

EXPEDITORS INTERNATIONAL OF WASHINGTON INC  
Form DEF 14A  
March 29, 2013

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14A  
Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. )  
Filed by the Registrant ý

Filed by a Party other than the Registrant "

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Section 240.14a-12  
Expeditors International of Washington, Inc.  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (check the appropriate box):

- No fee required.
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EXPEDITORS INTERNATIONAL  
OF WASHINGTON, INC.

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NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

May 1, 2013

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To the Shareholders of Expeditors International of Washington, Inc.

The Annual Meeting of Shareholders of EXPEDITORS INTERNATIONAL OF WASHINGTON, INC. ("Expeditors" or the "Company") will be held at 2:00 in the afternoon, on Wednesday, May 1, 2013, at the Company's offices located at 1015 Third Avenue, Seattle, Washington, for the following purposes:

- (1) To elect ten (10) directors, each to serve until the next annual meeting of shareholders and the election and qualification of his or her successor (page 3);
- (2) To approve, on a non-binding basis, the compensation of the Company's Named Executive Officers (page 25);
- (3) To approve and ratify the adoption of the 2013 Stock Option Plan (page 28);
- (4) To ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ending December 31, 2013 (page 32);
- (5) To consider a shareholder proposal (page 33); and
- (6) To transact such other business as may properly come before the meeting.

Shareholders of record at the close of business on March 7, 2013 will be entitled to notice of and to vote at the meeting and any adjournment thereof.

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on May 1, 2013.

The Proxy Statement and Annual Report are available to the Company's registered holders and employee stock purchase plan participants at [www.envisionreports.com/expd](http://www.envisionreports.com/expd) and to the Company's beneficial holders at [www.edocumentview.com/expd](http://www.edocumentview.com/expd).

By Order of the Board of Directors

/s/ Peter J. Rose

Peter J. Rose

Chairman of the Board and Chief Executive Officer

Seattle, Washington

March 29, 2013

**YOUR VOTE IS IMPORTANT**

Whether or not you plan to attend the meeting in person, please sign, date and return the accompanying proxy in the enclosed stamped and addressed envelope; or submit your vote and proxy by telephone or by Internet in accordance with the instructions on your proxy card. This will ensure a quorum at the meeting. The giving of the proxy will not affect your right to vote at the meeting if the proxy is revoked in the manner set forth in the accompanying proxy statement.

EXPEDITORS INTERNATIONAL  
OF WASHINGTON, INC.  
1015 Third Avenue, 12th Floor  
Seattle, Washington 98104

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PROXY STATEMENT  
ANNUAL MEETING OF SHAREHOLDERS  
May 1, 2013

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INFORMATION REGARDING PROXIES

This Proxy Statement and the accompanying form of proxy are furnished in connection with the solicitation of proxies by the Board of Directors of Expeditors International of Washington, Inc. (the "Company") for use at the annual meeting of shareholders (the "Annual Meeting") to be held at the Company's offices at 1015 Third Avenue, Seattle, Washington on Wednesday, May 1, 2013, at 2:00 p.m. local time, and at any adjournment or adjournments thereof. Only shareholders of record at the close of business on March 7, 2013 (the "Record Date") will be entitled to notice of and to vote at the meeting. On or about March 29, 2013, we will mail to shareholders either: (i) a copy of our Proxy Statement, a form of proxy and an Annual Report, or (ii) a notice of Internet availability of proxy materials, which will indicate how to access the proxy materials on the Internet.

If the accompanying form of proxy is properly executed and returned, the shares represented thereby will be voted in accordance with the instructions specified thereon. In the absence of instructions to the contrary, such shares will be voted:

- (1) FOR all of the nominees for the Company's Board of Directors listed in this Proxy Statement and in the form of proxy (page 3);
- (2) FOR a non-binding vote approving compensation of our Named Executive Officers (page 25);
- (3) FOR approval and ratification of the 2013 Stock Option Plan (page 28);
- (4) FOR the ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm (page 32); and
- (5) AGAINST a shareholder proposal (page 33).

