 2001 and Director of Business Management of Brightpoint North America from August 1998 to July 1999. Prior to joining Brightpoint, Mr. Boor was employed in various financial positions with Macmillan Publishing, Day Dream, Inc., Ernst & Young LLP, New Mexico State Fairgrounds and The Downs at Albuquerque, KPMG, LLP and Ernst & Whinney. Mr. Boor is a certified public accountant.

Steven E. Fivel has served as our executive vice president, general counsel and secretary since January 1997. From December 1993 until January 1997, Mr. Fivel was an attorney with an affiliate of Simon Property Group, a publicly-held real estate investment trust. From February 1988 to December 1993, Mr. Fivel was an attorney with Melvin Simon & Associates, Inc., a privately-held shopping center development company.

Vincent Donargo has served as Brightpoint s senior vice president, chief accounting officer and controller since September 2005. From 1998 to 2005, Mr. Donargo was the strategic business unit controller, director of finance and corporate controller of Aearo Company, a safety products manufacturing company. Prior to that, from 1990 to 1998, Mr. Donargo was employed in various financial positions with National Starch and Chemical Company, a specialty chemical manufacturing subsidiary of ICI Americas, Inc. Mr. Donargo is a certified public accountant and a certified management accountant.

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R. Bruce Thomlinson has served as president, Asia-Pacific since June 30. From November 2007 until June 30, 2008, Mr. Thomlinson served as president, Asia Pacific, Middle East and Africa. From August 2005 until August 2007, Mr. Thomlinson served as our president, Asia- Pacific and president, International Operations, the latter of which he relinquished upon the closing of the Dangaard Telecom acquisition. Prior thereto, until July 2005, he served as president of our Asia-Pacific division from October 1998 and as managing director of Brightpoint Australia, one of our wholly-owned subsidiaries, from October 1996. Prior to joining our management team, Mr. Thomlinson held the position of managing director/director for Hatadicorp Pty Ltd., a company he co-owned from 1989 until it was acquired by Brightpoint in October 1996.

John Alexander du Plessis Currie has served as our executive vice president and chief information officer since November 2007. Prior thereto he served as our president, emerging markets from January 2006 until November 2007. From August 2002 to December 2005, Mr. Currie was the chairman and chief executive officer of Persequor Limited, a holding company for investments in wireless telecommunications that we subsequently acquired and which is now one of our wholly-owned subsidiaries. From January 1998 to August 2002, Mr. Currie served as the managing director of Brightpoint Middle East FZE, then one of our wholly-owned subsidiaries. Mr. Currie also serves on the board of directors of several of our subsidiaries.

EXECUTIVE COMPENSATION

Compensation discussion and analysis

The global economic downturn that was experienced in 2008 was not only challenging for the company, but was challenging for its vendors, customers and shareholders. As more fully explained below, the committee s design of the 2008 executive compensation program was heavily based on company performance, and therefore resulted in a substantial reduction in total compensation paid compared with the prior year. The annual executive bonus plan and the annual executive equity plan each only resulted in payouts at one-half of their target levels. Accordingly, Mr. Laikin s total annual compensation decreased by 47% in 2008 as compared with 2007, based on cash compensation paid and the value of equity awards granted and deemed earned with respect to each respective fiscal year. The other named executive officers each experienced a similarly proportionate decrease in their total annual compensation.

The following table summarizes total compensation relating to each of the last two fiscal years for each of our named executive officers. Total compensation includes salary, bonuses, performance related bonuses, and the value of restricted stock units granted for the fiscal year:

Named executive officer	Year	Salary	Bonus(1)	Equity(2)	Total
Robert J. Laikin	2008	$900,000	$450,000	$ 537,554	$1,887,554
	2007	$800,000	$800,000	$1,956,573	$3,556,573
J. Mark Howell	2008	$550,000	$137,500	$ 262,804	$ 950,304
	2007	$493,700	$426,850	$ 589,817	$1,510,367
Michaél Køehn Milland	2008	$530,880	$ 66,360	$ 126,836	$ 724,076
	2007	$221,200	$100,680	$	$ 321,880
Anthony W. Boor	2008	$450,000	$112,500	$ 215,019	$ 777,519
	2007	$375,000	$300,000	$1,020,421	$1,695,421
Steven E. Fivel	2008	$425,000	$106,250	$ 203,084	$ 734,344
	2007	$375,000	$300,000	$ 470,921	$1,145,921
R. Bruce Thomlinson(3)	2008	$437,120	$109,280	$ 265,211	$ 811,611
	2007	$538,857	$357,018	$ 581,049	$1,476,924
John Alexander Du Plessis Currie	2008	$475,000	$118,750	$ 226,965	$ 820,715
	2007	$434,000	$307,000	$ 529,970	$1,270,970

(1) Includes performance-based bonuses that were earned under our executive bonus program. In addition, 2007 includes cash discretionary bonuses for all named executive officers except for Mr. Laikin.

