

SUPERIOR INDUSTRIES INTERNATIONAL INC  
Form DEF 14A  
March 19, 2012

**SCHEDULE 14A INFORMATION**

**(RULE 14A-101)**

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

Filed by the Registrant  S

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

SUPERIOR INDUSTRIES INTERNATIONAL, INC.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

S No fee required

£ 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:

(5) Total fee paid:

£ Fee paid previously with preliminary materials.

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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Superior Industries International, Inc. 2012 Proxy Statement

**SUPERIOR INDUSTRIES INTERNATIONAL, INC.**

**7800 Woodley Avenue**

**Van Nuys, California 91406**

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**NOTICE OF 2012 ANNUAL MEETING OF SHAREHOLDERS**

**To Be Held May 18, 2012**

To the Shareholders of

SUPERIOR INDUSTRIES INTERNATIONAL, INC.:

The Annual Meeting of Shareholders (the "Annual Meeting") of SUPERIOR INDUSTRIES INTERNATIONAL, INC. (the "Company") will be held at the Airtel Plaza Hotel, 7277 Valjean Avenue, Van Nuys, California 91406 on Friday, May 18, 2012 at 10:00 A.M. Pacific Time for the following purposes:

- (1) To elect three director candidates as Class I directors of the Board of Directors;
- (2) To approve executive compensation on an advisory basis; and
- (3) To transact such other business as may properly come before the Annual Meeting or any postponements or adjournments thereof.

Only shareholders of record at the close of business on March 19, 2012 are entitled to notice of and to vote at the Annual Meeting.

Your vote is important. Whether or not you expect to attend the Annual Meeting in person, please vote as promptly as possible. This will ensure the presence of a quorum at the Annual Meeting. The Company will save the expense and extra work of additional solicitation if you promptly vote your shares via the Internet or by telephone, or by requesting

and returning a signed and dated proxy card. Such action will not affect your right to vote in person should you choose to attend the Annual Meeting. Please review the instructions regarding your voting options described in the Notice of Internet Availability previously delivered to shareholders.

By Order of the Board of Directors

/s/ Robert A. Earnest

Robert A. Earnest

Vice President, General Counsel and Corporate Secretary

Van Nuys, California

Dated: April 3, 2012

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS**

**FOR THE SHAREHOLDER MEETING TO BE HELD ON MAY 18, 2012**

The Notice of Internet Availability previously delivered to shareholders provides instructions as to how shareholders can access our Proxy Statement and our 2011 Annual Report to Shareholders via the Internet, contains a listing of matters to be considered at the Annual Meeting, and includes instructions as to how shares can be voted via the Internet at [www.proxyvote.com](http://www.proxyvote.com) or by telephone. You may request a printed version of the proxy card, our Proxy Statement and Annual Report to Shareholders. Please see the Notice of Internet Availability for instructions.

Superior Industries International, Inc. 2012 Proxy Statement

**TABLE OF CONTENTS**

2012 PROXY SUMMARY	i
PROXY STATEMENT	
VOTING SECURITIES AND PRINCIPAL HOLDERS	2
PROPOSAL 1 - ELECTION OF DIRECTORS	3
CORPORATE GOVERNANCE AND THE BOARD OF DIRECTORS	7
PROPOSAL 2 – ADVISORY VOTE ON EXECUTIVE COMPENSATION	11
COMPENSATION DISCUSSION AND ANALYSIS	11
COMPENSATION COMMITTEE REPORT	19
EXECUTIVE COMPENSATION	19
AUDIT AND NON-AUDIT FEES	28
INDEPENDENT PUBLIC ACCOUNTANTS	29
AUDIT COMMITTEE REPORT	29
SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE	29
SHAREHOLDER PROPOSALS FOR THE 2013 ANNUAL MEETING OF SHAREHOLDERS	30
ANNUAL REPORT TO SHAREHOLDERS AND OTHER MATTERS	30

Superior Industries International, Inc. 2012 Proxy Statement

**2012 PROXY SUMMARY**

*This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider, and you should read the entire proxy statement carefully before voting.*

**Annual Meeting of Shareholders**

- Time and Date: 10:00 a.m., May 18, 2012
- Place: Airtel Plaza Hotel  
7277 Valjean Avenue  
Van Nuys, CA 91406
- Record Date: March 19, 2012
- Voting: Shareholders as of the record date are entitled to vote. Each share of common stock is entitled to one vote for each director nominee and one vote for each of the proposals to be voted on.

