


**Gordmans Stores, Inc.****GMAN NASDAQ****Retail - Discount Stores**

Market Capitalization USD:

**\$231.16 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: Jeffrey J. Gordman****Age: 48****CEO Since: 1996**

	2009	2010	2011
<b>Base Salary</b>		\$590,000	\$595,000
<b>Discretionary Bonus</b>		\$1,225,000	\$0
<b>Annual Cash Incentive</b>		\$1,056,690	\$381,167
<b>Benefits and Perquisites</b>		\$20,500	\$20,500
<b>TOTAL ANNUAL COMPENSATION</b>		<b>\$2,892,190</b>	<b>\$996,667</b>
<b>Increase in Post-Retirement Benefits</b>		\$8,376	\$2,721
<b>Stock Option Awards</b>		\$452,867	\$205,800
<b>Stock Awards</b>		\$0	\$167,479
<b>TOTAL COMPENSATION</b>		<b>\$3,353,433</b>	<b>\$1,372,667</b>
<b>Median of Other Named Executive Officers Total Compensation</b>		\$852,159	\$374,614
<b>Value Realized on Exercise of Stock Option</b>		\$0	\$0
<b>Value Realized on Vesting of Stock</b>		\$0	\$2,710,607
<b>TOTAL REALIZED EQUITY COMPENSATION</b>		<b>\$0</b>	<b>\$2,710,607</b>

Proxy Date: 27 Apr 2012

Annual Meeting Date: 29 May 2012

Equity Reserves:

Stock Option Run Rate: 2.69%

# Gordmans Stores, Inc.

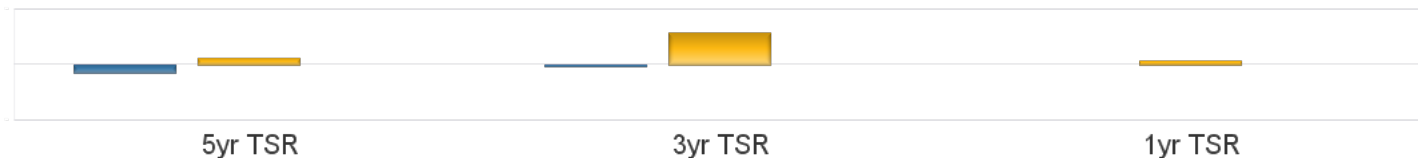
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## Performance Comparison

■ S&P500 ■ Industry ■ GMAN



## Peer Comparisons (TRBC) = Cyclical Consumer Goods / Services

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
<b>GMAN</b>	<b>Gordmans Stores, Inc.</b>		<b>\$3,353,433</b>	<b>\$1,372,667</b>	<b>\$231,159,899</b>
NPK	National Presto Industries, Inc.	\$441,188	\$631,372	\$557,180	\$597,247,953
NYT	New York Times Company (The)	\$6,262,755	\$5,279,209	\$11,252,720	\$851,896,083
ODP	Office Depot, Inc.	\$3,394,551	\$15,268,483	\$6,816,935	\$571,796,439
OXM	Oxford Industries, Inc.	\$537,279	\$1,288,922		\$565,568,858
MPX	Marine Products Corporation	\$410,447	\$355,600	\$568,200	\$127,949,922
HZO	MarineMax, Inc.	\$1,963,145	\$1,154,422	\$973,027	\$150,576,051

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
Thomas V. Taylor	Chairman	46	Male	4	Outside Related
Donald V. Roach	Member	54	Male	4	Outside Related
Jason H. Neimark	Member	41	Male	1	Outside Related

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