



KAR Auction Services, Inc.


KAR NYSE

Retail - Specialty

Market Capitalization USD:

\$1,650.11 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: James P. Hallett

Age: 59

CEO Since: 2009

	2009	2010	2011
Base Salary	\$279,068	\$800,000	\$816,000
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$250,164	\$806,745	\$625,508
Benefits and Perquisites	\$41,674	\$32,222	\$33,770
TOTAL ANNUAL COMPENSATION	\$570,906	\$1,638,967	\$1,475,278
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$1,517,464	\$1,050,000	\$0
Stock Awards	\$0	\$0	\$0
TOTAL COMPENSATION	\$2,088,370	\$2,688,967	\$1,475,278
Median of Other Named Executive Officers Total Compensation	\$1,623,501	\$1,327,688	\$1,093,406
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$0	\$0	\$0
TOTAL REALIZED EQUITY COMPENSATION	\$0	\$0	\$0

Proxy Date: 13 Apr 2012

Annual Meeting Date: 17 May 2012

Equity Reserves: 9.99%

Stock Option Run Rate: 0.93%

KAR Auction Services, Inc.

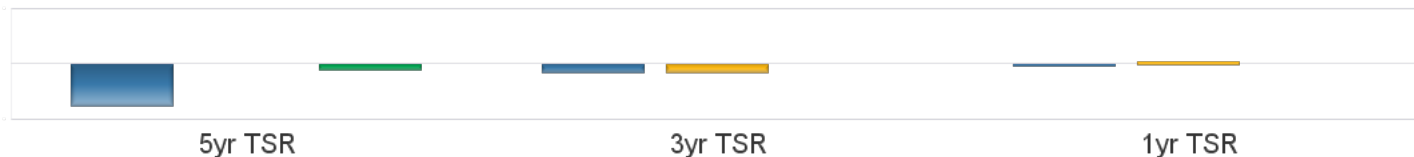
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Performance Comparison

■ S&P500 ■ Industry ■ KAR



Peer Comparisons (TRBC) =Retail - Specialty

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
KAR	KAR Auction Services, Inc.	\$2,088,370	\$2,688,967	\$1,475,278	\$1,650,105,778
PETM	PetSmart, Inc.	\$5,298,326	\$6,520,020		\$4,808,462,634
AN	AutoNation, Inc.	\$5,163,879	\$6,765,622	\$6,428,361	\$4,778,468,999
TSCO	Tractor Supply Company	\$7,443,446	\$7,222,212	\$7,412,589	\$4,465,088,714
AAP	Advance Auto Parts, Inc.	\$3,691,070	\$5,966,206	\$4,169,193	\$4,283,955,218
DKS	Dick's Sporting Goods, Inc.	\$7,414,881	\$7,531,208		\$4,027,744,421
ULTA	Ulta Salon, Cosmetics & Fragrance, Inc.	\$3,729,402	\$3,266,379		\$3,817,685,417

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
Church M. Moore	Chairman	39	Male	5	Outside Related
Brian T. Clindaen	Member	52	Male		Outside Related
Gregory P. Spivv	Member	43	Male	5	Outside Related
Peter Raemin Formanek	Member	68	Male		Outside
Sanjeev K. Mehra	Member	53	Male	5	Outside Related

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