

# GMI EXECUTIVE PAY SCORECARD<sup>SM</sup>

Data & analysis provided by GMI-The Independent Leader in Corporate Governance and ESG&A

18 Jan 2012

## Franklin Covey Co.



FC NYSE

Business Support / Supplies

Market Capitalization USD:

**\$129.90 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: Robert A. Whitman**

**Age: 58**

**CEO Since: 2000**

	2009	2010	2011
<b>Base Salary</b>	\$500,000	\$500,000	\$500,000
<b>Discretionary Bonus</b>	\$241,500	\$0	\$0
<b>Annual Cash Incentive</b>	\$150,000	\$459,000	\$1,000,000
<b>Benefits and Perquisites</b>	\$49,380	\$398,396	\$46,469
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$940,880</b>	<b>\$1,357,396</b>	<b>\$1,546,469</b>
<b>Increase in Post-Retirement Benefits</b>	\$0	\$0	\$0
<b>Stock Option Awards</b>	\$0	\$289,773	\$755,591
<b>Stock Awards</b>	\$0	\$600,000	\$600,000
<b>TOTAL COMPENSATION</b>	<b>\$940,880</b>	<b>\$2,247,169</b>	<b>\$2,902,060</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$432,980	\$1,035,688	\$1,235,811
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$0	\$0
<b>Value Realized on Vesting of Stock</b>	\$0	\$0	\$399,996
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$0</b>	<b>\$0</b>	<b>\$399,996</b>

Proxy Date: 22 Dec 2011

Annual Meeting Date: 27 Jan 2012

Equity Reserves: 18.05%

Stock Option Run Rate: 1.41%

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# Franklin Covey Co.

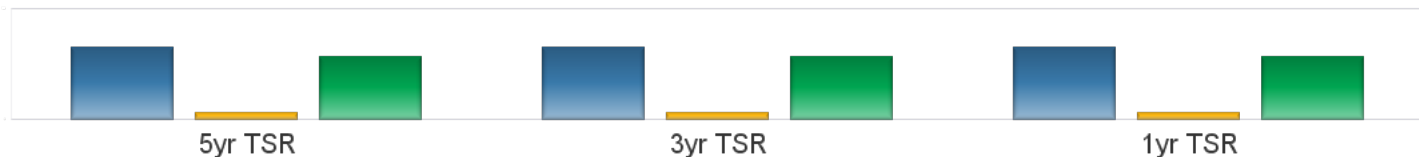
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## Performance Comparison

■ vs S&P500   ■ vs Industry   ■ FC



## Peer Comparisons (TRBC) =Business Support / Supplies

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
FC	Franklin Covey Co.	\$940,880	\$2,247,169	\$2,902,060	\$129,902,247
KELYA	Kelly Services, Inc.	\$957,565	\$2,622,503		\$380,322,000
ICFI	ICF International, Inc.	\$1,676,524	\$2,760,616		\$371,691,130
MYRG	MYR Group Inc.	\$917,593	\$1,567,670		\$359,872,563
DAKT	Daktronics, Inc.	\$488,423	\$377,271		\$358,006,634
UTI	Universal Technical Institute, Inc.	\$1,629,791	\$2,248,720	\$2,722,021	\$334,026,557
CBZ	CBIZ, Inc.	\$2,291,121	\$2,156,012		\$333,857,709

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

Specific companies are not disclosed in the Proxy.

### Performance Peer Group

NA

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
E. Kav Stepp	Chairman	66	Female	15	Outside
Dennis G. Heiner	Member	68	Male	15	Outside
Robert H. Daines	Member	77	Male	22	Outside

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