(2) Includes the grant date fair value of restricted stock units granted under

our executive equity program. In addition, 2007 includes the grant date fair value of discretionary grants of restricted stock units granted in February 2008 in recognition of operating performance and results for 2007.

(3) Except for stock compensation expense, Mr. Thomlinson is paid in Australian dollars. The amounts paid to him are reported in this table in U.S. dollars and for 2008 were calculated based on an exchange rate of 0.6907 Australian dollars to one U.S. dollar in effect on December 31, 2008. The 2007 U.S. dollar amounts reported in the table for Mr. Thomlinson were calculated based on an exchange rate of 0.8752 Australian dollars to one U.S. dollar in effect on December 31, 2007.

Taking these economic conditions into consideration, as well as the company s evaluation of its performance, the compensation committee, at the request of the company s executive management, made significant reductions in the overall compensation payable to executives for 2009. Management also instituted similar compensation reductions throughout the organization. For the chief executive officer,

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the other named executive officers and other senior executive officers, the committee took the following actions in early 2009:

- determined not to make any merit or other increases to 2008 base salaries; and
- determined that no cash bonuses would be paid with respect to 2009.

General

The board s compensation and human resources committee, also referred to as the compensation committee, evaluates and approves compensation for our officers. As part of its responsibilities, the compensation committee approves and administers cash incentives, equity compensation, retirement, and benefit programs.

The discussion and analysis that follows includes sections related to:

- the objectives of our compensation program;
- the forms of compensation comprising our executive compensation program;
- the compensation committee s process for determining compensation for each of our chief executive officer and chief financial officer and the other officers named in our summary compensation table, referred to throughout this proxy statement as our named executive officers; and
- determinations made by our compensation committee with respect to the various components of our named executive officers compensation for 2008.

Objectives of our compensation program

We offer an executive compensation program that aligns executives financial incentives with our strategic direction and corporate values. Our program is designed to attract and retain key talent needed to manage and grow our business and enhance shareholder value. Our executive compensation program includes both cash (base pay and short-term incentive) and non-cash (equity long-term incentive) components.

In keeping with this executive compensation philosophy, our overall compensation program with respect to our named executive officers is designed to achieve the following objectives:

- to provide our named executive officers with base salaries in the aggregate near the median of the relevant external market comparator group, recognizing that individual base salaries will vary above and below that level, reflecting individual job performance, including results and behaviors, as well as skills, experience and length of tenure in position;
- to provide an opportunity for the total cash compensation paid to our executive officers to significantly exceed the market median when exceptional individual and business performance is achieved;
- to link a portion of the compensation of these officers with the achievement of our overall performance goals, to ensure that individual performance is directed towards the achievement of our collective goals;
- to enhance alignment of individual performance and contribution with long-term shareholder value and business objectives by providing equity awards through our 2004 Long-Term Incentive Plan, also referred to as our 2004 Plan;
- to motivate and incentivize our named executive officers to continually contribute superior job performance throughout the year;

to retain the services of named executive officers so that they will continue to contribute to and be a part of our long-term success; and

to encourage the ongoing career development of our executives and other employees.

Forms of compensation comprising our executive compensation program

We may provide our named executive officers with some or all of the following forms of compensation:

Base salaries. Base salary represents cash amounts paid during the fiscal year to named executive officers as direct compensation for their services to us. Base salaries and base salary increases are used to reward superior individual job performance on a day-to-day basis during the year and to encourage continued superior job performance. Base salaries and base salary increases also recognize the overall skills, experience and tenure in position of each named executive officer.

Performance-based cash bonuses under our annual executive bonus program. Each year our compensation committee adopts, and routinely reviews the design of, an executive bonus program which provides our named executive officers and certain other key employees with the opportunity to earn a cash bonus payment if specific pre-determined financial and strategic performance measures are attained. We use these cash bonuses to reward named executive officers for their short-term contributions to our performance, as measured by our ability to achieve specified financial and strategic targets within our annual operating plan.

Discretionary cash-based bonuses. In addition to performance-based cash bonuses earned under our annual executive bonus program, the compensation committee may also choose to award discretionary cash bonuses to certain named executive officers and certain other key employees based on both their individual performance and our overall performance.

