



FleetCor Technologies, Inc.



FLT NYSE

Oil Related Services / Equipment

Market Capitalization USD:

\$2,111.72 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: Ronald F. Clarke

Age: 56

CEO Since: 2000

	2009	2010	2011
Base Salary		\$677,397	\$719,231
Discretionary Bonus		\$62,500	\$84,375
Annual Cash Incentive		\$837,500	\$815,625
Benefits and Perquisites		\$21,091	\$21,590
TOTAL ANNUAL COMPENSATION		\$1,598,488	\$1,640,821
Increase in Post-Retirement Benefits		\$0	\$0
Stock Option Awards		\$7,066,655	\$0
Stock Awards		\$15,854,176	\$0
TOTAL COMPENSATION		\$24,519,319	\$1,640,821
Median of Other Named Executive Officers Total Compensation		\$2,453,542	\$2,224,921
Value Realized on Exercise of Stock Option		\$0	\$7,617,899
Value Realized on Vesting of Stock		\$34,531,250	\$7,113,305
TOTAL REALIZED EQUITY COMPENSATION		\$34,531,250	\$14,731,204

Proxy Date: 23 Apr 2012

Annual Meeting Date: 22 May 2012

Equity Reserves: 12.63%

Stock Option Run Rate: 2.26%

FleetCor Technologies, Inc.

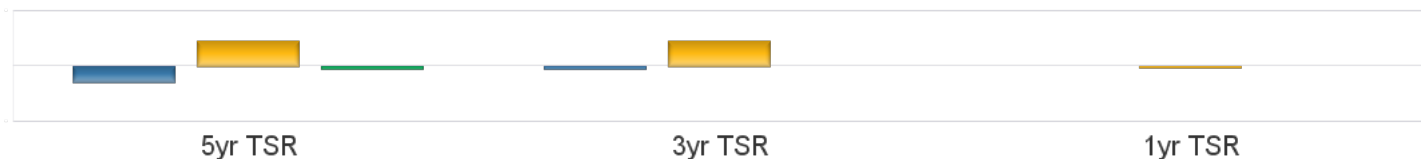
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Performance Comparison

■ S&P500 ■ Industry ■ FLT



Peer Comparisons (TRBC) =Oil Related Services / Equipment

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
FLT	FleetCor Technologies, Inc.		\$24,519,319	\$1,640,821	\$2,111,721,376
SUG	Southern Union Company	\$7,177,304	\$7,704,594		\$5,060,928,018
CLB	Core Laboratories N.V.	\$1,449,973	\$4,592,002	\$5,699,656	\$4,184,744,114
OII	Oceaneering International, Inc.	\$4,719,891	\$5,801,402	\$4,367,987	\$3,835,562,227
DRC	Dresser-Rand Group Inc.	\$5,967,451	\$6,112,265	\$5,930,115	\$3,234,151,982
OIS	Oil States International, Inc.	\$2,538,606	\$2,953,089	\$3,794,118	\$2,613,781,343
CRR	CARBO Ceramics Inc.	\$1,816,038	\$2,451,075		\$2,374,833,899

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
Bruce R. Evans	Chairman	53	Male	10	Outside Related
Andrew B. Balson	Member	45	Male	6	Outside Related
Glenn W. Marschel	Member	65	Male	10	Outside Related
Steven T. Stull	Member	52	Male	12	Outside Related

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