**Meeting Agenda**

<b>Voting Matters</b>	<b>Board Vote Recommendation</b>	Page Reference (for more detail)
Election of Class I Directors	FOR EACH DIRECTOR NOMINEE	3
Advisory Vote on Executive Compensation	FOR	11

**Board Nominees**

The following table provides summary information about each director nominee. Each of these director nominees is nominated to serve as a Class I director for a three-year term ending at the 2015 Annual Meeting.

Name	Age	Director Since	Occupation	Experience/ Qualification	Committee Independent Memberships	Other Public Company Boards
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ACNGCCBC

				· Leadership			
Philip W. Colburn	83	1990	Retired Chairman, Allen Telecom, Inc.	· Industry	X	X	X
				· Expertise			
Margaret S. Dano	52	2007	Retired Vice President, Worldwide Operations of Garrett Engine Boosting Systems, a division of Honeywell International Inc.	· Experience			
				· Leadership			X
				· Global	X	X	
				· Expertise			
Timothy C. McQuay	60	2011	Managing Director, Investment Banking, Noble Financial Capital Markets	· Leadership			· BSD Medical, Inc., Chairman
				· Expertise	X	X	· Meade Instruments Corp., Chairman
				· Experience			

AC Audit Committee  
 NGC Nominating and Corporate Governance Committee  
 CBC Compensation and Benefits Committee

**Advisory Vote on Executive Compensation**

We are asking our shareholders to approve on an advisory basis our named executive officer compensation. The Board recommends a FOR vote because it believes that Superior’s compensation program, with its balance of short-term incentives and long-term incentives, rewards sustained performance that is aligned with long-term shareholder incentives.

Superior Industries International, Inc. 2012 Proxy Statement

**2011 Executive Compensation Elements**

Element	Characteristics	Terms
Base Salary	·Cash	Named Executives Officers (other than CEO) generally eligible for base salary adjustments when deemed necessary to meet market competition or when appropriate to recognize increased responsibilities
Performance-based short-term incentive compensation	·Cash bonus	Fixed percentage bonus amount based on quantitative company performance combined with discretionary bonus amount based on qualitative individual performance goals
Long-term equity incentive compensation	·Stock Options	Options vest one third per year commencing 1 year after grant date
	·Restricted Stock Awards	Restricted stock awards vest one third per year commencing 1 year after grant date
Retirement	·Salary Continuation Plan	·Benefit equal to 30% of individual's final average base salary compensation during last 3 years of employment, payable after reaching specified vesting dates and after reaching the age of 65
	·401(k) Plan	·Benefit frozen to new participants on February 3, 2011 100% match of the first 1% of before-tax contributions to the 401(k) plan and 50% of such contributions over 1% and up to 6%, in any event capped at legal limits
Other	·Perquisites	Car allowance, life insurance benefits, health and welfare benefit plans

**2011 Compensation Decisions**

- Froze the Salary Continuation Plan to new participants as of February 3, 2011
- Adopted the Executive Change in Control Severance Plan on March 18, 2011
- Adopted new Annual Incentive Performance Plan and CEO Annual Incentive Performance Plan, as approved by shareholders, to provide annual cash bonuses to Named Executive Officers and the CEO contingent on the attainment of targeted levels of EBITDA (earnings, before interest, tax, depreciation and amortization)

**2013 Annual Meeting**

Deadline for shareholder proposals: Shareholders who wish to present proposals for action at the 2013 Annual Meeting of Shareholders must give written notice to our corporate secretary by December 4, 2012 in order for such



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proposal to be considered for inclusion in our proxy statement and form of proxy relating to that meeting.

ii

Superior Industries International, Inc. 2012 Proxy Statement

**SUPERIOR INDUSTRIES INTERNATIONAL, INC.**

**7800 Woodley Avenue**

**Van Nuys, California 91406**

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**PROXY STATEMENT**

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**2012 ANNUAL MEETING OF SHAREHOLDERS**

