


**Carrols Restaurant Group, Inc.****TAST NASDAQ****Restaurants**

Market Capitalization USD:

\$196.57 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: Daniel T. Accordino**Age: 61****CEO Since: 2012**

	2009	2010	2011
Base Salary	\$672,700	\$692,896	\$692,896
Discretionary Bonus	\$706,343	\$0	\$179,976
Annual Cash Incentive	\$0	\$0	\$0
Benefits and Perquisites	\$0	\$0	\$0
TOTAL ANNUAL COMPENSATION	\$1,379,043	\$692,896	\$872,872
Increase in Post-Retirement Benefits	\$40,800	\$52,456	\$0
Stock Option Awards	\$97,565	\$276,750	\$0
Stock Awards	\$0	\$0	\$1,530,000
TOTAL COMPENSATION	\$1,517,408	\$1,022,102	\$2,402,872
Median of Other Named Executive Officers Total Compensation	\$679,824	\$511,543	\$645,226
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: 11 Jul 2012

Annual Meeting Date: 29 Aug 2012

Equity Reserves: 17.71%

Stock Option Run Rate: 1.58%

Carrols Restaurant Group, Inc.

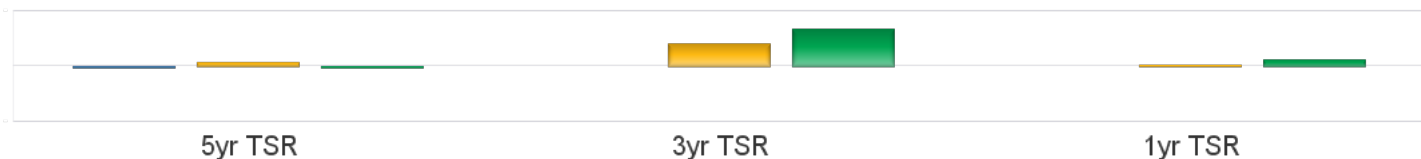
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Performance Comparison

■ S&P500 ■ Industry ■ TAST



Peer Comparisons (TRBC) =Restaurants

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
TAST	Carrols Restaurant Group, Inc.	\$1,517,408	\$1,022,102	\$2,402,872	\$196,569,876
CEC	CEC Entertainment, Inc.	\$2,710,336	\$2,884,686	\$2,672,785	\$552,521,930
RT	Ruby Tuesday, Inc.	\$4,041,179	\$6,672,484		\$451,780,756
SONC	Sonic Corp.	\$1,224,191	\$1,808,467	\$1,918,812	\$437,881,362
BH	Biglari Holdings Inc.	\$515,445	\$2,122,556	\$4,922,655	\$424,732,501
RRGB	Red Robin Gourmet Burgers, Inc.	\$1,869,108	\$1,415,503	\$2,467,703	\$365,598,199
DENN	Denny's Corporation	\$2,112,154	\$2,784,008	\$2,329,017	\$324,088,756

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
Nicholas Daraviras	Chairman	38	Male	3	Outside Related
Clavton E. Wilhite	Member	66	Male	15	Outside Related
David S. Harris	Member	52	Male	0	Outside

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