Any shareholder executing a proxy has the power to revoke it at any time prior to the voting thereof on any matter (without, however, affecting any vote taken prior to such revocation) by delivering written notice to the Secretary of the Company, by executing and delivering to the Company another proxy dated as of a later date or by voting in person at the meeting.

If you hold your shares in street name, it is critical that you cast your vote if you want it to count in the election of directors, the non-binding vote approving compensation of Named Executive Officers, the approval and ratification of the 2013 Stock Option Plan and the shareholder proposal. If you hold your shares in street name and you do not instruct your bank or broker how to vote in these matters, no votes will be cast on your behalf. Your bank or broker will have discretion to vote any uninstructed shares on the ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm. If you are a shareholder of record and you do not cast your vote, no votes will be cast on your behalf on any of the proposals at the Annual Meeting.

VOTING SECURITIES

The only outstanding voting securities of the Company are shares of Common Stock, \$.01 par value (the "Common Stock"). As of the Record Date, there were 206,586,162 shares of Common Stock issued and outstanding, and each such share is entitled to one vote at the Annual Meeting. The presence in person or by proxy of holders of record of a majority of the outstanding shares of Common Stock is required to constitute a quorum for the transaction of business at the Annual Meeting. Shares of Common Stock

underlying abstentions and broker non-votes will be considered present at the Annual Meeting for the purpose of determining whether a quorum is present.

Under Washington law and the Company's bylaws, if a quorum is present, the ten nominees for election to the Board of Directors who receive the majority of the votes cast by persons present in person at the Annual Meeting or represented by proxy shall be elected Directors. Abstentions and broker non-votes will not be counted either in favor of or against the election of the nominees and therefore will have no effect on the outcome of the election.

With respect to the proposals for a non-binding vote approving the compensation of Named Executive Officers, approval and ratification of the 2013 Stock Option Plan, the ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm and the shareholder proposal, such proposals will be approved if the votes cast by persons present at the Annual Meeting or represented by proxy in favor of the proposal exceed the votes cast against such proposal. Abstentions and broker non-votes will not be counted either in favor of or against such proposals and, therefore, will have no effect on the outcomes of such proposals.

No cumulative voting rights are authorized, and dissenters' rights are not applicable to any of the matters being voted on.

Proxies and ballots will be received and tabulated by Computershare Trust Company, N.A., an independent business entity not affiliated with the Company.

The Common Stock is listed for trading on the NASDAQ Global Select Market under the symbol EXPD. The last sale price for the Common Stock, as reported by NASDAQ on March 7, 2013, was \$38.78 per share.

#### PRINCIPAL HOLDERS OF VOTING SECURITIES

The following table sets forth information, as of March 7, 2013, with respect to all shareholders known by the Company to be beneficial owners of more than five percent of its outstanding Common Stock. Except as noted below, each person has sole voting and dispositive powers with respect to the shares shown.

Name and Address	Amount and Nature of Beneficial Ownership	Percent of Class
BlackRock, Inc., 40 East 52nd Street, New York, NY 10022	16,713,579(1)	8.00 %
The Vanguard Group, 100 Vanguard Boulevard, Malvern, PA 19355	10,745,095(2)	5.14 %

(1) The holding shown is as of December 31, 2012, according to Schedule 13G/A dated February 4, 2013 filed by BlackRock, Inc., a parent holding company.

(2) The holding shown is as of December 31, 2012, according to Schedule 13G dated February 7, 2013 filed by The Vanguard Group, an investment adviser. The Vanguard Group reports that it has sole voting power with respect to 364,276 shares of common stock, sole dispositive power with respect to 10,389,519 shares of common stock and shared dispositive power of 355,576 shares of common stock.