Performance-based grants of equity compensation under our annual executive equity program. Each year we primarily use performance-based equity grants under our 2004 Plan to ensure focus on key financial and strategic objectives. These awards recognize the named executive officers for their contributions to our overall corporate performance, as measured by our ability to achieve specified financial and strategic performance measures within our overall operating plan. Performance based grants of equity compensation are subject to forfeiture, in whole or in part, if we do not achieve these pre-established performance measures. Those equity awards that are no longer subject to forfeiture vest in three equal annual installments subject to, and in accordance with our 2004 Plan and any agreement entered into between us and the grantee. These awards can take the form of options, restricted stock units and restricted stock awards. Each restricted stock unit entitles the holder to receive one share of our common stock upon the vesting date. A restricted stock award entitles the holder to receive shares of our common stock upon the grant date, which remain subject to the restrictions set forth in a restricted stock agreement. Unlike restricted stock units, shares of restricted stock are considered issued and outstanding immediately upon the date of grant. Since 2006, all of our performance-based equity grants to our named executive officers have been made in restricted stock units.

Discretionary grants of equity compensation. The compensation committee may also determine, on a case-by-case basis, if any additional equity grants are warranted due to individual or company performance or for motivation or retention reasons. These awards can take the form of options, restricted stock units and restricted stock awards and are also made under our 2004 Plan.

Initial equity grant upon being hired or appointed. Initial grants of restricted stock units under our 2004 Plan may be made when an executive officer is hired or otherwise becomes a named executive officer. Such grants enable us to reward existing executive officers upon promotion to higher levels of management and to recruit new executives. Initial equity grants are determined based on overall market data, as well as comparisons to our other executives similar grants or holdings, and are usually recommended by Robert J. Laikin, our chief executive officer, with approval by the compensation committee or the full board of directors. Because these initial grants are structured as an incentive for employment, the amount of these grants may vary depending on the particular circumstances of the named executive officer.

Post-termination compensation. We do not offer any pension plan to our named executive officers aside from complying with statutory provisions in the different jurisdictions in which we operate around the world. We do, however, offer all our U.S.-based employees, including our U.S.-based named executive officers, the opportunity to participate in our ERISA-qualified 401(k) Plan. All U.S.-based named executive officers are eligible to participate in this 401(k) Plan and to receive a company match, subject to plan requirements and contribution limits established by the Internal Revenue Service. While we do not offer a qualified pension plan, four of our named executive officers have individual supplementary post-termination compensation arrangements. In the case of Mr. Køehn Milland, the company makes an annual contribution equal to 6.6% of his base salary to a privately held and managed pension plan. In addition, three of our named executive officers have Supplemental Executive Retirement Plan agreements, referred to as SERPs, which will provide these executives with a ten-year benefit upon the latter of employment termination or achieving a specified age. Additionally, pursuant to our employment agreements with our named executive officers, they are each entitled to certain cash payments, and the acceleration of certain of their equity awards, upon a change of control when a change in employment status occurs.

Other benefits. We generally do not offer perquisites to our named executive officers; we do, however, provide them with certain other benefits. These include payments of life insurance premiums, payments of long-term disability insurance premiums, company match in the 401(k) plan and employer contributions toward group medical insurance.

Process for determining named executive officer compensation

As part of its ongoing duties, the compensation committee continually reviews its use of tools, consultants and the composition of the comparator group to ensure that the overall processes, data and analyses with which it works are up to date and relevant.

Approvals. The approval levels for our compensation program are as follows:

for the compensation level of Mr. Laikin, our chief executive officer, the compensation committee determines a recommendation for subsequent approval by the full board of directors; and

for the compensation levels of each of the individuals reporting directly to Mr. Laikin including our named executive officers, our chief executive officer, Mr. Laikin, supported by our senior vice president of global human resources, Annette Cyr, provides input and recommendations to the compensation committee; The compensation committee approves and recommends that the board approve the compensation for these individuals. Mr. Laikin and Ms. Cyr also review the total compensation amounts of all of the named executive officers except Mr. Laikin; and

for the compensation levels of each of the company s officers (other than our named executive officers) as defined in Section 16 of the Securities and Exchange Act of 1934 and the rules and regulations promulgated thereunder, the compensation committee or full board of directors must approve each recommendation.

Competitive positioning. The compensation committee has developed a comparator group of other companies for use as a benchmarking reference group. The comparator group was initially determined as part of an executive compensation analysis conducted for our compensation committee by Hewitt Associates LLC (Hewitt) in 2004 and has been updated each year since. Hewitt acts as an independent compensation consultant to the compensation committee. The scope of Hewitt s engagement is to provide a comparator group against which to analyze our compensation packages in relation to companies similarly situated to us and to determine the economic value of our equity awards for purposes of compensation benchmarking. The compensation committee then considers these analyses and insights when determining compensation.

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We believe that Hewitt is independent because it is and was engaged by the compensation committee itself. Prior to first being hired by the compensation committee in 2004, Hewitt had provided no products or services to us or any of our subsidiaries, and, since such time, we have (in addition to the consulting services it provides to our compensation committee) purchased only a small number of online tools from Hewitt. The Hewitt executive compensation team was neither involved with nor informed of these purchases.

