



DineEquity, Inc.



DIN NYSE

Restaurants

Market Capitalization USD:

\$714.13 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: Julia A. Stewart

Age: 56

CEO Since: 2002

	2009	2010	2011
Base Salary	\$875,000	\$910,000	\$951,708
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$1,163,474	\$1,001,000	\$1,368,555
Benefits and Perquisites	\$36,858	\$53,358	\$56,458
TOTAL ANNUAL COMPENSATION	\$2,075,332	\$1,964,358	\$2,376,721
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$496,680	\$1,950,609	\$2,182,358
Stock Awards	\$0	\$750,006	\$833,323
TOTAL COMPENSATION	\$2,572,012	\$4,664,973	\$5,392,402
Median of Other Named Executive Officers Total Compensation	\$1,581,835	\$1,629,177	\$1,649,417
Value Realized on Exercise of Stock Option	\$0	\$2,509,905	\$2,546,433
Value Realized on Vesting of Stock	\$711,033	\$769,476	\$1,041,120
TOTAL REALIZED EQUITY COMPENSATION	\$711,033	\$3,279,381	\$3,587,553

Proxy Date: 5 Apr 2012

Annual Meeting Date: 15 May 2012

Equity Reserves: 14.59%

Stock Option Run Rate: 3.01%

DineEquity, Inc.

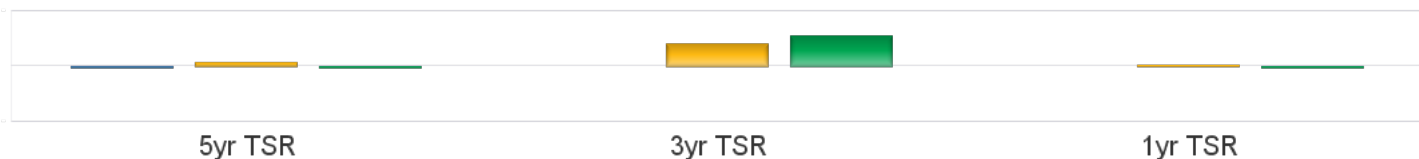
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Performance Comparison

■ S&P500 ■ Industry ■ DIN



Peer Comparisons (TRBC) =Restaurants

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
DIN	DineEquity, Inc.	\$2,572,012	\$4,664,973	\$5,392,402	\$714,134,953
WEN	Wendy's Company (The)	\$3,436,781	\$4,913,452		\$1,818,284,592
EAT	Brinker International, Inc.	\$3,428,104	\$3,093,924		\$1,729,614,534
DPZ	Domino's Pizza, Inc.	\$4,207,131	\$5,573,316	\$6,348,151	\$1,656,522,131
CAKE	Cheesecake Factory Incorporated (The)	\$3,611,812	\$3,698,975		\$1,398,366,916
BJRI	BJ's Restaurants, Inc.	\$1,472,605	\$2,510,411		\$1,221,759,309
BWLD	Buffalo Wild Wings, Inc.	\$2,413,271	\$1,969,991	\$2,115,112	\$1,097,459,885

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

BJ's Restaurants, Inc., Darden Restaurants, Inc., Papa John's International, Inc., Bob Evans Farms, Inc., Denny's Corporation, Red Robin Gourmet Burgers, Inc., Brinker International, Inc., Domino's Pizza, Inc., Ruby Tuesday, Inc., Buffalo Wild Wings, Inc, Jack in the Box Inc., Sonic Corp., The Cheesecake Factory Incorporated, P.F. Chang's China Bistro Inc., Texas Roadhouse, Inc., Cracker Barrel Old Country Store, Inc., Panera Bread Company, Wendy's International, Inc.

Performance Peer Group

Value Line Restaurant Index

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Patrick W. Rose	Chairman	69	Male	20	Outside Related
Caroline W. Nahas	Member	63	Female	20	Outside
Daniel J. Brestle	Member	66	Male	3	Outside

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