**To Be Held May 18, 2012**

This Proxy Statement is furnished to the shareholders of Superior Industries International, Inc., a California corporation (referred to herein as “Superior,” the “Company” or in the first person notation “we,” “us” and “our”), in connection with the solicitation of proxies by the Company’s Board of Directors for use at the 2012 Annual Meeting of Shareholders (the “Annual Meeting”) to be held at the Airtel Plaza Hotel, 7277 Valjean Avenue, Van Nuys, California 91406 on Friday, May 18, 2012 at 10:00 A.M. Pacific Time and at all postponements and adjournments thereof. The cost of this solicitation will be borne by Superior. The solicitation will be by mail, telephone, Internet, or oral communication with shareholders. The Company has requested that brokers, custodians, nominees and other record holders forward copies of the Notice of Internet Availability and other soliciting materials to persons for whom they hold shares of Superior common stock and request authority for the exercise of proxies. In such cases, the Company will reimburse such record holders for their reasonable expenses, provided the Company is invoiced through Broadridge Financial Systems, Inc. within two months of the Annual Meeting.

The matters to be considered and voted upon at the Annual Meeting are set forth in the Notice of Internet Availability and also in the Notice of Annual Meeting of Shareholders which accompanies this Proxy Statement.

If your shares are registered directly in your name, you are considered a stockholder of record and you may vote in person at the Annual Meeting. A proxy, if properly executed, duly returned and not revoked, will be voted in accordance with the instructions contained thereon. If a properly executed proxy is returned without instructions, the proxy will be voted FOR the election as directors of each individual named in Proposal 1 below and FOR the approval of the advisory vote on executive compensation, in each case as recommended by the Board of Directors. If your proxy is not returned or you do not vote at the Annual Meeting, your vote will not be counted. Any shareholder who executes and delivers a proxy has the right to revoke it at any time before it is exercised, by filing with the Corporate

Secretary of Superior a written notice revoking it or a duly executed proxy bearing a later date, or, if the person executing the proxy is present at the meeting, by voting his or her shares in person. Furthermore, if you vote by Internet or telephone, you may revoke your proxy by voting again by Internet or telephone.

If your shares are registered through a bank or brokerage firm, your shares are considered to be held beneficially in street name. If your shares are held beneficially in "street name," you will receive instructions from such holder of record that you must follow for your shares to be voted. Please follow their instructions carefully. Also, please note that if the holder of record of your shares is a broker, bank or other nominee and you wish to vote in person at the Annual Meeting, you must request a legal proxy or broker's proxy from your bank, broker or other nominee that holds your shares and present that proxy and proof of identification at the Annual Meeting.

If your shares are held beneficially in street name and you do not instruct your bank or brokerage firm, your bank or brokerage firm will not be able to vote your shares on any proposals at this Annual Meeting, and your shares will be considered "broker-non-votes."

Please note that even if you plan to attend the Annual Meeting in person, the Company recommends that you vote before the Annual Meeting.

A copy of Superior's 2011 Annual Report on Form 10-K, as filed with the SEC, accompanies this Proxy Statement or, in the case of shareholders who receive Notice and Access, is available on the website with the Proxy Statement. Additional copies of the 2011 Annual Report on Form 10-K will be furnished to any shareholder without charge on written request to Mr. Kerry A. Shiba, E.V.P. and Chief Financial Officer, Superior Industries International, Inc., 7800 Woodley Avenue, Van Nuys, California 91406.

The Notice of Internet Availability and related proxy materials are being distributed or made available to shareholders on or about April 3, 2012. The address of the principal executive offices of the Company is 7800 Woodley Avenue, Van Nuys, California 91406.

## Superior Industries International, Inc. 2012 Proxy Statement

## VOTING SECURITIES AND PRINCIPAL HOLDERS

There were issued and outstanding 27,189,263 shares of Superior's common stock, no par value (the "Common Stock"), on March 19, 2012, which has been set as the record date for the purpose of determining the shareholders entitled to notice of and to vote at the Annual Meeting. Each holder of Common Stock will be entitled to one vote, in person or by proxy, for each share of Common Stock standing in his or her name on the books of Superior as of the record date; votes may not be cumulated. To constitute a quorum for the transaction of business at the Annual Meeting, there must be present, in person or by proxy, a majority of the shares entitled to vote.