## PROPOSAL 1—ELECTION OF DIRECTORS

The Company's bylaws require a Board of Directors composed of not less than six nor more than ten members. A Board of Directors consisting of ten directors will be elected at the Annual Meeting to hold office until the next annual meeting of shareholders or until the election or qualification of his or her successor. Any vacancy resulting from the non-election of a director may be filled by the Board of Directors. The Board of Directors has unanimously approved the nominees named below. Except for Liane J. Pelletier, all nominees are members of the current Board of Directors.

### Majority Vote Standard for Director Elections

The Company's bylaws require that in an uncontested election each director will be elected by the vote of the majority of the votes cast. A majority of votes cast means that the number of shares cast "for" a director's election exceeds the number of votes cast "against" that director. A share which is otherwise present at the meeting but for which there is an abstention, or to which a shareholder gives no authority or direction, shall not be considered a vote cast.

In an uncontested election, a nominee who does not receive a majority of the votes cast will not be elected. An incumbent director who is not elected because he or she does not receive a majority vote will continue to serve as a holdover director until the earliest of: (a) 90 days after the date on which an inspector determines the voting results as to that director; (b) the date on which the Board of Directors appoints an individual to fill the office held by that director; or (c) the date of the director's resignation. Under the Company's resignation policy, any director who does not receive a majority vote in an uncontested election will resign immediately.

The Board of Directors may fill any vacancy resulting from the non-election of a director as provided in the Company's bylaws. The Nominating and Governance Committee will consider promptly whether to fill the position of a nominee who fails to receive a majority vote in an uncontested election and may make a recommendation to the Board of Directors about filling the position. The Board of Directors will act on the Nominating and Governance Committee's recommendation and within ninety (90) days after the certification of the shareholder vote will disclose publicly its decision. Except as provided in the next sentence, no director who fails to receive a majority vote for election will participate in the Nominating and Governance Committee recommendation or Board decision about filling his or her office. If no director receives a majority vote in an uncontested election, then the incumbent directors (a) will nominate a slate of directors and hold a special meeting for the purpose of electing those nominees as soon as practicable, and (b) may in the interim fill one or more positions with the same director(s) who will continue in office until their successors are elected.

### Nominees

This year's nominees consists of seven independent directors, including our lead independent director, and three management directors. Unless otherwise instructed, it is the intention of the persons named in the accompanying form of proxy to vote shares represented by properly executed proxies for the ten nominees of the Board of Directors named below. Although the Board of Directors anticipates that all of the nominees will be available to serve as directors of the Company, should any one or more of them be unwilling or unable to serve, it is intended that the proxies will be voted for the election of a substitute nominee or nominees designated by the Board of Directors or the seat will remain open until the Board of Directors identifies a nominee.

All directors hold office until the next annual meeting of shareholders of the Company and the election and qualification of his or her successor or until the directors' earlier death, resignation, removal or termination of term. The following persons are nominated to serve as directors until the Company's 2014 Annual Meeting of Shareholders: Peter J. Rose has served as a director and Vice President of the Company since July 1981. Mr. Rose was elected a Senior Vice President of the Company in May 1986, Executive Vice President in May 1987, President and Chief Executive Officer in October 1988, and Chairman and Chief Executive Officer in May 1991. Mr. Rose's qualifications to serve on our Board of Directors include his nearly 50 years of experience in the international transportation industry and his many years of senior management and director experience. Mr. Rose is the father-in-law of Jeffrey S. Musser, the Company's Executive Vice President and Chief Information Officer.

Robert R. Wright became a director of the Company in May 2008, was appointed Chair of the Audit Committee in May 2009 and Lead Director in May 2010. Since 2002, Mr. Wright has been the President and Chief Executive Officer of Matthew G. Norton Co., a real estate investment, development and management firm based in Seattle, Washington. Prior to joining Matthew G. Norton, Mr. Wright was the Regional Managing Partner of Tax for Arthur

Andersen and the Chief Financial Officer of Brinderson Ltd., a construction and real estate development company. He currently serves on the Board of Directors for two privately held companies,

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Matthew G. Norton Co. and Stimson Lumber Company. Mr. Wright's qualifications to serve on our Board of Directors include his over 20 years of senior leadership and management experience with a focus on the areas of tax, finance and real estate, in private industry and the public accounting environment.

