



**Einstein Noah Restaurant Group, Inc.****BAGL NASDAQ****Restaurants**

Market Capitalization USD:

**\$215.36 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: Jeffrey O'Neill****Age: 55****CEO Since: 2008**

	2009	2010	2011
<b>Base Salary</b>	\$460,000	\$474,490	\$495,758
<b>Discretionary Bonus</b>	\$60,503	\$50,901	\$90,000
<b>Annual Cash Incentive</b>	\$14,076	\$288,437	\$36,000
<b>Benefits and Perquisites</b>	\$0	\$0	\$0
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$534,579</b>	<b>\$813,828</b>	<b>\$621,758</b>
<b>Increase in Post-Retirement Benefits</b>	\$0	\$0	\$0
<b>Stock Option Awards</b>	\$0	\$308,238	\$404,432
<b>Stock Awards</b>	\$375,000	\$0	\$242,112
<b>TOTAL COMPENSATION</b>	<b>\$909,579</b>	<b>\$1,122,066</b>	<b>\$1,268,302</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$365,732	\$631,943	\$555,866
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$0	\$317,704
<b>Value Realized on Vesting of Stock</b>	\$0	\$208,338	\$304,216
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$0</b>	<b>\$208,338</b>	<b>\$621,920</b>

Proxy Date: 22 Mar 2012

Annual Meeting Date: 1 May 2012

Equity Reserves: 13.40%

Stock Option Run Rate: 2.44%

# Einstein Noah Restaurant Group, Inc.

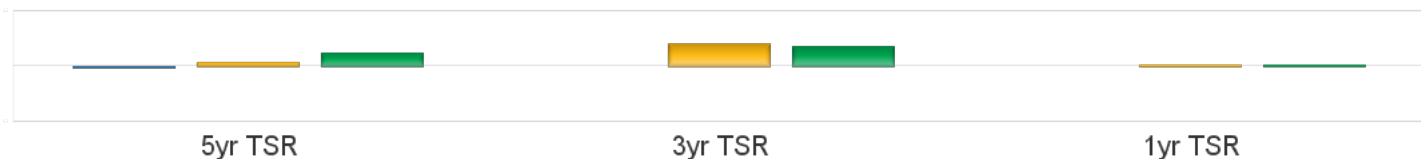
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## Performance Comparison

■ S&P500 ■ Industry ■ BAGL



## Peer Comparisons (TRBC) =Restaurants

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
<b>BAGL</b>	<b>Einstein Noah Restaurant Group, Inc.</b>	<b>\$909,579</b>	<b>\$1,122,066</b>	<b>\$1,268,302</b>	<b>\$215,360,197</b>
PFCB	P.F. Chang's China Bistro, Inc.	\$3,460,038	\$1,416,621	\$1,104,461	\$622,257,566
CEC	CEC Entertainment, Inc.	\$2,710,336	\$2,884,686	\$2,672,785	\$552,521,930
RT	Ruby Tuesday, Inc.	\$4,041,179	\$6,672,484		\$451,780,756
SONC	Sonic Corp.	\$1,224,191	\$1,808,467	\$1,918,812	\$437,881,362
BH	Biglari Holdings Inc.	\$515,445	\$2,122,556	\$4,922,655	\$424,732,501
RRGB	Red Robin Gourmet Burgers, Inc.	\$1,869,108	\$1,415,503		\$365,598,199

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

AFC Enterprises, Inc., Biglari Holdings, Inc., Buffalo Wild Wings, Inc., California Pizza Kitchen, Inc., Caribou Coffee Co., CEC Entertainment, Inc., CKE Restaurants, Inc., Famous Dave's of America, Jamba Inc., Panera Bread Co., Peet's Coffee & Tea, Inc., Red Robin Gourmet Burgers, Inc., Ruby Tuesday, Inc., Sonic Corp., Texas Roadhouse, Inc.

### Performance Peer Group

NA

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
S. Garrett Stonehouse	Chairman	42	Male	8	Outside
Michael W. Arthur	Member	72	Male	8	Outside
Thomas Mueller	Member	60	Male	5	Outside

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