

**Fresh Market, Inc. (The)**

TFM NASDAQ

Food Distribution / Convenience Stores

Market Capitalization USD:

\$1,831.55 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 Carlock**Age: 45****CEO Since: 2009**

	2009	2010	2011
Base Salary		\$402,388	\$418,478
Discretionary Bonus		\$275,000	\$90,000
Annual Cash Incentive		\$0	\$231,384
Benefits and Perquisites		\$16,679	\$23,108
TOTAL ANNUAL COMPENSATION		\$694,067	\$762,970
Increase in Post-Retirement Benefits		\$0	\$0
Stock Option Awards		\$625,000	\$369,070
Stock Awards		\$0	\$0
TOTAL COMPENSATION		\$1,319,067	\$1,132,040
Median of Other Named Executive Officers Total Compensation		\$928,066	\$719,983
Value Realized on Exercise of Stock Option		\$8,236,462	\$0
Value Realized on Vesting of Stock		\$0	\$0
TOTAL REALIZED EQUITY COMPENSATION		\$8,236,462	\$0

Proxy Date: 2 May 2012

Annual Meeting Date: 6 Jun 2012

Equity Reserves: 9.26%

Stock Option Run Rate: 0.76%

Fresh Market, Inc. (The)

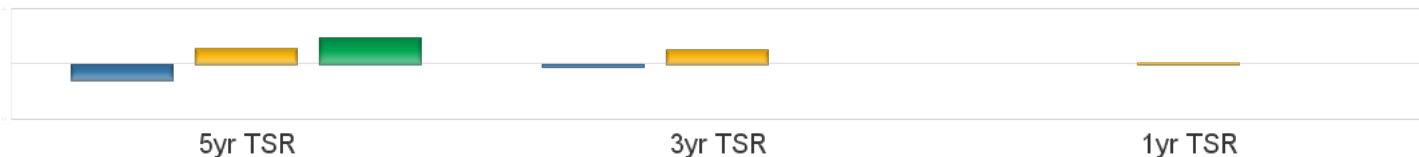
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Performance Comparison

■ S&P500 ■ Industry ■ TFM



Peer Comparisons (TRBC) =Food Distribution / Convenience Stores

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
TFM	Fresh Market, Inc. (The)		\$1,319,067	\$1,132,040	\$1,831,546,401
RDK	Ruddick Corporation	\$4,461,142	\$3,892,908		\$1,916,151,619
UNFI	United Natural Foods, Inc.	\$3,239,909	\$2,291,034		\$1,796,238,687
CASY	Casey's General Stores, Inc.	\$1,543,107	\$1,476,830		\$1,660,987,652
SVU	SUPERVALU INC.	\$7,450,438	\$10,790,012		\$1,413,294,251
WMK	Weis Markets, Inc.	\$1,528,641	\$2,954,081	\$3,100,642	\$996,856,297
BGS	B&G Foods, Inc.	\$1,251,001	\$2,285,349	\$1,615,673	\$799,272,790

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
David Rea	Chairman	51	Male	2	Outside
Michael D. Tucci	Member	51	Male	1	Outside
Richard A. Noll	Member	54	Male	1	Outside

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