



Asbury Automotive Group, Inc.



ABG NYSE

Retail - Specialty

Market Capitalization USD:

\$533.02 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: Craig T. Monaghan

Age: 55

CEO Since: 2011

| | 2009 | 2010 | 2011 |
|--|--------------------|--------------------|--------------------|
| Base Salary | \$779,668 | \$868,495 | \$735,346 |
| Discretionary Bonus | \$0 | \$0 | \$0 |
| Annual Cash Incentive | \$1,250,633 | \$1,356,937 | \$705,000 |
| Benefits and Perquisites | \$62,650 | \$37,320 | \$20,915 |
| TOTAL ANNUAL COMPENSATION | \$2,092,951 | \$2,262,752 | \$1,461,261 |
| Increase in Post-Retirement Benefits | \$0 | \$0 | \$0 |
| Stock Option Awards | \$633,500 | \$0 | \$0 |
| Stock Awards | \$654,480 | \$1,916,884 | \$1,499,954 |
| TOTAL COMPENSATION | \$3,380,931 | \$4,179,636 | \$2,961,215 |
| Median of Other Named Executive Officers Total Compensation | \$1,309,647 | \$1,594,375 | \$1,140,033 |
| Value Realized on Exercise of Stock Option | \$0 | \$0 | \$0 |
| Value Realized on Vesting of Stock | \$67,670 | \$504,098 | \$1,292,742 |
| TOTAL REALIZED EQUITY COMPENSATION | \$67,670 | \$504,098 | \$1,292,742 |

Proxy Date: 16 Mar 2012

Annual Meeting Date: 18 Apr 2012

Equity Reserves: 17.79%

Stock Option Run Rate: 1.16%

Asbury Automotive Group, Inc.

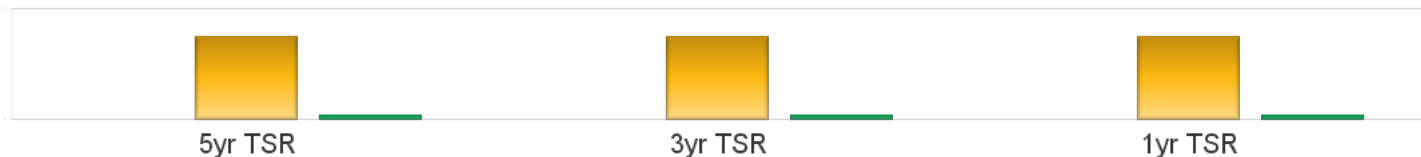
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Performance Comparison

■ vs S&P500 ■ vs Industry ■ ABG



Peer Comparisons (TRBC) =Retail - Specialty

Total Summary CEO Compensation

| Ticker | Company Name | 2009 | 2010 | 2011 | Market Cap |
|--------|-------------------------------|-------------|-------------|-------------|-----------------|
| ABG | Asbury Automotive Group, Inc. | \$3,380,931 | \$4,179,636 | \$2,961,215 | \$533,020,814 |
| PAG | Penske Automotive Group, Inc. | \$3,875,000 | \$3,908,000 | | \$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 |
| GPI | Group 1 Automotive, Inc. | \$3,305,102 | \$5,430,745 | | \$840,467,020 |
| BKS | Barnes & Noble, Inc. | \$876,358 | \$3,041,891 | | \$737,414,118 |

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

Automotive retailers: Advanced Auto Parts Inc., AutoNation, Inc., AutoZone, Inc., Carmax Inc., Group 1 Automotive, Inc., Lithia Motors Inc., O'Reilly Automotive, Inc., Penske Automotive Group, Inc., Sonic Automotive Inc., and The Pep Boys—Manny Moe and Jack;
Companies in related industries: American Axle and Manufacturing Holdings, Inc., Meritor, Inc., Genuine Parts Company, Rush Enterprises, Inc., and Tractor Supply Company.

Performance Peer Group

AutoNation, Inc., Group 1 Automotive, Inc. and Sonic Automotive, Inc.

COMPENSATION COMMITTEE MEMBERS

| Director | Membership | Age | Gender | Tenure | Independence |
|--------------------|------------|-----|--------|--------|--------------|
| Janet M. Clarke | Chairman | 59 | Female | 7 | Outside |
| Dennis E. Clements | Member | 67 | Male | 6 | Outside |
| Eugene Katz | Member | 66 | Male | 5 | Outside |
| Juanita T. James | Member | 59 | Female | 5 | Outside |
| | | | | | |

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