Many of the constituents of the comparator group are distribution and logistics companies and retailers with focus areas and revenues similar to ours. The comparator group also includes some companies that are larger or smaller than us but which we believe to have similar business models. In accordance with its usual methodology, Hewitt uses a regression analysis to normalize for these differences within our comparator group.

The companies comprising the Hewitt comparator group that the compensation committee considered when determining 2008 compensation are:

ALLTEL Corporation	Imation
Ametek, Inc	Ingram Micro
Arrow Electronics, Inc.	L-3 Communications Corporation
Avaya Inc.	Rockwell Automation
CDW Corporation	Solectron Corporation
Ceridian Corporation	The ServiceMaster Company
Convergys Corporation	Tech Data Corporation
DST Systems, Inc.	Teradyne, Inc.
Global Payments Inc.	United Stationers
Graphic Packaging Corporation	W.W. Grainger, Inc.

In addition to Hewitt, the compensation committee also engaged Mercer Human Resources Consulting (Mercer) as an executive compensation consultant beginning in 2006 as an additional source of data and to provide further validation of the overall competitiveness of our executive compensation program. We believe that Mercer is independent because it was retained directly by the compensation committee and has not performed any other human resource consulting for us except that we have purchased some basic online compensation tools from Mercer. The committee believes Mercer adds dimension to the committee s analysis, because unlike Hewitt, which uses a regression analysis, Mercer uses both direct proxy analysis as well as survey data for a custom peer group which is focused on technology, telecommunications and business services organizations with a comparable target revenue scope, industry classification and asset turnover. The companies comprising the Mercer comparator group are:

Anixter International Inc,	Jabil Circuit Inc.
Arrow Electronics Inc.	PC Connection Inc.
Commscope Inc.	Scansource, Inc.
Handleman Co.	Source Interlink Companies, Inc.
Harris Corp.	Synnex Corp.
Ingram Micro Inc.	Tessco Technologies Inc.
Insight Enterprises Inc.	W.W. Grainger, Inc.

Factors considered and reviewed. In performing its duties, the compensation committee takes into account the data and analysis provided by Hewitt and Mercer, as well as several other factors. The compensation committee considers the individual job performance of each named executive officer, including results achieved and behaviors demonstrated. The compensation committee also considers our overall performance. Relative individual tenure in position is taken into account, and relative internal equity among the named executive officers is also considered. Periodic review of tally sheets showing all elements of compensation for each named executive officer is conducted. Ultimately, the compensation committee members take into account all of these factors and data, and apply their own professional judgment in determining their recommendations and decisions on compensation.

Each of the components of compensation is considered as part of the total compensation amount and serves to meet one or more of our compensation objectives.

We have established a total compensation amount that, in aggregate among all executives, is at or slightly below the 50th percentile of the relevant comparator data prepared by Hewitt and Mercer. More emphasis is placed on the variable components of compensation, comprised of annual bonus and long-term incentive compensation, so that a greater portion of total pay is at risk, based on performance. We believe the combination of competitive base salaries and opportunity to exceed the market median if performance warrants, yields a conservative but attractive compensation program that aids us in the attraction, retention and motivation of highly qualified executive personnel.

Timing and procedures. Each year, the compensation committee conducts several meetings in person and telephonically to review and consider executive compensation including external and internal data and analyses. With regard to structuring 2008 executive compensation, the committee began meeting in July 2007 and concluded in February 2009 to make its final determinations. The compensation committee finalizes its compensation decisions on all elements of compensation during the first quarter following the end of the fiscal year, generally at its February meeting. Making compensation decisions at this point allows the compensation committee not only to consider compensation survey data, but also to consider total annual performance against both financial and strategic performance measures. The February meeting is generally scheduled to coincide with a full meeting of the entire board of directors, and generally follows our quarterly and annual earnings release.

Determinations made with respect to executive compensation in and for 2008

Base salaries

In February 2008, the compensation committee, taking into account all of the factors noted above and considering the recommendations of Robert J. Laikin, our chief executive officer, and Annette Cyr, our senior vice president of global human resources, approved increases in the base salaries of our named executive officers as follows:

Named executive officer	2007 Base Salary	2008 Base Salary	Change Amount	Change %
J. Mark Howell	$493,700	$550,000	$56,300	11.4%
Michaél Køehn Milland	$530,880	$530,880	$	N/A
Anthony W. Boor	$375,000	$450,000	$75,000	20.0%
Steven E. Fivel	$375,000	$425,000	$50,000	13.3%
R. Bruce Thomlinson	AUD 614,432	AUD632,865	AUD18,433	3.0%
John Alexander Du Plessis Currie	$434,000	$475,000	$41,000	9.4%