The following table sets forth information known to Superior as of March 19, 2012 with respect to beneficial ownership of the Common Stock by each person known to the Company to be the beneficial owner of more than 5% of the Common Stock, by each director, by each of our Named Executive Officers (as defined in the Compensation Discussion and Analysis section of this Proxy Statement) and by all directors and executive officers of Superior as a group:

Name and Address (†) of Beneficial Owner	Amount and Nature of Beneficially Owned	Percent of Class
The Louis L. Borick Administrative Trust	3,301,694(1)	11.89%
Third Avenue Management LLC 622 Third Avenue, 32nd Floor New York, NY 10017	2,417,303(2)	8.90%
Dimensional Fund Advisors LP Palisades West, Building One Austin, Texas 78746	2,224,750(3)	8.19%
BlackRock, Inc. 40 East 52nd Street New York, NY 10022	1,824,661(4)	6.72%
Heartland Advisors, Inc. 789 North Water Street Milwaukee, WI 53202	1,456,930(5)	5.36%
Steven J. Borick	5,569,945(6)(7)	19.5%
Michael J. O'Rourke	157,796 (6)	*
Parveen Kakar	82,167 (6)	*
Robert A. Earnest	51,367 (6)	*
Philip W. Colburn	26,763 (6)	*
V. Bond Evans	25,833 (6)	*
Sheldon I. Ausman	25,833 (6)	*

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Michael J. Joyce	22,533	(6)	*
Margaret S. Dano	16,833	(6)	*
Francisco S. Uranga	15,333	(6)	*
Kerry A. Shiba	11,624	(6)	*
Timothy C. McQuay	0	(6)	*
Superior's Directors and Executive Officers as a Group (19 persons)	6,337,591	(8)	21.63%

† All persons have the Company's principal office as their address, except as otherwise indicated.  
\* Less than 1%.

(1) Includes 63,750 stock options that are currently exercisable or will become exercisable within 60 days of March 19, 2012.

Based on a Schedule 13G filed with the Securities and Exchange Commission ("SEC") on February 14, 2012, Third Avenue Management LLC reports sole voting power and sole dispositive power with respect to all 2,417,303 shares.

2

Superior Industries International, Inc. 2012 Proxy Statement

Based on a Schedule 13G filed with the SEC on February 14, 2012, Dimensional Fund Advisers LP reports sole voting power with respect to 2,166,346 shares and sole dispositive power with respect to all 2,224,750 shares. (3) According to the filing, the reported shares are owned by trust and accounts managed by Dimensional Fund Advisers LP. Dimensional Fund Advisers LP disclaims beneficial ownership with respect to all 2,224,750 shares.

Based on a Schedule 13G filed with the SEC on February 13, 2012, Blackrock, Inc. reports sole voting power and (4) sole dispositive power with respect to all 1,824,661 shares. According to the filing, the reported shares are held by Blackrock, Inc. through subsidiaries.

Based on a Schedule 13G filed with the SEC on February 10, 2012, Heartland Advisors, Inc. reports shared voting power and shared dispositive power with respect to all 1,456,930 shares. According to the filing, the reported (5) shares are held by funds or accounts managed by Heartland Advisors, Inc. and the reported shares may also be deemed beneficially owned by Mr. William J. Nasgovitz by virtue of his control of Heartland Advisors, Inc. Mr. Nasgovitz disclaims all beneficial ownership of all such shares.

Includes stock options in the amount of 1,468,251 for Mr. Steven Borick, 157,796 for Mr. O'Rourke, 82,167 for (6) Mr. Kakar, 51,367 for Mr. Earnest, 26,763 for Mr. Colburn, 25,833 for Mr. Evans, 25,833 for Mr. Ausman, 22,533 for Mr. Joyce, 16,833 for Ms. Dano, 15,333 for Mr. Uranga and 11,624 for Mr. Shiba that are currently exercisable or will become exercisable within 60 days of March 19, 2012.

Mr. Steven J. Borick is the sole trustee of the Louis L. Borick Administrative Trust and, as a result, possesses sole investment and voting power over the 3,237,944 shares of Common Stock owned by the Louis L. Borick Administrative Trust and the 63,750 stock options included in the Louis L. Borick Administrative Trust's ownership in this table. Mr. Steven J. Borick is also a trustee of the Nita Borick Management Trust, which owns (7) 800,000 shares of Common Stock. As a result, Mr. Steven J. Borick possesses shared voting and investment power over the shares held by the Nita Borick Management Trust. Mr. Steven J. Borick may be deemed to be a beneficial owner of the securities owned directly by the Louis L. Borick Administrative Trust and the Nita Borick Management Trust. Mr. Steven J. Borick disclaims beneficial ownership of the securities owned directly by the Louis L. Borick Administrative Trust and the Nita Borick Management Trust, except to the extent that Mr. Steven J. Borick has a pecuniary interest in such securities.

