



Dollar Thrifty Automotive Group, Inc.


DTG NYSE

Personal Services

Market Capitalization USD:

\$1,632.97 mm

CONCERN LEVEL: LOW

- 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: Scott L. Thompson

Age: 53

CEO Since: 2008

| | 2009 | 2010 | 2011 |
|--|--------------------|--------------------|--------------------|
| Base Salary | \$550,000 | \$550,000 | \$800,000 |
| Discretionary Bonus | \$0 | \$0 | \$0 |
| Annual Cash Incentive | \$825,000 | \$825,000 | \$1,272,696 |
| Benefits and Perquisites | \$125,084 | \$157,625 | \$147,504 |
| TOTAL ANNUAL COMPENSATION | \$1,500,084 | \$1,532,625 | \$2,220,200 |
| Increase in Post-Retirement Benefits | \$0 | \$0 | \$0 |
| Stock Option Awards | \$741,405 | \$0 | \$0 |
| Stock Awards | \$222,000 | \$2,120,850 | \$3,270,260 |
| TOTAL COMPENSATION | \$2,463,489 | \$3,653,475 | \$5,490,460 |
| Median of Other Named Executive Officers Total Compensation | \$1,080,895 | \$1,353,745 | \$1,379,359 |
| Value Realized on Exercise of Stock Option | \$0 | \$0 | \$0 |
| Value Realized on Vesting of Stock | \$462,299 | \$1,460,597 | \$3,080,668 |
| TOTAL REALIZED EQUITY COMPENSATION | \$462,299 | \$1,460,597 | \$3,080,668 |

Proxy Date: 26 Apr 2012

Annual Meeting Date: 7 Jun 2012

Equity Reserves: 9.86%

Stock Option Run Rate:

Dollar Thrifty Automotive Group, Inc.

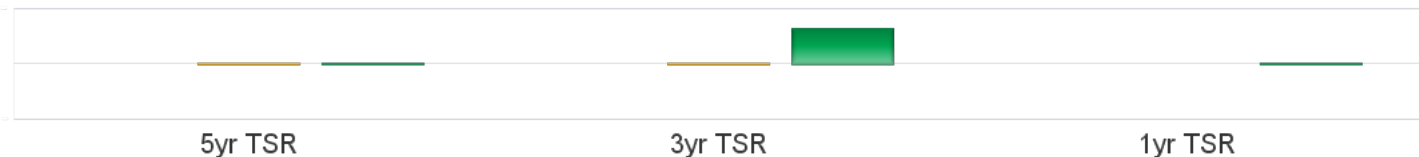
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Performance Comparison

■ S&P500 ■ Industry ■ DTG



Peer Comparisons (TRBC) =Personal Services

Total Summary CEO Compensation

| Ticker | Company Name | 2009 | 2010 | 2011 | Market Cap |
|--------|---------------------------------------|-------------|-------------|-------------|-----------------|
| DTG | Dollar Thrifty Automotive Group, Inc. | \$2,463,489 | \$3,653,475 | \$5,490,460 | \$1,632,967,593 |
| WTW | Weight Watchers International, Inc. | \$1,470,734 | \$2,416,085 | \$2,961,124 | \$4,285,010,790 |
| HRB | H&R Block, Inc. | \$2,623,047 | \$3,282,424 | | \$4,068,099,984 |
| WPO | Washington Post Company (The) | \$472,997 | \$429,070 | \$1,031,903 | \$2,593,336,397 |
| DV | DeVry Inc. | \$3,454,711 | \$6,058,205 | | \$2,513,632,117 |
| SCI | Service Corporation International | \$4,227,500 | \$5,059,888 | \$7,358,305 | \$2,170,909,814 |
| EDMC | Education Management Corporation | | \$3,804,121 | | \$1,891,631,619 |

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

Alexander & Baldwin, Inc., AMERCO, Asbury Automotive Group, Inc., Avis Budget Group, Inc., CarMax, Inc., Genesee & Wyoming, Inc., Group 1 Automotive, Inc., Hertz Global Holdings, Inc., Kirby Corp., Lithia Motors, Inc., Old Dominion Freight Line, Inc., The Pep Boys – Manny, Moe & Jack, Ryder System, Inc., Werner Enterprises, Inc.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

| Director | Membership | Age | Gender | Tenure | Independence |
|-------------------|------------|-----|--------|--------|-----------------|
| Edward C. Lumlev | Chairman | 72 | Male | 15 | Outside Related |
| John C. Pope | Member | 63 | Male | 15 | Outside Related |
| Marvann N. Keller | Member | 68 | Female | 12 | Outside Related |
| Thomas P. Capo | Member | 61 | Male | 15 | Outside Related |
| | | | | | |

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