



GP Strategies Corporation



GPX NYSE

Business Support / Supplies

Market Capitalization USD:

\$187.75 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 N. Greenberg

Age: 55

CEO Since: 2005

	2009	2010	2011
Base Salary	\$363,000	\$377,125	\$402,000
Discretionary Bonus	\$15,000	\$25,200	\$20,700
Annual Cash Incentive	\$0	\$74,800	\$129,300
Benefits and Perquisites	\$10,510	\$10,298	\$18,098
TOTAL ANNUAL COMPENSATION	\$388,510	\$487,423	\$570,098
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$0	\$381,096	\$0
Stock Awards	\$0	\$0	\$0
TOTAL COMPENSATION	\$388,510	\$868,519	\$570,098
Median of Other Named Executive Officers Total Compensation	\$311,493	\$550,453	\$414,462
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$38,750	\$47,450	\$57,250
TOTAL REALIZED EQUITY COMPENSATION	\$38,750	\$47,450	\$57,250

Proxy Date: 30 Jul 2012

Annual Meeting Date: 12 Sep 2012

Equity Reserves: 14.80%

Stock Option Run Rate: 0.83%

GP Strategies Corporation

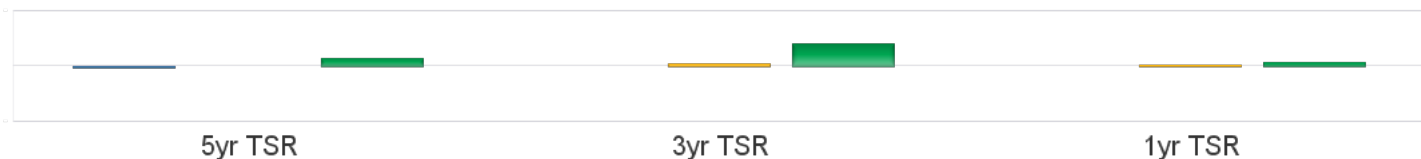
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Performance Comparison

■ S&P500 ■ Industry ■ GPX



Peer Comparisons (TRBC) =Business Support / Supplies

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
GPX	GP Strategies Corporation	\$388,510	\$868,519	\$570,098	\$187,745,776
CKP	Checkpoint Systems, Inc.	\$2,479,312	\$2,232,595	\$1,944,086	\$544,542,410
DHX	Dice Holdings, Inc.	\$1,230,340	\$2,161,765	\$2,304,210	\$525,035,550
CODI	Compass Diversified Holdings			\$0	\$508,210,500
RLD	RealD Inc.			\$5,538,100	\$506,862,602
TBI	TrueBlue, Inc.	\$1,091,504	\$1,973,129	\$1,973,126	\$488,995,174
NCI	Navigant Consulting, Inc.	\$2,040,479	\$1,883,293	\$2,032,688	\$484,341,360

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

NA

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Marshall S. Geller	Chairman	73	Male	10	Outside Related
A. Marvin Strait	Member	78	Male	5	Outside
Daniel M. Friedbera	Member	50	Male	3	Outside Related
Gene A. Washinton	Member	65	Male	5	Outside
Harvey P. Eisen	Member	69	Male	10	Outside Related

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