Includes 2,133,057 shares of which the directors and executive officers have the right to acquire beneficial (8) ownership through the exercise within 60 days from March 19, 2012 of stock options that have previously been granted. Other than as disclosed with respect to each individual director or officer, each of the directors and officers has sole investment and voting power over his or her shares.

PROPOSAL 1

ELECTION OF DIRECTORS

One of the purposes of the Annual Meeting is to elect three Class I directors. Our Restated Articles of Incorporation divide our directors into three classes, as equal in number as possible. The term of office of our Class I directors expires at the 2012 Annual Meeting; the term of office of our Class II directors expires at the 2013 Annual Meeting; and the term of office of our Class III directors expires at the 2014 Annual Meeting. Class I directors will be elected to serve a three-year term ending at the 2015 Annual Meeting and until their successors are elected and qualified.

The Board currently consists of nine directorships divided into three classes: three Class I directors, three Class II directors and two Class III directors. There currently is a vacancy on the Board for one of the Class III directorships, as a result of the passing of our founder and director, Mr. Louis L. Borick, on November 28, 2011.

Unless instructed otherwise, the persons named in the proxy will vote the shares for the election of the nominees named within this proxy as Class I directors. Although it is not contemplated that any nominee will decline or be unable to serve, the shares will be voted by the proxy holders in their discretion for another person if this should happen.

#### **Information Regarding Director Nominees**

Ms. Margaret S. Dano and Messrs. Philip W. Colburn and Timothy C. McQuay are currently serving as Class I directors. Ms. Dano and Mr. Colburn were elected at the 2009 Annual Meeting of Shareholders for a term of office expiring at the 2012 Annual Meeting. Mr. McQuay was appointed on November 10, 2011 to a Class I vacancy for a term of office expiring at the 2012 Annual Meeting.

Superior Industries International, Inc. 2012 Proxy Statement

The Board of Directors recommends all of the nominees for re-election.

For each nominee and for each of the other directors who will continue in office after the Annual Meeting, shown below and in the tables elsewhere in this Proxy Statement are the name, age, principal business or occupation, the year in which each first became a director of the Company, committee memberships, ownership of equity securities of the Company and other information.

Each of the following people are nominated for re-election as Class I directors to serve a three-year term ending at the 2015 Annual Meeting and until their successors are elected and qualified.

***Philip W. Colburn***

Mr. Colburn has more than 40 years of business experience as an entrepreneur, senior executive, CEO and Chairman of privately held and public companies. Mr. Colburn retired as the Chairman of Allen Telecom, Inc., a New York Stock Exchange listed manufacturer of wireless equipment to the global telecommunications industry, in July 2003. He held this position since 1988. He also served as CEO of the company from 1988 to 1993. A CPA, Mr. Colburn has a B.S. from UCLA in Finance and a Masters in Economics from the University of Denver. Mr. Colburn has been a director of nine different public companies. He has expertise in senior management, finance, management of foreign and domestic automotive operations, and transactional negotiation and brings this experience and insight to the Board. Mr. Colburn serves on our Audit and Nominating and Corporate Governance Committees of the Board of Directors.

***Margaret S. Dano***

On May 21, 2010, Ms. Dano was elected to the position of Lead Director for Superior. Ms. Dano brings to this position over 30 years of experience in large, industry leading companies. Ms. Dano was Vice President, Worldwide Operations of Garrett Engine Boosting Systems, a division of Honeywell International, Inc., from June 2002 until her retirement from that position in 2005. From April 2002 to June 2002, she was Vice President, Global Operations, Automation and Controls Solutions of Honeywell. She was Vice President, Supply Chain, Office Products of Avery Dennison Corporation from January 1999 to April 2002, and was Avery Dennison's Vice President, Corporate Manufacturing and Engineering from 1997 to 1999. Previously, she was Vice President, Operations Accessories, North America, of Black & Decker Corporation, and she served as a Program Manager, Product Manager and Plant Manager for General Electric Corporation for a five-year period in the early 1990s. Ms. Dano received a B.S.M.E. in mechanical-electrical engineering from the General Motors Institute of Technology and Management. She is currently the Lead Director and a member of the Compensation Committee for International Container Services, a provider of reusable container solutions in the United States. She has served on the Board, Audit, Compensation and Governance



committees of Fleetwood Enterprises, and the Board, Lead Director and Chair of the Compensation Committee for Anthony International. Ms. Dano brings expertise in strategic planning, product management, start-up and global operations, and cost and quality improvements to our Board, and also chairs our Nominating and Corporate Governance Committee and serves on our Audit Committee.