In addition, the compensation committee on its own and taking into account all of the factors described above, developed a recommendation that was subsequently approved by our board of directors regarding an increase in base salary for Robert J. Laikin, our chief executive officer, as follows:

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Named executive officer	2007 Base Salary	2008 Base Salary	Change Amount	Change %
Robert J. Laikin	$800,000	$900,000	$100,000	12.5%

Performance-based cash bonuses under our annual executive bonus programs

In February 2008 the compensation committee approved our 2008 executive bonus program, which established performance measures consisting of a financial target (adjusted income from continuing operations) weighted at 50% and certain strategic objectives (four specific equally weighted measures associated with implementation of our long range business strategy) which, in the aggregate, were also weighted at 50%. Under the 2008 executive bonus program, the target cash bonus established for Mr. Laikin was 100% of his 2008 base salary and the target bonus established for each of our other named executive officers was 50% of his respective 2008 base salary except for Mr. Milland for whom a target bonus of 25% was established.

In determining the specific performance measures to incorporate into the 2008 executive bonus program, we relied heavily on both our annual operating plan and our overall business strategy. We believe that these performance measures appropriately balanced shorter-term operational goals with long-term strategic imperatives and are attainable with stretch efforts. In analyzing our executive compensation programs, we estimated that the performance measures could be achieved approximately two-thirds of the time based upon recent company performance.

The strategic performance measures associated with the 2008 executive bonus program were selected for focus because they are instrumental in driving our long-term strategy. These measures fit into the following categories:

a) Build/enhance supplier relationships

b) Brand equity/customer commitment

c) Bridge differences and create common culture critical to long-term success

d) Review and update the company s long-term strategy and present it to the board of directors for approval.

After the end of the fiscal year, the committee reviews the company s actual performance against each of the financial and strategic performance measures established at the outset of the year by the committee and approved by the board.

The predetermined financial measure for 2008 was Adjusted Income from Continuing Operations of $1.00 per share. In February 2009, the compensation committee determined that this measure was not met, but that each of the strategic performance measures under the 2008 executive bonus program were achieved or exceeded. Accordingly, each of the named executive officers participating in the 2008 program received a cash bonus equal to fifty percent (50%) of his respective target bonus.

Discretionary cash-based bonuses

The compensation committee believes that discretionary cash bonuses were neither warranted nor appropriate for 2008, and thus none were recommended nor approved.

Performance based equity awards under our annual executive bonus program

In February 2008, the compensation committee adopted our 2008 executive equity program and, in accordance with that program, granted performance-based restricted stock units under our 2004 Plan to each of our named executive officers, including our chief executive officer. These grants were subject to forfeiture, in whole or in part, prior to the first anniversary of the grant if we did not achieve the same pre-established financial and strategic measures that were used in determining the performance-based cash bonuses under our 2008 executive bonus program discussed above.

Under the 2008 executive equity program, the number of restricted stock units that each named executive officer was granted, and was thus eligible to earn, was based on a percentage of his base salary, as follows: for Mr. Laikin 125%; for each of Messrs. Boor, Howell, Fivel, Thomlinson and Currie 100%; and for Mr. Køehn Milland 50%. The number of restricted stock units for these grants was calculated for each named executive officer by dividing the dollar value of the applicable percentage of his base salary by the per share closing price of our common stock on February 13, 2008, the day immediately prior to the date of the contingent award.

In February 2009, the compensation committee determined that the 2008 predetermined financial performance measure relating to adjusted income from continuing operations was not met but that each of the 2008 strategic performance measures had been achieved or exceeded and that fifty-percent (50%) of the restricted stock units granted had thus been earned by our executive officers. These earned restricted stock units commenced vesting in three equal annual installments in February 2009.

Discretionary grants of equity compensation. The compensation committee believes that discretionary grants of equity compensation were neither warranted nor appropriate for the named executive officers for 2008, and thus none were recommended nor approved. The committee did approve small grants of restricted stock units for certain other key employees, for purposes of individual reward and retention.

Named executive officer	2008 Cash Bonus Earned	2008 RSUs Earned under 2008 Equity Program
Robert J. Laikin	$450,000	48,913
J. Mark Howell	$137,500	23,913
Michaél Køehn Milland	$ 66,360	11,541
Anthony W. Boor	$112,500	19,565
Steven E. Fivel	$106,250	18,478
R. Bruce Thomlinson	AUD158,216	24,132
John Alexander Du Plessis Currie	$118,750	20,652

Based on our comparator group review, Mr. Laikin s total compensation at target ($2,925,000) and actual payments received during 2008 were below the aggregate median of the comparator group. This is primarily due to long-term incentive compensation which, at target, is currently well below the market median. As shown in the tabulation summary on page 18 at the beginning of this section, the compensation paid to Mr. Laikin for 2008 is also well below that of previous years, reflecting the company s performance in 2008. In the aggregate, the total compensation of all named executive officers is at the market median, with some individual variance around the median based upon job performance, skills, experience and length of tenure in position.