Mark A. Emmert became a director of the Company in May 2008. Since 2010 he has been President of the National Collegiate Athletic Association. From 2004 to 2010, Dr. Emmert served as the President of the University of Washington ("UW") and is now President Emeritus. Prior to the UW, he was chancellor of Louisiana State University. He also served as the chancellor of the University of Connecticut and held administrative and academic positions at the University of Colorado and Montana State University. Dr. Emmert is currently on the Board of Directors of the Weyerhaeuser Company and of Omnicare, Inc. and is a Life Member of the Council on Foreign Relations and a Fellow of the National Academy of Public Administration. Dr. Emmert's qualifications to serve on our Board of Directors include his many years of experience in the administration of educational and personnel development programs, as well as his expertise in the leadership and management of complex operations with rigid public oversight requirements, and international affairs.

R. Jordan Gates joined the Company as its Controller-Europe in February 1991. Mr. Gates was elected Chief Financial Officer and Treasurer of the Company in August 1994, Senior Vice President-Chief Financial Officer and Treasurer in January 1998, Executive Vice President-Chief Financial Officer and Treasurer in May 2000 and President and Chief Operating Officer of the Company in January 2008. Mr. Gates was also elected as a director in May 2000. Mr. Gates' qualifications to serve on our Board of Directors include his over 20 years of experience in the international transportation industry, primarily in accounting, finance and operations, and his many years of senior management and director experience.

Dan P. Kourkoumelis became a director of the Company in March 1993. From 1967 through 1998, Mr. Kourkoumelis was employed in various positions by Quality Food Centers, Inc., a supermarket chain, and became a member of its Board of Directors in April 1991. He was appointed Executive Vice President in 1983 and Chief Operating Officer in 1987, President in 1989 and served as Chief Executive Officer from 1996 to September 1998. Mr. Kourkoumelis is a member of the Board of Directors of the Western Association of Food Chains. Mr. Kourkoumelis' qualifications to serve on our Board of Directors include his over 20 years of senior leadership, financial and management experience in a public corporation environment with a primary focus on providing superior customer service.

Michael J. Malone has been a director of the Company since August 1999. Mr. Malone is the retired Chairman and Chief Executive Officer of AEI/DMX Music, a \$150 million, multinational music programming and distribution company that he founded in 1971 and subsequently sold via merger to Liberty Media, Inc. in May 2001. From the May 2001 merger through February 7, 2005, Mr. Malone served as Chairman of Maxide Acquisition, Inc., the holding company for DMX Music, Inc. and a subsidiary of Liberty Media Corporation. Mr. Malone currently has interests in several premium hotels and restaurants, including the Sorrento Hotel. He is also currently Principal of Hunters Capital, LLC, a Northwest Real Estate Development and Management Company. Mr. Malone is a member of the Board of Directors of HomeStreet Bank. Mr. Malone's qualifications to serve on our Board of Directors include his entrepreneurial skills, as well as his over 20 years of senior leadership and management experience with international operations in a business driven by customer service.

John W. Meisenbach became a director of the Company in November 1991 and was appointed Chair of the Compensation Committee in May 2010. Since 1962, Mr. Meisenbach has been the President of MCM, a financial services company. He currently serves on the Board of Directors of Costco Wholesale Corporation, a wholesale membership store chain and M Financial Holdings, a financial services organization. Mr. Meisenbach is a member of the Board of Directors of the Seattle Police Foundation, an organization that raises support and awareness for the Seattle Police Department; a trustee of Seattle Children's Hospital Foundation, a child health care and pediatric center; and a trustee emeriti of Seattle University, a private university. He is active in numerous industry and civic organizations including the United Way of King County; Global Partnerships; Medical Teams International; and Zion Preparatory Academy. Mr. Meisenbach's qualifications to serve on our Board of Directors include his over 40 years of senior leadership and management experience in the customer oriented financial services industry, including venture capital, employee benefits and business financing.



