



**Group 1 Automotive, Inc.**

**GPI NYSE**

**Retail - Specialty**

Market Capitalization USD:

**\$840.47 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: Earl J. Hesterberg**

**Age: 58**

**CEO Since: 2005**

	2009	2010	2011
<b>Base Salary</b>	\$908,333	\$950,000	\$1,000,000
<b>Discretionary Bonus</b>	\$0	\$0	\$0
<b>Annual Cash Incentive</b>	\$1,000,000	\$1,000,000	\$1,000,000
<b>Benefits and Perquisites</b>	\$294,769	\$169,345	\$243,145
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$2,203,102</b>	<b>\$2,119,345</b>	<b>\$2,243,145</b>
<b>Increase in Post-Retirement Benefits</b>	\$0	\$0	\$78,285
<b>Stock Option Awards</b>	\$0	\$0	\$0
<b>Stock Awards</b>	\$1,102,000	\$3,311,400	\$2,015,750
<b>TOTAL COMPENSATION</b>	<b>\$3,305,102</b>	<b>\$5,430,745</b>	<b>\$4,337,180</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$1,176,891	\$1,069,555	\$1,156,639
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$0	\$0
<b>Value Realized on Vesting of Stock</b>	\$1,228,156	\$4,678,898	\$3,566,880
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$1,228,156</b>	<b>\$4,678,898</b>	<b>\$3,566,880</b>

**Proxy Date:** 28 Mar 2012

**Annual Meeting Date:** 8 May 2012

**Equity Reserves:** 9.31%

**Stock Option Run Rate:** 0.00%

# Group 1 Automotive, Inc.

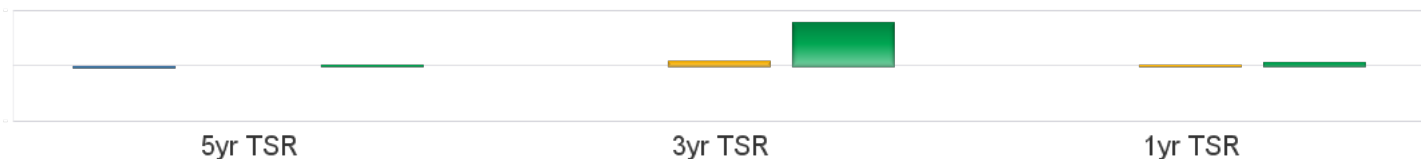
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## Performance Comparison

■ S&P500 ■ Industry ■ GPI



## Peer Comparisons (TRBC) =Retail - Specialty

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
<b>GPI</b>	<b>Group 1 Automotive, Inc.</b>	<b>\$3,305,102</b>	<b>\$5,430,745</b>	<b>\$4,337,180</b>	<b>\$840,467,020</b>
BID	Sotheby's	\$2,354,242	\$5,967,995	\$7,031,730	\$1,862,436,430
KAR	KAR Auction Services, Inc.	\$2,088,370	\$2,688,967		\$1,650,105,778
PAG	Penske Automotive Group, Inc.	\$3,875,000	\$3,908,000	\$4,464,933	\$1,472,994,655
CAB	Cabela's Incorporated	\$3,618,687	\$2,970,185		\$1,423,683,270
PIR	Pier 1 Imports, Inc.	\$2,740,326	\$8,001,925		\$1,070,897,158
MNRO	Monro Muffler Brake Inc.	\$2,581,159	\$2,264,700		\$1,007,479,522

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, Inc., LKQ Corp., Asbury Automotive Group, Inc., O'Reilly Automotive, Inc., AutoNation, Inc., Penske Automotive Group, Inc., AutoZone, Inc., The Pep Boys — Manny, Moe & Jack, CarMax, Inc., Rush Enterprises, Inc., Genuine Parts Co., Sonic Automotive, Inc., Lithia Motors, Inc.

### Performance Peer Group

NA

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Max P. Watson	Chairman	66	Male	11	Outside Related
Beryl Raff	Member	61	Female	5	Outside
J. Terrv Strande	Member	69	Male	9	Outside
John L. Adams	Member	68	Male	13	Outside Related
Louis E. Lataif	Member	73	Male	10	Outside Related