The compensation committee considered internal comparisons with our other senior executives when setting Mr. Laikin s compensation. Mr. Laikin s total compensation, assuming all of his targets are met, is roughly double that of the next most highly compensated named executive officer. We believe this is justified because of his strong job performance as chief executive officer as well as his role as founder of our organization.

Post-termination compensation

Post-retirement compensation. All U.S.-based named executive officers are eligible to participate in our ERISA-qualified 401(k) Plan and to receive a company match, subject to plan requirements and contribution limits established by the IRS. The 401(k) Plan provides a matching benefit of $0.50 per each dollar invested to a maximum of six percent of base salary, subject to these limitations. In 2006, 2007 and 2008, named executive officers and other highly compensated employees as defined by the IRS were subject to contribution and matching limitations based upon required annual non-discrimination testing. During 2008, the named executive officers were each allowed to contribute a maximum of $11,029 to the 401(k) Plan and receive a matching contribution from us of up to $5,515.

In 2005, we entered into supplemental executive retirement plan agreements, referred to as SERP agreements, with each of Robert Laikin, Mark Howell and Steven Fivel. The payments under the SERP agreements will be made on an annual basis beginning on the later of the individual s termination date (other than termination for cause), or the attainment of age 50, 53 or 55 for Messrs. Laikin, Howell or Fivel, respectively, for a period of ten years or until such individual s death, if earlier. If Mr. Laikin, Howell or Fivel is terminated for cause, then the benefit would not commence for that executive until he reached the age of 62 for a period of ten years or until such individual s death, if earlier. The benefit is an annual payment equal to a certain percentage of average base salary and is subject to a limit, referred to as the cap amount.

Assuming annual salary increases of 3% per year, the anticipated payments would reach the cap amount and would be paid in approximately the following amounts: $496,000 per year to Mr. Laikin beginning on the later of termination or age 50; $344,000 per year to Mr. Howell beginning on the later of termination or age 53; and $229,000 per year to Mr. Fivel beginning on the later of termination or age 55, in each case for a period of ten years or until such individual s death, if earlier. Payment under the amended and restated SERP agreements is contingent upon termination of service.

The compensation committee believes that these SERP benefits are reasonable and recognize the long-term contributions of these three named executive officers.

Pursuant to Mr. Køehn Milland s employment agreement, the company makes an annual contribution equal to 6.6% of Mr. Køehn Milland s base salary to a private pension plan maintained and managed by Mr. Koehn Milland. These contributions are taxable income to Mr. Koehn Milland. The company has no further pension liability to Mr. Køehn Milland.

Change of control agreements, severance arrangements. We have entered into employment agreements with each of our named executive officers, which are described below under the heading Employment agreements with named executive officers. Under these employment agreements, each of our named executive officers is entitled to severance payments upon the termination of their employment under certain circumstances, including, in each case, in the event we terminate their employment in breach of the employment agreement (other than for cause or disability) after a change of control. In

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addition, some of the agreements with our named executive officers provide for accelerated vesting of their stock options and or restricted stock awards upon the termination of their employment under certain circumstances. These potential change of control and severance payments are detailed in the Potential payments upon termination or change of control section below. We believe that these arrangements enhance our ability to retain superior executive talent and, if a change of control were to occur, to retain our top executives through a period of uncertainty, keep our management team intact, preserve the neutrality of the management team in negotiating and executing a transaction and keep the management team focused on the best interests of the shareholders, rather than their own job security.

Other benefits

During 2008, our named executive officers received, to varying degrees, a limited amount of other benefits that we paid on their behalf or for which we provided reimbursement. These benefits included the following:

- *payments of life insurance premiums.* We continued to provide all U.S.-based named executive officers and other executives with a group life insurance plan at no cost. The life insurance plan provides a benefit of two times the executive s annual base salary up to a maximum of $400,000 in the event of the death of the plan participant. This plan also provides an accidental death and dismemberment benefit with a maximum possible benefit equal to that of the life insurance benefit. In addition, Mr. Currie participates in a plan in the United Arab Emirates with a benefit of $250,000 in the event of death;

- *payments of long-term disability insurance premiums*. We continued to provide all of our U.S.-based named executive officers, other U.S.-based executives and other key employees with a group long-term disability plan that provides a benefit in the event of the plan participant s disability equal to two-thirds of the participant s pre-disability income, up to a maximum of $12,000 per month;