Liane J. Pelletier has been nominated to serve as director of the Company. Ms. Pelletier is the former Chairman, Chief Executive Officer and President of Alaska Communications Systems, an Alaska based integrated communication services provider, leading the firm from October 2003 to April 2011. From November 1986 to October 2003, Ms. Pelletier held a number of executive positions at Sprint Corporation (now known as Sprint Nextel Corporation), a United States based wireless communications company. Ms. Pelletier

is a member of the Board of Directors of Washington Federal, Atlantic Tele-Network and Iccle Seafoods. Ms. Pelletier's qualifications to serve on our Board of Directors include her over 25 years of senior leadership and management experience in the telecommunications industry, including past and current positions as Chairman, Lead Independent Director, and member of Audit, Risk, Nominating and Compensation Committees; and her active leadership and participation in the National Association of Corporate Directors. Both her corporate career and her board service span firms where there is material focus on regulation, information technology and security, foreign operations and customer service.

James L.K. Wang has served as a director and the Managing Director of Expeditors International Taiwan Ltd., the Company's former exclusive Taiwan agent, since September 1981. In October 1988, Mr. Wang became a director of the Company and its Director-Far East, and Executive Vice President in January 1996. In May 2000, Mr. Wang was elected President-Asia Pacific. Mr. Wang's qualifications to serve on our Board of Directors include his nearly 40 years of experience in the international transportation industry, primarily in Asia, and his many years of senior management and director experience.

Tay Yoshitani became a director of the Company in August of 2012. Since March of 2007 he has been the Chief Executive Officer of the Port of Seattle. From 2004 to 2007, he served as the Senior Advisor to the National Association of Waterfront Employers and from 2001 to 2004, was the Executive Director of the Port of Oakland. Prior to that he was the Executive Director for the Port of Baltimore. Mr. Yoshitani is a graduate of United States Military Academy, served five years, which included service in Vietnam with the Corps of Engineers, in the US Army and retired with the rank of Captain. He also has an MBA from Harvard Business School. He currently serves on the Seattle Foundation Board and on the boards of a number of other local Seattle civic and trade-related organizations. Mr. Yoshitani's qualifications to serve on our Board of Directors include his over 20 years of senior leadership and management experience in the ocean transportation industry and over 10 years in airport operations.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS  
VOTE FOR THE ELECTION OF EACH OF THE NOMINEES OF THE BOARD OF DIRECTORS.  
CORPORATE GOVERNANCE**

#### **Board Leadership Structure and Role in Risk Oversight**

There are currently nine members of the Board of Directors, three management directors and six independent non-management directors. The Board has a Lead Independent Director ("Lead Director") and three standing committees: Audit, Compensation and Nominating and Corporate Governance. All of the Board committees are comprised solely of the six independent non-management directors. The three management directors have been deliberately excluded from membership on any of the Board's standing committees. The role of Chairman and Chief Executive Officer was combined when Mr. Rose was appointed to these roles in 1991. Given the structure of the Board of Directors and the Board's standing committees, where only independent non-management directors are members, the Board believes this structure has been effective thus far in the Company's operating history due to Mr. Rose's extensive knowledge of our business and industry, his sound understanding of our culture and business strategy, and his corporate and board experience and leadership skills, which promote board communication, governance, continuity and appropriate oversight. The independent non-management directors hold executive sessions at every Board meeting and at such other times as they deem appropriate.

