




**America's Car-Mart, Inc.****CRMT NASDAQ****Retail - Specialty**

Market Capitalization USD:

\$284.51 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: William H. Henderson**Age: 49****CEO Since: 2007**

	2009	2010	2011
Base Salary	\$300,000	\$300,000	\$410,833
Discretionary Bonus	\$69,204	\$42,523	\$0
Annual Cash Incentive	\$60,000	\$120,000	\$182,875
Benefits and Perquisites	\$9,989	\$17,521	\$14,868
TOTAL ANNUAL COMPENSATION	\$439,193	\$480,044	\$608,576
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$0	\$2,828,880	\$0
Stock Awards	\$0	\$244,700	\$0
TOTAL COMPENSATION	\$1,339,433	\$3,553,624	\$608,576
Median of Other Named Executive Officers Total Compensation	\$1,853,231	\$1,853,231	\$441,709
Value Realized on Exercise of Stock Option	\$0	\$0	\$246,755
Value Realized on Vesting of Stock	\$297,361	\$337,725	\$0
TOTAL REALIZED EQUITY COMPENSATION	\$297,361	\$337,725	\$246,755

Proxy Date: 27 Jul 2012

Annual Meeting Date: 14 Sep 2012

Equity Reserves: 18.64%

Stock Option Run Rate: 2.48%

America's Car-Mart, Inc.

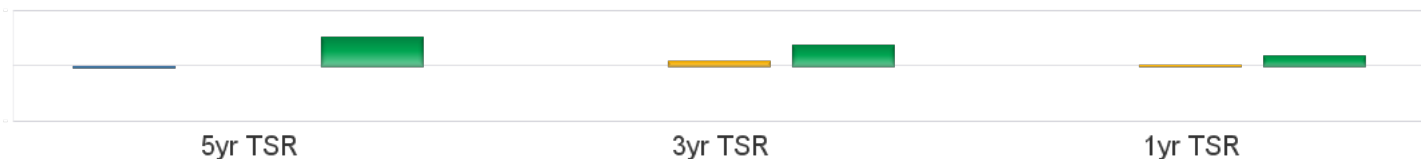
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Performance Comparison

■ S&P500 ■ Industry ■ CRMT



Peer Comparisons (TRBC) =Retail - Specialty

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
CRMT	America's Car-Mart, Inc.	\$1,339,433	\$3,553,624	\$608,576	\$284,511,644
GPI	Group 1 Automotive, Inc.	\$3,305,102	\$5,430,745	\$4,337,180	\$840,467,020
BKS	Barnes & Noble, Inc.	\$876,358	\$3,041,891	\$10,008,398	\$737,414,118
SAH	Sonic Automotive, Inc.	\$3,128,878	\$3,569,046	\$3,569,680	\$572,231,022
ODP	Office Depot, Inc.	\$3,394,551	\$15,268,483	\$6,816,935	\$571,796,439
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	\$2,050,008	\$519,899,210

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
Robert Cameron Smith	Chairman	61	Male	3	Outside
Daniel J. Enlander	Member	43	Male	5	Outside
William M. Sams	Member	74	Male	7	Outside

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