- *employer contributions toward group medical insurance.* We continued to provide all of our U.S.-based named executive officers and other U.S.-based executives and employees with a group medical insurance program that provides both preventive and catastrophic benefits. Benefits offered to employees outside of the United States vary by local practice and statutory requirements in each of the jurisdictions in which we operate

Tax matters

Section 162(m)

Our policy is to maximize the tax deductibility of compensation paid to our most highly compensated executives under Section 162(m) of the Internal Revenue Code and related regulations, and our shareholders have approved our 2004 Long-Term Incentive Plan under which all forms of equity based compensation are made. We may, however, authorize payments to our named executive officers that may not be fully deductible if we believe such payments are in our shareholders interests. All performance-based restricted stock unit awards have been structured to qualify as performance-based compensation exempt from the limitations on deductibility imposed by Section 162(m).

Sections 280G and 4999

The employment agreements for Messrs. Laikin, Howell, Fivel and Boor provide for tax protection on severance payments resulting from a change of control in the form of a gross up payment to reimburse the executive for any excise tax under Internal Revenue Code Section 4999 as well as any additional income and employment taxes resulting from such reimbursement. Code Section 4999 imposes a 20% non-deductible excise tax on the recipient of an excess parachute payment and Code Section 280G disallows the tax deduction to the payor of any amount of an excess parachute payment that is contingent on a change of control. A payment as a result of a change of control must exceed three times the executive s base amount in order to be considered an excess parachute payment, and then the excise tax is imposed on the parachute payments that exceed the executive s base amount.

Section 409(A)

On December 18, 2008, the compensation committee approved amendments to our 2004 Plan to conform the 2004 Plan to Section 409A of the Internal Revenue Code, referred to as Section 409A. Specifically, the 2004 Plan was amended so that the definition of Change of Control with respect to the vesting of restricted stock units now conforms to the Section 409A definition. In addition, the compensation committee approved amendments to the employment agreements of Messrs. Laikin, Boor, Howell, Milland, and Fivel to conform those agreements to Section 409A. Specifically, each employment agreement has been amended to specify that severance amounts payable by us, which are not exempt from Section 409A, will be further deferred for six months following that executive s separation from service with us.

Report of compensation committee on compensation analysis and discussion

The information contained in this Compensation and Human Resources Committee Report is not soliciting material and has not been filed with the SEC. This report will not be incorporated by reference into any of our future filings under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that we may specifically incorporate it by reference into a future filing.

The compensation and human resources committee has reviewed and discussed the section in this proxy statement entitled Executive Officers Compensation discussion and analysis with Brightpoint s management. Based on this review and these discussions, the compensation and human resources committee recommended to Brightpoint s board of directors that this Compensation discussion and analysis section be included in Brightpoint s Annual Report on Form 10-K for the fiscal year ended December 31, 2008 and in this proxy statement.

COMPENSATION AND HUMAN RESOURCES COMMITTEE

Eliza Hermann, chair
Jan Gesmar-Larsen
Jerre L. Stead

2008 Summary Compensation Table

The following table discloses for the fiscal year ended December 31, 2008 the compensation for the person who served as our chief executive officer, the person who served as our chief financial officer and our other named executive officers.

Name	Year	Salary	Bonus	Stock Awards (1)	Option Awards (2)	Non-equity Incentive Plan Compensation (3)	Change in Pension Value and Non-Qualified Deferred Compensation Earnings (4)	All Other Compensation (5)	Total
Robert J. Laikin Chairman of the Board and Chief Executive Officer	2008	$900,000		$1,493,393	$ 5,855	$450,000	$351,643	$ 15,319	$3,216,210
	2007	$800,000		$1,220,495	$ 69,079	$800,000	$230,713	$ 9,719	$3,130,006
	2006	$750,000		$ 888,301	$265,324	$750,000	$154,686	$ 8,112	$2,816,423
J. Mark Howell Co-chief Operating Officer and President, Americas Division	2008	$550,000		$ 749,501	$ 2,933	$137,500	$137,711	$ 12,210	$1,589,855
	2007	$493,700	$180,000	$ 648,878	$ 34,589	$246,850	$ 91,604	$ 8,669	$1,704,290
	2006	$455,000		$ 423,288	$132,775	$227,500	$ 63,288	$ 8,112	$1,309,963
Michaél Køehn-Milland Co-chief Operating Officer and President, International Operations	2008	$530,880		$ 37,148		$ 66,360		$190,467	$ 824,855
	2007	$221,200	$ 67,500			$ 33,180		$ 77,136	$ 399,016
Anthony W. Boor Executive Vice President, Chief Financial Officer and Treasurer	2008	$450,000		$ 502,777	$ 1,501	$112,500		$ 14,043	$1,080,821
	2007	$375,000	$112,500	$ 282,983	$ 16,738	$187,500		$ 8,369	$ 983,090
	2006	$350,000		$ 159,863	$ 42,347	$175,000		$ 7,972	$ 735,182
Steven E. Fivel Executive Vice President, General Counsel and Secretary	2008	$425,000		$ 462,848	$ 2,454	$106,250	$103,811	$ 14,013	$1,114,376
	2007	$375,000	$112,500	$ 388,843	$ 30,373	$187,500	$ 78,744	$ 8,294	$1,181,254
	2006	$360,000		$ 265,385	$123,295	$180,000	$ 55,081	$ 8,112	$ 991,873