Management is responsible for the assessment and management of risk and brings to the attention of the Board the material risks to the Company. The Board of Directors provides oversight and guidance to management regarding the material risks. Further, the Board has delegated oversight responsibilities for certain areas of risk to its three standing committees as described below. The Board and its committees regularly discuss with management the Company's strategies, goals and policies and inherent associated risks in order to assess appropriate levels of risk taking and steps taken to monitor and control such exposures. The Board of Directors believes that the risk management processes in place for the Company are appropriate. Despite the fact that our Chairman and Chief Executive Officer positions are combined, we believe that the active oversight role played by our Lead Director as well as our Board Committees, which consist solely of independent non-management directors, provides the appropriate level of independent oversight for our Company. Following the completion of Mr. Rose's service as the Chairman of the Board, the position of Chairman of the Board shall be filled by a director that is "independent" within the meaning of all applicable

independence requirements of the NASDAQ Stock Market and the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any rules and regulations promulgated thereunder. Following the appointment of an independent director to the position of Chairman of the Board, the position of Lead Independent Director shall be suspended.

### Lead Independent Director

On May 5, 2010, the Board of Directors appointed Robert R. Wright to the role of Lead Director. As Lead Director, Mr. Wright is responsible for: (1) presiding at all meetings of the Board if/when the Chairman is not able to be present; (2) presiding at executive sessions of the independent directors; (3) advising the Chairman and Chief Executive Officer as to Board agenda items and meeting dates; (4) being a liaison between the Chairman and Chief Executive Officer and the independent directors; and (5) any other duties as requested by the Board, which include but are not limited to: approving information sent to the Board; approving meeting agendas for the Board; approving meeting schedules to assure adequate time for discussion of all agenda items; calling meetings of independent directors; and, if requested by major shareholders, ensuring that he is available for consultation and direct communication.

### Board and Committee Meetings

The Board of Directors held five meetings during the year ended December 31, 2012 and transacted business on four occasions during the year by unanimous written consent.

The Board of Directors has determined that Messrs. Kourkoumelis, Malone, Meisenbach, Wright, Yoshitani and Dr. Emmert, are independent under the applicable independence standards set forth in the rules promulgated under the Exchange Act and the rules of the NASDAQ Stock Market.

In 2012, each director attended at least 75% of the aggregate of the total number of Board of Directors meetings and meetings of committees of the Board of Directors on which they served. Mr. Yoshitani has attended all Board of Directors meetings and meetings of committees of the Board of Directors on which he served since joining the Board of Directors in August 2012. While the Company has no established policy requiring directors to attend the Annual Meeting, historically, and in 2012, all members serving at the time were in attendance.

No members of management serve on any of the committees of the Board of Directors. All committee members are independent non-management directors. The following table shows the current membership of each committee and the number of meetings held by each committee during the year ended December 31, 2012:

Name	Audit Committee	Compensation Committee	Nominating and Corporate Governance Committee
Mark A. Emmert	X	X	X
Dan P. Kourkoumelis	X	X	X
Michael J. Malone	X	X	X
John W. Meisenbach	X	X	X
Robert R. Wright	X	X	X
Tay Yoshitani	X	X	X
Fiscal 2012 meetings	4	4	4

### Audit Committee

The Board of Directors has a separately-designated standing Audit Committee established in accordance with Section 3(a)(58)(A) of the Exchange Act which consists of Messrs. Kourkoumelis, Malone, Meisenbach, Wright, Yoshitani and Dr. Emmert. Mr. Wright was elected Chairman on May 6, 2009 and the Board of Directors has determined that he is an audit committee financial expert as defined by Item 407(d)(5) of Regulation S-K under the Exchange Act. In addition, the Board of Directors has determined that each member of the Audit Committee is independent under the NASDAQ independence standards applicable to audit committee members.

The function of the Audit Committee is set forth in the Audit Committee Charter which can be found on the Company's website at [www.investor.expeditors.com](http://www.investor.expeditors.com). In general, these responsibilities include meeting with the internal financial and audit staff of the Company and members of the independent registered public accounting firm engaged by the Company to review (i) the scope and findings of the annual audit and other procedures, (ii) quarterly and annual financial statements, (iii) accounting policies and procedures and the Company's financial reporting, and (iv) the internal controls employed by the Company. The Audit Committee has sole authority to appoint, retain, determine funding for, and oversee the Company's independent registered public accounting firm. The Audit Committee also pre-approves all services to be provided by the Company's independent registered public accounting

firm.

