



**Haverty Furniture Companies, Inc.**



**HVT NYSE**

**Retail - Specialty**

Market Capitalization USD:

**\$186.47 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: Clarence H. Smith**

**Age: 61**

**CEO Since: 2003**

	2009	2010	2011
<b>Base Salary</b>	\$403,125	\$450,000	\$500,000
<b>Discretionary Bonus</b>	\$0	\$0	\$0
<b>Annual Cash Incentive</b>	\$106,425	\$121,388	\$155,263
<b>Benefits and Perquisites</b>	\$11,332	\$14,115	\$29,397
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$520,882</b>	<b>\$585,503</b>	<b>\$684,660</b>
<b>Increase in Post-Retirement Benefits</b>	\$62,562	\$134,732	\$150,726
<b>Stock Option Awards</b>	\$0	\$0	\$0
<b>Stock Awards</b>	\$167,540	\$240,400	\$365,184
<b>TOTAL COMPENSATION</b>	<b>\$750,984</b>	<b>\$960,635</b>	<b>\$1,200,570</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$418,346	\$525,787	\$621,384
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$128,622	\$0
<b>Value Realized on Vesting of Stock</b>	\$95,040	\$429,646	\$47,960
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$95,040</b>	<b>\$558,268</b>	<b>\$47,960</b>

**Proxy Date:** 29 Mar 2012

**Annual Meeting Date:** 11 May 2012

**Equity Reserves:** 8.68%

**Stock Option Run Rate:** 0.00%

# Haverty Furniture Companies, Inc.

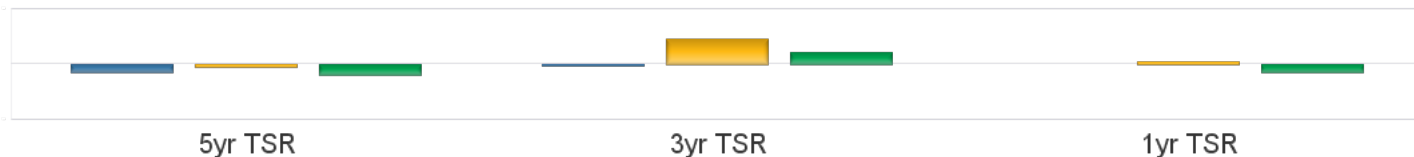
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## Performance Comparison

■ S&P500 ■ Industry ■ HVT



## Peer Comparisons (TRBC) =Retail - Specialty

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
HVT	Haverty Furniture Companies, Inc.	\$750,984	\$960,635	\$1,200,570	\$186,465,238
ABG	Asbury Automotive Group, Inc.	\$3,380,931	\$4,179,636	\$2,961,215	\$533,020,814
PBY	Pep Boys - Manny, Moe & Jack (The)	\$3,007,923	\$3,391,216		\$519,899,210
UNTD	United Online, Inc.	\$6,924,491	\$6,024,303		\$463,862,580
KKD	Krispy Kreme Doughnuts, Inc.	\$1,166,904	\$1,598,211		\$463,296,451
LL	Lumber Liquidators Holdings, Inc.	\$1,013,288	\$1,335,626	\$589,227	\$419,162,394
OMX	OfficeMax Incorporated	\$5,211,186	\$3,420,259	\$4,388,048	\$417,120,947

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

Furniture Brands International, Inc., Select Comfort Corporation, La-Z-Boy Inc., Hibbett Sports, Conn's, Inc., Ethan Allen Interiors Inc., Tempur-Pedic International Inc., Kirkland's, Inc., Jos. A. Banks Clothiers, Inc.

### Performance Peer Group

NA

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Mvldred H. Manquum	Chairman	63	Female	13	Outside Related
Alfredo Truiillo	Member	52	Male	9	Outside
L. Phillip Humann	Member	66	Male	20	Outside Related
Terence F. McGuirk	Member	60	Male	10	Outside Related

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