



Dollar General Corporation

DG NYSE

Retail - Discount Stores

Market Capitalization USD:

\$12,898.25 mm

CONCERN LEVEL: LOW

- 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: Richard Dreiling

Age: 58

CEO Since: 2008

	2009	2010	2011
Base Salary	\$1,100,876	\$1,143,231	\$1,196,947
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$2,434,924	\$2,186,595	\$1,850,386
Benefits and Perquisites	\$885,525	\$640,293	\$785,036
TOTAL ANNUAL COMPENSATION	\$4,421,325	\$3,970,119	\$3,832,369
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$0	\$1,193,210	\$0
Stock Awards	\$0	\$0	\$0
TOTAL COMPENSATION	\$4,421,325	\$5,163,329	\$3,832,369
Median of Other Named Executive Officers Total Compensation	\$2,448,327	\$1,784,814	\$1,275,212
Value Realized on Exercise of Stock Option	\$0	\$0	\$14,056,152
Value Realized on Vesting of Stock	\$11,468,299	\$0	\$0
TOTAL REALIZED EQUITY COMPENSATION	\$11,468,299	\$0	\$14,056,152

Proxy Date: 5 Apr 2012

Annual Meeting Date: 1 Jun 2012

Equity Reserves: 8.21%

Stock Option Run Rate: 0.03%

Dollar General Corporation

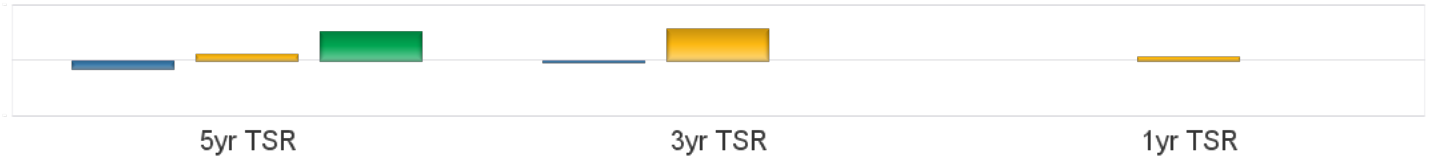
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Performance Comparison

■ S&P500 ■ Industry ■ DG



Peer Comparisons (TRBC) = Cyclical Consumer Goods / Services

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
DG	Dollar General Corporation	\$4,421,325	\$5,163,329	\$3,832,369	\$12,898,251,525
JWN	Nordstrom, Inc.	\$4,340,209	\$5,951,085	\$5,995,829	\$9,712,040,605
OMC	Omnicom Group Inc.	\$7,884,598	\$10,768,846	\$15,420,537	\$10,295,785,320
ORLY	O'Reilly Automotive, Inc.	\$3,541,095	\$4,896,696	\$3,696,252	\$9,057,934,394
DTV	DIRECTV	\$6,070,610	\$32,932,618	\$5,937,078	\$31,207,384,346
HST	Host Hotels & Resorts, Inc.	\$4,632,913	\$7,538,424	\$9,920,909	\$7,725,197,921
MGM	MGM Resorts International	\$13,752,443	\$9,775,903		\$4,539,436,522

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

7-Eleven, AutoZone, Big Lots, Collective Brands, Family Dollar, Genuine Parts, McDonald's, Nordstrom, OfficeMax, PetSmart, Staples, J.C. Penney, The Gap, Macy's, Blockbuster, The Pantry, Ross Stores and Yum Brands.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence

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