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#### Nominating and Corporate Governance Committee

The Board of Directors has a Nominating and Corporate Governance Committee (the “Nominating Committee”), which consists of Messrs. Kourkoumelis, Malone, Meisenbach, Wright, Yoshitani and Dr. Emmert.

The Nominating and Corporate Governance Committee Charter, which can be found on the Company’s website at [www.investor.expeditors.com](http://www.investor.expeditors.com), states that the Nominating Committee will assist the Board of Directors by

(i) identifying individuals qualified to become members of the Board of Directors, and to recommend the director nominees for the election to be held at the next annual meeting of shareholders; (ii) identifying individuals qualified to become members in the event of a vacancy, and to recommend to the Board of Directors qualified individuals to fill any such vacancy; (iii) recommending to the Board of Directors, on an annual basis, director nominees for each Board of Directors committee; and (iv) providing a leadership role with respect to corporate governance of the Company.

#### Director Nomination Process

The Policy on Director Nominations, which can be found on the Company’s website at [www.investor.expeditors.com](http://www.investor.expeditors.com), describes the process by which director nominees are selected by the Nominating Committee, and includes the criteria the Nominating Committee will consider in determining the qualifications of any candidate for director. Among the qualifications, qualities and skills of a candidate considered important by the Nominating Committee are a candidate’s integrity, ethical character, business judgment, professional experience, expertise, and diversity in experiences and perspectives. Also of consideration and interest in director nominees are the experiences that personal diversity, including ethnicity, gender and education can add to the Board of Directors. In considering candidates for the Board, the Nominating Committee considers the entirety of each candidate’s credentials in the context of these standards. With respect to the nomination of continuing directors for re-election, the individual’s contributions to the Board are also considered.

As a global company, our organization is comprised from top to bottom of people from diverse backgrounds, with over 13,000 employees worldwide, representing more than 60 countries. As a result, the Nominating Committee seeks director candidates with a wide diversity of business and professional experience, skills, gender and ethnic background, which when taken as a whole, will provide the necessary experience, background and leadership to oversee our Company. We believe our current nominees for our Board of Directors have considerable diversity in business backgrounds and education, as well as cultural, gender and ethnic diversity. As new Board positions are filled, the Nominating Committee will actively seek qualified candidates, including those within its current Board members’ community and professional networks, that might allow our Board to benefit from potentially different perspectives arising from gender diversity and further ethnic and cultural diversity on the Board. In the event a search firm is utilized, the firm will be specifically instructed to actively seek qualified candidates with gender, ethnic and cultural diversity. The Nominating Committee at least annually reviews the director nomination procedures to assess the effectiveness of its policies.

The Nominating Committee considers candidates for director who are recommended by its members, by management, and by search firms retained by the Nominating Committee. In addition, the Nominating Committee will evaluate candidates proposed by any single shareholder or group of shareholders that has beneficially owned more than five percent of the Company’s common stock for at least one year and that satisfies certain notice, information and consent provisions in the Company’s Policy on Director Nominations (such individual or group, the “Qualified Stockholder”). In addition, a shareholder may nominate a candidate for election to the Board of Directors if the shareholder complies with the notice, information and consent provisions of Article II of the Company’s Amended and Restated Bylaws which can be found on the Securities and Exchange Commission website at [www.sec.gov](http://www.sec.gov) filed as Exhibit 3.2 to the Company’s Form 10-Q filed with the Securities and Exchange Commission on or about August 8, 2012. As required by the Company’s Bylaws, the notice must be received by the Company not less than 90 days nor more than 120 days prior to the anniversary of the immediately preceding Annual Meeting of Shareholders called for the election of directors. However, if the date of the annual meeting is more than 30 days before or more than 60 days after such anniversary date, notice by the shareholder to be timely must be delivered not earlier than the close of business on the 120th day prior to the date of such annual meeting and not later than the close of business on the later of the 90th day prior to the date of such annual meeting or, if the first public announcement of the date of such annual meeting is less than 100 days prior to the date of such annual meeting, the 10th day following the day on which public announcement

of the date of such meeting is first made by the Company.

