







**American Eagle Outfitters, Inc.**

AEO NYSE

Retail - Apparel / Accessories

Market Capitalization USD:

**\$2,284.24 mm****CONCERN LEVEL: HIGH**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap. 
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less. 
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year. 
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group. 
- 7 The company's dilution from equity incentives is 10 percent or less. 
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

**CEO: Robert L. Hanson****Age: 49****CEO Since: 2012**

	2009	2010	2011
<b>Base Salary</b>	\$1,600,000	\$1,700,000	\$1,700,000
<b>Discretionary Bonus</b>	\$0	\$0	\$5,700,000
<b>Annual Cash Incentive</b>	\$3,175,541	\$612,817	\$1,126,669
<b>Benefits and Perquisites</b>	\$51,063	\$62,161	\$5,878,094
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$4,826,604</b>	<b>\$2,374,978</b>	<b>\$14,404,763</b>
<b>Increase in Post-Retirement Benefits</b>	\$0	\$0	\$0
<b>Stock Option Awards</b>	\$4,560,000	\$0	\$0
<b>Stock Awards</b>	\$8,560,151	\$6,839,999	\$0
<b>TOTAL COMPENSATION</b>	<b>\$17,946,755</b>	<b>\$9,214,977</b>	<b>\$14,404,763</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$6,080,447	\$2,853,424	\$2,880,164
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$8,258,705	\$0
<b>Value Realized on Vesting of Stock</b>	\$0	\$15,463,213	\$1,245,390
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$0</b>	<b>\$23,721,918</b>	<b>\$1,245,390</b>

Proxy Date: 20 Apr 2012

Annual Meeting Date: 6 Jun 2012

Equity Reserves: 18.74%

Stock Option Run Rate: 0.02%

# American Eagle Outfitters, Inc.

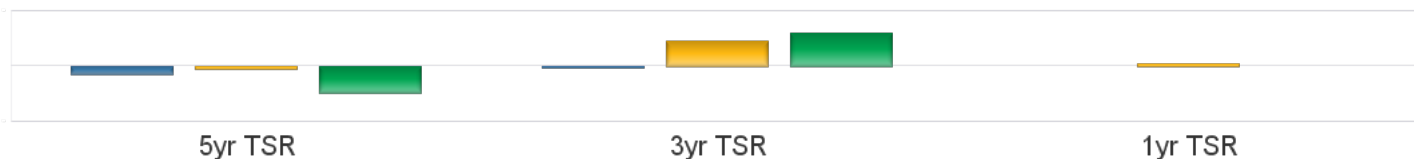
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## Performance Comparison

■ S&P500 ■ Industry ■ AEO



## Peer Comparisons (TRBC) =Retail - Apparel / Accessories

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
AEO	American Eagle Outfitters, Inc.	\$17,946,755	\$9,214,977	\$14,404,763	\$2,284,241,970
ANF	Abercrombie & Fitch Co.	\$36,335,644	\$23,244,908		\$5,352,036,680
URBN	Urban Outfitters, Inc.	\$3,169,739	\$29,944,180	\$950,414	\$3,433,925,326
FL	Foot Locker, Inc.	\$2,848,230	\$8,060,791	\$14,059,147	\$3,072,918,746
GES	Guess?, Inc.	\$15,220,426	\$9,799,620		\$2,643,234,849
ASNA	Ascena Retail Group, Inc.	\$1,932,613	\$6,747,800		\$2,097,196,302
CHS	Chico's FAS, Inc.	\$4,254,305	\$3,767,788		\$1,968,133,540

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

### Pay Peer Group

Abercrombie & Fitch Co. (ANF), Aeropostale, Inc. (ARO), AnnTaylor Stores Corp. (ANN), Chico's FAS, Inc. (CHS), Dick's Sporting Goods, Inc. (DKS), Gap, Inc. (GPS), Guess ?, Inc. (GES), Hot Topic, Inc. (HOTT), J. Crew Group, Inc. (JCG), Limited Brands, Inc. (LTD), New York & Company, Inc. (NWY), Pacific Sunwear of California Inc. (PSUN), Polo Ralph Lauren (RL), Quiksilver, Inc. (ZQK), Talbots, Inc. (TLB), Urban Outfitters, Inc. (URBN).

### Performance Peer Group

NA

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Gerald E. Wedren	Chairman	75	Male	15	Outside Related
Carv D. McMillan	Member	54	Male	5	Outside
Janice E. Pae	Member	63	Female	8	Outside
Noel J. Spiegel	Member	64	Male	1	Outside
Thomas R. Ketteler	Member	69	Male	1	Outside