R. Bruce Thomlinson (6) President, Asia Pacific, Middle East and Africa	2008	$437,120		$ 561,892	$ 2,933	$109,280		$ 8,979	$1,120,204
	2007	$538,857	$ 87,517	$ 469,235	$ 34,589	$269,501		$ 11,103	$1,410,802
	2006	$465,905		$ 308,155	$132,775	$232,952		$ 9,895	$1,149,682
John Alexander Du Plessis Currie Executive Vice President, Chief Information Officer	2008	$475,000		$ 733,410		$118,750		$ 73,637	$1,400,797
	2007	$434,000	$ 90,000	$ 621,345		$217,000		$ 58,182	$1,420,527
	2006	$400,000		$ 419,644		$200,000		$253,011	$1,272,655

(1) Represents the dollar amounts recognized for financial statement reporting purposes during the relevant fiscal year with respect to shares of restricted stock and restricted stock units, as determined based on a calculation pursuant to SFAS 123R. This compensation cost includes both the amounts recorded as compensation expense in our income statement for the fiscal year as well as amounts earned during the period that are capitalized on our balance sheet. Please

refer to Note 2
to our
consolidated
financial

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statements filed with our Annual Report on Form 10-K for the year ended December 31, 2008 for the relevant assumptions related to the calculation of such value.

(2) Represents the dollar amounts recognized for financial statement reporting purposes in the relevant fiscal year with respect to options, as determined based on a calculation pursuant to SFAS 123R. Please refer to Note 2 to our consolidated financial statements filed with our Annual Report on Form 10-K for the year ended December 31, 2008 for the relevant assumptions related to the calculation of such value.

(3) Represents performance-based cash bonuses paid in 2009 that were earned in 2008 under our 2008 executive bonus program. In February 2009, the compensation committee determined that the

financial measure relating to adjusted income from continuing operations was not met but each of the strategic performance measures under the 2008 executive bonus program were achieved or exceeded. In accordance with the plan, Mr. Laikin received a bonus payment equal to 50% of his 2008 base salary, and the other named executive officers each received a bonus payment equal to 25% of his respective 2008 base salary, except for Mr. Køehn Milland, who received a bonus payment equal to 12.5% of his base salary.

(4) Figure represents the present value of SERP benefit as calculated by Mercer Human Resources Consulting. Retirement is assumed to occur at the plan s unreduced retirement age of 62 and paid in the form of a temporary life annuity for not more than ten years. The present values for

December 31, 2008 and December 31, 2007 were determined using a discount rate of 5.50% and 5.75%, respectively.

(5) Includes life and long-term disability insurance premiums paid by us and 401(k) matches or statutory superannuation payments made by us. For Mr. Køehn Milland, this amount includes relocation and expatriate benefits associated with his relocation from Denmark to Indianapolis including housing, education expenses for his children and a general expatriate allowance in exchange for certain other benefits he was previously eligible to receive in Denmark. For Mr. Currie, this amount represents the change in the accrued value of a gratuity program in which Mr. Currie participates in accordance with the laws of the United Arab Emirates (where he lives), whereby upon his termination he will be entitled to a

benefit that reflects his salary and years of service in the United Arab Emirates as well as premiums for life and medical insurance offered to staff in the United Arab Emirates.

(6) Except for stock compensation expense, which is calculated in accordance with SFAS 123R, Mr. Thomlinson is paid in Australian dollars. The amounts paid to him are reported in this table in U.S. dollars and for 2008 were calculated based on an exchange rate of 0.6907 Australian dollars to one U.S. dollar in effect on December 31, 2008. The 2007 U.S. dollar amounts reported in the table for Mr. Thomlinson were calculated based on an exchange rate of 0.8752 Australian dollars to one U.S. dollar in effect on December 31, 2007. The 2006 U.S. dollar amounts reported in this table for Mr. Thomlinson are based on an exchange rate of 0.7886 Australian

dollars to one U.S.
dollar.

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2008 Grants of Plan-Based Awards

The following table discloses for the periods presented the grants of awards made to the named executive officers during our fiscal year ended December 31, 2008 under any of our plans: