

# KAR Auction Services Inc.

KAR Auction Services Inc., 13085 Hamilton Crossing Blvd, Carmel 46032, (karauctionservices.com) is the holding company for ADESA Inc., which operates used-vehicle auctions at 65 locations, Insurance Auto Auctions Inc., which operates salvage auctions at 164 locations, and Automotive Finance Corp., which provides floorplan financing. In the nine months ended Sept. 30, 2014, KAR earned \$119.0 million, or 84 cents per diluted share, on revenue of \$1.8 billion. That compares with earnings of \$85.3 million, or 61 cents per share, on \$1.6 billion in revenue in the same period a year earlier. KAR shares trade on the New York Stock Exchange under the ticker KAR. Information for Proxy Corner came from Yahoo Finance and the company's proxy statement dated April 29, 2014.

VALUE	1/23/15	1/23/14
Shares of common stock outstanding	141 million	139 million
Market value of one common share	\$34.85	\$28.68
Market value of common stock	\$4.91 billion	\$3.99 billion

## NOTEWORTHY CONTROL

### FMR LLC

Number of common shares: 15,402,186  
Percent of total: 11

### The Vanguard Group

Number of common shares: 7,347,618  
Percent of total: 5

## EXECUTIVE COMPENSATION

	Total '13 compensation	Salary Bonus	Stock and option grants (1)	All other pay (2)	% change (3)
<b>James Hallett</b> CEO	\$5,994,154	\$832,320 \$0	\$4,407,271	\$754,563	323.9%
<b>Eric Loughmiller</b> chief financial officer	\$2,927,806	\$433,857 \$0	\$2,203,652	\$290,297	346.0%
<b>Rebecca Polak</b> executive VP, general counsel	\$1,316,591	\$357,000 \$0	\$705,182	\$254,409	137.8%
<b>Thomas O'Brien</b> CEO of IAA	\$1,006,391	\$511,801 \$0	\$0	\$494,590	17.6%
<b>Thomas Caruso</b> chief client officer	\$987,959	\$510,000 \$0	\$0	\$477,959	3.4%

(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

### Ryan Birtwell, 31

Occupation: partner at ValueAct Capital  
Other directorships: Seitel Inc.  
Number of common shares: 0

### Brian Clingen, 54

Occupation: managing partner of BP Capital Management, former KAR CEO  
Number of common shares: 1,676

### Donna Ecton, 67

Occupation: CEO of management consulting firm EEI Inc., former COO at PetSmart Inc.  
Other directorships: CVR GP LLC, Body Central Corp.  
Number of common shares: 1,690

### Peter Formanek, 70

Occupation: private investor, co-founder of AutoZone Inc.  
Number of common shares: 28,860

### James Hallett, 61

Occupation: CEO of company  
Number of common shares: 121,875

### Mark Hill, 58

Occupation: managing partner of Collina Ventures LLC, former CEO of Baker Hill Corp.  
Other directorships: Interactive Intelligence  
Number of common shares: 0

### Lynn Jolliffe, 62

Occupation: executive vice president of human resources at Ingram Micro Inc.  
Number of common shares: 0

### Michael Kestner, 59

Occupation: CFO at Building Materials Holding Corp.  
Number of common shares: 3,183

### John Larson, 51

Occupation: CEO at Escort Inc., an automotive electronics manufacturer.  
Number of common shares: 0

### Stephen Smith, 65

Occupation: auto industry consultant, former senior vice president at Honda Finance Corp.  
Number of common shares: 1,690