

HHGregg Inc.

HHGregg Inc., 4151 E. 96th St., Indianapolis, 46240 (www.hhgregg.com), is a specialty retailer of consumer electronics and home appliances. It operates 228 stores in 20 states. In the fiscal year, that ended March 31, 2013, HHGregg earned \$25.4 million, or 74 cents per share, on revenue of \$2.5 billion. A year earlier, the company earned \$81.4 million, or \$2.14 per share, on revenue of \$2.5 billion. The company's shares trade on NASDAQ under the ticker symbol HGG. Information for Proxy Corner was taken from Yahoo Finance and the company's proxy statement dated June 21, 2013.

VALUE	7/1/13	7/2/12
Shares of common stock outstanding	31.5 million	36.4 million
Market value of one common share	\$16.03	\$11.35
Market value of common stock	\$504.4 million	\$405.98 million

NOTEWORTHY CONTROL

Freeman Spogli & Co.

Number of common shares: 13,475,981
Percentage of all shares: 43.2

Adage Capital Partners LP

Number of common shares: 2,124,272
Percentage of all shares: 6.8

Gregg Throgmartin

Number of common shares: 2,349,227
Percentage of all shares: 7.5

Van Berkom & Associates Inc.

Number of common shares: 1,995,581
Percentage of all shares: 6.4

EXECUTIVE COMPENSATION

	Total '12 compensation	Salary Bonus	Stock and option grants (1)	All other pay (2)	% change (3)
Dennis May president, CEO	\$1,260,832	\$560,000 \$0	\$670,149	\$30,683	-6.7%
Jeremy Aguilar chief financial officer	\$611,244	\$312,350 \$0	\$284,433	\$14,461	-6.4%
Gregg W. Throgmartin chief operating officer	\$750,026	\$327,132 \$0	\$401,154	\$21,740	-8.6%
Trent Taylor chief information officer	\$481,869	\$260,000 \$0	\$213,325	\$8,544	306.6%
Michael Stout chief administrative officer	\$498,227	\$265,000 \$145,000	\$213,325	\$19,902	-8.9%

(1) Grant date fair value of stock and options awards, as calculated in company's proxy statement in its grant of plan-based awards table.

(2) Includes non-equity incentive plan compensation, above-market or preferential earnings on deferred compensation and all other annual compensation.

(3) Percentage increase or decrease in executive's total compensation vs. previous year.

DIRECTORS

Dennis May, 45

Occupation: president, CEO of company
Other directorships: none
Number of common shares: 1,377,252

John Roth, 54

Occupation: general partner of Freeman Spogli & Co.
Number of common shares: 13,475,981

Gregg Throgmartin, 35

Occupation: executive vice president, chief operating officer
Number of common shares: 2,349,227

Michael Smith, 64

Occupation: chairman of company, former WellPoint Inc. chief financial officer
Number of common shares: 83,415

Gregory Bettinelli, 40

Occupation: venture partner at GRP Partners, co-founder of MuckerLab
Number of common shares: 0

Peter Starrett, 65

Occupation: president of Peter Starrett Associates
Number of common shares: 197,001

Lawrence Castellani, 67

Occupation: former chairman and CEO of Advance Auto Parts Inc.
Number of common shares: 310,940

Kathleen Tierney, 68

Occupation: operating partner at Parallel Investment Partners
Number of common shares: 27,001

Benjamin Geiger, 38

Occupation: partner in Freeman Spogli & Co.
Number of common shares: 0

Darrell Zink, 66

Occupation: CEO of Strategic Capital Partners, former vice chairman of Duke Realty Corp.
Number of common shares: 70,01

Catherine Langham, 55

Occupation: CEO of Langham Logistics Inc.
Number of common shares: 27,001