*Timothy C. McQuay*

Mr. Timothy C. McQuay brings with him nearly 30 years of financial advisory experience to the Board. He has served as Managing Director, Investment Banking with Noble Financial Capital Markets, an investment banking firm, since November 2011. Previously, he served as Managing Director, Investment Banking with B. Riley & Co., an investment banking firm, from September 2008 to November 2011. From August 1997 to December 2007, he served as Managing Director – Investment Banking at A.G. Edwards & Sons, Inc. From May 1995 to August 1997, Mr. McQuay was a Partner at Crowell, Weedon & Co. and from October 1994 to August 1997 he also served as Managing Director of Corporate Finance. From May 1993 to October 1994, Mr. McQuay served as Vice President, Corporate Development with Kerr Group, Inc., a New York Stock Exchange listed plastics manufacturing company. From May 1990 to May 1993, Mr. McQuay served as Managing Director of Merchant Banking with Union Bank. Mr. McQuay received an A.B. degree in economics from Princeton University and a M.B.A. degree in finance from the University of California at Los Angeles. He also serves as the Chairman of the Board of Directors of BSD Medical, Inc. and as the Chairman of the Board of Meade Instruments Corp. Mr. McQuay’s qualifications to serve on the Board include, among others, his extensive business and financial experience and his public company board experience, which includes extensive experience on compensation and audit committees. Mr. McQuay also brings to the Board valuable insight into corporate finance, corporate strategy and risk management that he has gained from his 30 years of experience in the investment banking and financial services industries. Effective January 27, 2012, Mr. McQuay was elected to our Audit and Compensation and Benefits Committees.

**Vote Required and Board Recommendation**

The three people receiving the largest number of “yes”

Superior Industries International, Inc. 2012 Proxy Statement

votes will be elected as Class I directors. Under California law, since there is no particular percentage of either the outstanding shares or the shares represented at the meeting required to elect a director, abstentions and broker non-votes will have no effect on the election of our Class I directors. Shares subject to such abstentions will be counted and shares subject to broker non-votes will not be counted in determining whether there is a quorum for taking shareholder action under California law and our Restated Bylaws. However, our Corporate Governance Guidelines require that in an uncontested election, any nominee for director who receives a greater number of votes “withheld” from his or her election than votes “for” such election shall promptly tender his or her resignation following certification of the shareholder vote. The Nominating and Corporate Governance Committee and the Board must then decide whether or not to accept the tendered resignation, culminating with a public disclosure explaining the Board’s decision and decision-making process.

**The superior Board of Directors UNANIMOUSLY recommends A VOTE**

**FOR the ELECTION OF THESE Nominees  
AS class I directors.**

**Class II and Class III Directors**

Directors in the other two classes of directors whose terms are not expiring at the Annual Meeting are as follows:

**Class II Serving until the 2013 Annual Meeting of Shareholders and until their respective successors are elected and qualified:**

***Sheldon I. Ausman***

Mr. Ausman chairs our Audit Committee and serves on our Compensation and Benefits Committee of the Board of Directors. For 34 years, Mr. Ausman was with the international firm of Arthur Andersen, accountants and auditors. He retired as the Managing Partner of the Southwest United States, Australia, and New Zealand offices. He also served as a member of the firm’s Board of Partners and various other committees. Prior to reaching retirement age, Mr. Ausman served on the Board of Northern Trust Bank of California and was a director of Allen Telecom, Inc., a New York Stock Exchange listed manufacturer of wireless equipment to the telecommunications industry. He currently is a Principal of Gumbiner Savett, Inc., a regional public accounting firm. In addition, he is a director of several nonprofit

and privately owned companies. From 2007 to 2010, Mr. Ausman served as our Lead Director. He brings to Superior expertise in strategic transactions, accounting, financial reporting, and audit of manufacturing companies.

