



Iconix Brand Group, Inc.

ICON NASDAQ

Apparel / Accessories

Market Capitalization USD:

\$1,157.78 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: Neil Cole

Age: 55

CEO Since: 1993

	2009	2010	2011
Base Salary	\$1,000,000	\$1,000,000	\$1,000,000
Discretionary Bonus	\$0	\$2,300,000	\$3,000,000
Annual Cash Incentive	\$1,500,000	\$1,725,000	\$1,725,000
Benefits and Perquisites	\$42,791	\$55,241	\$53,575
TOTAL ANNUAL COMPENSATION	\$2,542,791	\$5,080,241	\$5,778,575
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$0	\$0	\$0
Stock Awards	\$8,309,609	\$0	\$31,646,207
TOTAL COMPENSATION	\$10,852,400	\$5,080,241	\$37,424,782
Median of Other Named Executive Officers Total Compensation	\$1,616,531	\$809,319	\$2,032,153
Value Realized on Exercise of Stock Option	\$5,021,419	\$3,496,466	\$11,560,267
Value Realized on Vesting of Stock	\$3,493,461	\$6,845,510	\$5,133,240
TOTAL REALIZED EQUITY COMPENSATION	\$8,514,880	\$10,341,976	\$16,693,507

Proxy Date: 6 Jul 2012

Annual Meeting Date: 15 Aug 2012

Equity Reserves: 8.71%

Stock Option Run Rate: 0.04%

Iconix Brand Group, Inc.

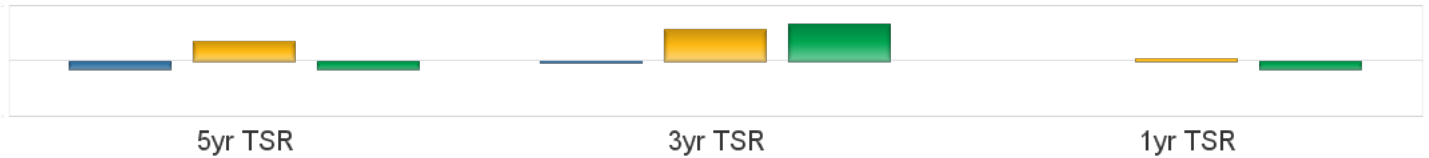
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Performance Comparison

■ S&P500 ■ Industry ■ ICON



Peer Comparisons (TRBC) =Apparel / Accessories

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
ICON	Iconix Brand Group, Inc.	\$10,852,400	\$5,080,241	\$37,424,782	\$1,157,776,426
UA	Under Armour, Inc.	\$748,061	\$1,319,009	\$1,129,417	\$3,423,770,073
HBI	Hanesbrands Inc.	\$5,750,172	\$9,847,832	\$10,357,368	\$2,429,430,408
WRC	Warnaco Group, Inc. (The)	\$6,191,522	\$8,255,638	\$10,064,867	\$1,981,698,960
COLM	Columbia Sportswear Company	\$1,525,243	\$2,285,366	\$1,896,110	\$1,577,704,446
VRA	Vera Bradley, Inc.			\$1,617,000	\$1,460,265,453
JNY	The Jones Group Inc.	\$5,528,723	\$9,430,390	\$6,204,828	\$791,568,609

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

In connection with Mr. Cole's amended employment agreement, JFR used a comparator group of 28 companies. The important factors JFR considered when determining the comparator group were the industry, nature of the business and the revenue size of public companies. These public companies included apparel, accessories & luxury goods, footwear and apparel retail, among others. The comparator group had sales in a range of \$31 million—\$19 billion. Based on the comparator group, JFR determined that our company is at the 99 th percentile for EBITDA margin and near the 80 th percentile in EPS growth. JFR concluded that Mr. Cole's compensation package is reasonable in light of our company's exceptional performance, and the fact that a significant portion of the compensation package is performance-based.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Mark Friedman	Chairman	48	Male	6	Outside
Barrv Emanuel	Member	69	Male	19	Outside Related
F. Peter Cuneo	Member	67	Male	6	Outside