

GMI EXECUTIVE PAY SCORECARDSM

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

5 Mar 2012

Genuine Parts Company





GPC NYSE

Auto / Truck / Motorcycle Parts

Market Capitalization USD:

\$7,991.91 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: Thomas C. Gallagher

Age: 64

CEO Since: 2004

| | 2009 | 2010 | 2011 |
|--|--------------------|--------------------|--------------------|
| Base Salary | \$875,000 | \$950,000 | \$997,500 |
| Discretionary Bonus | \$0 | \$0 | \$0 |
| Annual Cash Incentive | \$812,597 | \$1,849,750 | \$3,131,247 |
| Benefits and Perquisites | \$125,181 | \$124,302 | \$64,401 |
| TOTAL ANNUAL COMPENSATION | \$1,812,778 | \$2,924,052 | \$4,193,148 |
| Increase in Post-Retirement Benefits | \$1,217,925 | \$1,625,741 | \$2,633,053 |
| Stock Option Awards | \$0 | \$487,025 | \$736,092 |
| Stock Awards | \$0 | \$511,920 | \$649,080 |
| TOTAL COMPENSATION | \$3,030,703 | \$5,548,738 | \$8,211,373 |
| Median of Other Named Executive Officers Total Compensation | \$988,655 | \$1,590,001 | \$1,736,480 |
| Value Realized on Exercise of Stock Option | \$203,380 | \$407,663 | \$1,271,993 |
| Value Realized on Vesting of Stock | \$442,210 | \$599,067 | \$581,969 |
| TOTAL REALIZED EQUITY COMPENSATION | \$645,590 | \$1,006,730 | \$1,853,962 |

Proxy Date: 27 Feb 2012

Annual Meeting Date: 23 Apr 2012

Equity Reserves: 6.66%

Stock Option Run Rate: 0.65%

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Genuine Parts Company

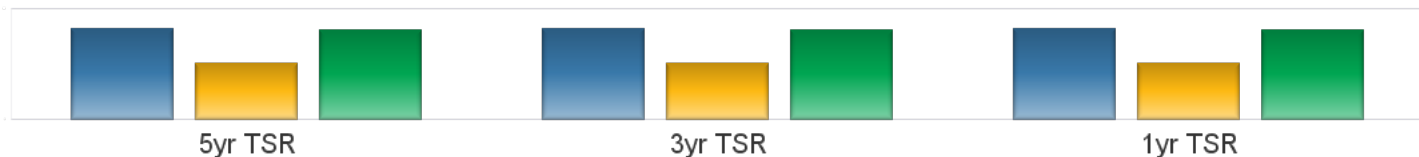
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Performance Comparison

■ vs S&P500 ■ vs Industry ■ GPC



Peer Comparisons (TRBC) =Auto / Truck / Motorcycle Parts

Total Summary CEO Compensation

| Ticker | Company Name | 2009 | 2010 | 2011 | Market Cap |
|------------|-------------------------------|--------------------|--------------------|--------------------|------------------------|
| GPC | Genuine Parts Company | \$3,030,703 | \$5,548,738 | \$8,211,373 | \$7,991,909,238 |
| JCI | Johnson Controls, Inc. | \$12,924,421 | \$17,563,931 | \$22,340,525 | \$17,849,198,180 |
| BWA | BorgWarner Inc. | \$9,095,493 | \$12,060,522 | | \$6,634,680,043 |
| LEA | Lear Corporation | \$9,464,890 | \$9,091,583 | | \$4,456,014,677 |
| TRW | TRW Automotive Holdings Corp. | \$22,752,714 | \$22,562,466 | | \$4,049,275,149 |
| LKQX | LKQ Corporation | \$2,774,322 | \$3,081,047 | | \$3,537,763,296 |
| GNTX | Gentex Corporation | \$1,062,354 | \$1,259,975 | | \$3,441,999,973 |

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

Advance Auto Parts, Applied Industrial Technologies Inc., Arrow Electronics, ArvinMeritor Inc., Autozone Inc., Avnet Inc., BorgWarner Inc., Johnson Controls, Kaman Corp., LKQ Corp., MSC Industrial Direct Co., Inc., O'Reilly Automotive, Office Depot Inc., OfficeMax Inc., Staples Inc., Tech Data Corp., Tenneco, United Stationers Inc., W. W. Grainger Inc.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

| Director | Membership | Age | Gender | Tenure | Independence |
|--------------------|------------|-----|--------|--------|--------------|
| J. Hicks Lanier | Chairman | 71 | Male | 17 | Outside |
| Garv W. Rollins | Member | 67 | Male | 7 | Outside |
| John D. Johns | Member | 60 | Male | 10 | Outside |
| Michael M.E. Johns | Member | 70 | Male | 12 | Outside |
| | | | | | |
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