***V. Bond Evans***

Mr. Evans has over 37 years of domestic and international experience in engineering, manufacturing and general management disciplines, primarily in the aluminum industry. He graduated from General Motors Institute of Technology and Management and began his career with General Motors Diesel Ltd. Canada. In 1960, he joined Kawneer Company Canada Limited. He became President with responsibility for Canadian and European operations in 1968. He was named President of the parent company in 1970 with responsibility for worldwide operations. Following the acquisition of Kawneer, Inc. by Alumax, Inc., a New York Stock Exchange listed producer of aluminum, he held a succession of upper management positions in Alumax, becoming President and Chief Executive Officer of the company in 1991. Mr. Evans retired from Alumax in 1994. During his career Mr. Evans served as a Director and Committee Chairman of the Aluminum Association and the International Primary Aluminum Institute. Mr. Evans brings expertise in plant design and site selection, manufacturing industry engineering and management knowledge, and foreign and domestic labor, contract, and regulatory negotiation skills to the Board. He also chairs the Compensation and Benefits Committee of the Board of Directors.

***Michael J. Joyce***

Mr. Joyce has more than 30 years of experience in automotive and automotive related industries. He is currently a director of Auxilio, Inc., a print management service provider to the health care industry, where he chairs their Compensation Committee. Prior to his retirement in 1998, Mr. Joyce was President, CEO and a principal owner of Pacific Baja Light Metals, Inc., a manufacturer of aluminum wheels and other machined aluminum castings for the automotive industry. Pacific Baja has manufacturing facilities in the United States and Mexico. From 1983 to 1990, Mr. Joyce was Group President of the Aluminum Wheel Group of the Kelsey-Hayes Company. From 1971 to 1983, Mr. Joyce held various management positions with Rockwell International, the last as Vice President and General Manager of its Western Wheel Division, a manufacturer of aluminum wheels. Mr. Joyce holds a degree in physics from Kent State University and a M.B.A. from Ohio State University. Mr. Joyce brings expertise to the Board in international manufacturing, operations and finance, aluminum foundry and machining equipment and operations, and also serves on the Compensation and Benefits Committee of the Board of Directors.

Superior Industries International, Inc. 2012 Proxy Statement

**Class III — Serving until the 2014 Annual Meeting of Shareholders and until their respective successors are elected and qualified:**

*Steven J. Borick*

Mr. Steven J. Borick has been a member of the Board since 1981 and has served as its Chairman since 2007 and is responsible for the formulation of our overall strategic planning and that of our subsidiaries. He served as our President since 2003, and as our Chief Executive Officer since 2005. He joined us in January 1999, after serving on our Board for 18 years, and was appointed Vice President, Strategic Planning on March 19, 1999, and Executive Vice President on January 1, 2000. Prior to joining us, he was engaged in the oil exploration business for over 20 years as President of Texakota, Inc. and general partner of Texakota Oil Co. Mr. Steven Borick has also served on the Board of Directors of M.D.C. Holdings, Inc., a New York Stock Exchange listed company, for 25 years, since April 1987; he recently announced that he will not stand for re-election when his current term expires on May 21, 2012. Mr. Borick's intimate knowledge of our business and operations provides the Board with company-specific experience and expertise.

*Francisco S. Uranga*

Mr. Uranga is Corporate Vice President and Chief Business Operations Officer for Latin America at Taiwan-based Foxconn Electronics, Inc., the largest electronic manufacturing services company in the world, where he is responsible in Latin America for government relations, regulatory affairs, incentives, tax and duties, legal, customs, immigration, and land and construction issues. From 1998 to 2004, he served as Secretary of Industrial Development for the state government of Chihuahua, Mexico. Previously, Mr. Uranga was Deputy Chief of Staff and then Chief of Staff for Mexican Commerce and Trade Secretary Herminio Blanco, where he actively participated in implementing the North American Free Trade Agreement and in negotiating key agreements for the Mexican government as part of the country's trade liberalization. Earlier, Mr. Uranga was Sales and Marketing Manager for American Industries International Corporation. He earned a B.B.A. in Marketing from the University of Texas at El Paso and a Diploma in English as a Second Language from Brigham Young University. Mr. Uranga brings expertise in Mexican-American relations and operations and regulatory compliance, helping us manage our plants in Mexico, which now account for the majority of our production. Mr. Uranga serves on our Nominating and Corporate Governance Committee of the Board of Directors.

**The nominees for Class I directors and the additional directors in Class II and Class III are as follows:**

