



Conn's, Inc.




CONN NASDAQ

Retail - Computers / Electronics

Market Capitalization USD:

\$228.89 mm

CONCERN LEVEL: AVERAGE

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

CEO: Theodore M. Wright

Age: 49

CEO Since: 2011

	2009	2010	2011
Base Salary	\$280,000	\$329,000	\$482,628
Discretionary Bonus	\$497,187	\$109,863	\$548,834
Annual Cash Incentive	\$0	\$0	\$0
Benefits and Perquisites	\$8,800	\$10,455	\$3,500
TOTAL ANNUAL COMPENSATION	\$785,987	\$449,318	\$1,034,962
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$44,850	\$112,800	\$955,500
Stock Awards	\$0	\$0	\$932,950
TOTAL COMPENSATION	\$1,076,435	\$562,118	\$2,923,412
Median of Other Named Executive Officers Total Compensation	\$526,784	\$419,918	\$682,135
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$0	\$0	\$480,996
TOTAL REALIZED EQUITY COMPENSATION	\$0	\$0	\$480,996

Proxy Date: 20 Apr 2012

Annual Meeting Date: 30 May 2012

Equity Reserves: 17.56%

Stock Option Run Rate: 0.54%

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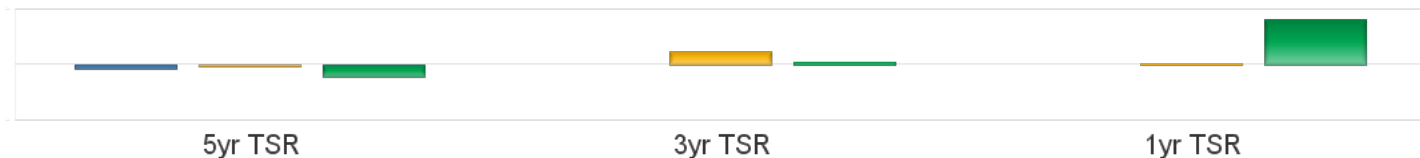
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Performance Comparison

■ S&P500 ■ Industry ■ CONN



Peer Comparisons (TRBC) = Cyclical Consumer Goods / Services

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
CONN	Conn's, Inc.	\$1,076,435	\$562,118	\$2,923,412	\$228,886,229
NPK	National Presto Industries, Inc.	\$441,188	\$631,372	\$557,180	\$597,247,953
NYT	New York Times Company (The)	\$6,262,755	\$5,279,209	\$11,252,720	\$851,896,083
ODP	Office Depot, Inc.	\$3,394,551	\$15,268,483	\$6,816,935	\$571,796,439
OXM	Oxford Industries, Inc.	\$537,279	\$1,288,922		\$565,568,858
MPX	Marine Products Corporation	\$410,447	\$355,600	\$568,200	\$127,949,922
HZO	MarineMax, Inc.	\$1,963,145	\$1,154,422	\$973,027	\$150,576,051

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

hhgregg, Inc., Aaron Rents, Inc., Cost Plus, Duckwall-ALCO, Ethan Allen Interiors, Furniture Brands Intl., Gordmans Stores, Haverty Furniture, Kirkland's, La-Z-Boy, Overstock.com, Pier 1 Imports, Select Comfort, Consumer Portfolio Services, Credit Acceptance and World Acceptance.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Jon E. M. Jacoby	Chairman	74	Male	9	Outside Related
Bob L. Martin	Member	63	Male	9	Outside

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