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The Nominating Committee evaluates all candidates (whether identified internally, by a Qualified Stockholder, or nominated by a shareholder), including incumbent directors, in accordance with the criteria described above and in the Policy on Director Nominations. All candidates for director who, after evaluation, are then recommended by the Nominating Committee and approved by the Board of Directors will be included in the Company's recommended slate of director nominees in its proxy statement.

#### Communications with the Board of Directors

Shareholders may communicate with the Board of Directors and the procedures for doing so are located on the Company's website at [www.investor.expeditors.com](http://www.investor.expeditors.com). Information regarding the submission of comments or complaints relating to the Company's accounting, internal accounting controls or auditing matters can be found in Section 1.18 of the Company's Code of Business Conduct on the Company's website at [www.investor.expeditors.com](http://www.investor.expeditors.com).

#### Compensation Committee Interlocks and Insider Participation

The Board of Directors has a Compensation Committee which consists of Messrs. Kourkoumelis, Malone, Meisenbach, Wright, Yoshitani and Dr. Emmert. Mr. Meisenbach was elected Chairman on May 5, 2010. The function of the Compensation Committee includes consultation with management in establishing the Company's general policies relating to senior management compensation, overseeing the implementation of short and long-term compensation programs for senior management, ensuring that incentive compensation programs are consistent with the Company's annual and long-term performance objectives and do not encourage unnecessary or excessive risk taking by employees, and reviewing and making recommendations to the Board of Directors periodically with respect to the compensation of all non-management directors, including compensation under the Company's equity-based plans. The Compensation Committee has been appointed by the Board of Directors to administer the Company's stock option plans. The Compensation Committee Charter can be found on the Company's website at [www.investor.expeditors.com](http://www.investor.expeditors.com).

No member of the Compensation Committee is or has been an officer or employee of the Company and none had any interlocking relationships with any other entities of the type that would be required to be disclosed in this Proxy Statement.



#### AUDIT COMMITTEE REPORT

The Audit Committee has continuously functioned since it was established in 1984 by action of the Board of Directors. The function of the Audit Committee is set forth in an Audit Committee charter (the "Audit Charter") which was adopted by action of the Board of Directors on May 3, 2000 and was amended on February 22, 2010, and can be found on the Company's website at [www.investor.expeditors.com](http://www.investor.expeditors.com).

Management is responsible for the Company's internal controls and the financial reporting process. The Company's independent registered public accounting firm, selected each year by the Audit Committee, is responsible for performing an independent audit of the Company's consolidated financial statements, and internal control over financial reporting, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB") and for issuing reports thereon. As described in the Audit Charter, the Audit Committee's responsibility is generally to monitor and oversee these processes. Each member of the Audit Committee was and is independent of management according to both the letter and spirit of the applicable rules.

In addition to its other responsibilities under the Audit Charter, the Audit Committee has reviewed and discussed with management of the Company the Company's audited consolidated financial statements for the year ended December 31, 2012. The Audit Committee has discussed with KPMG LLP ("KPMG"), the Company's independent registered public accounting firm for 2012, the matters required to be discussed by Statement on Auditing Standards No. 61 (Communication with Audit Committees), as amended, as adopted by the PCAOB. In addition, the Audit Committee has received from KPMG the written disclosures and the letter required by the PCAOB regarding KPMG's communications with the Audit Committee concerning independence, and discussed with KPMG the auditor's independence from the Company and its management.

Based upon the review and discussions referred to above, the Audit Committee recommended to the Board of Directors of the Company that the Company's audited consolidated financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2012.

#### AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

Robert R. Wright, Chairman

Mark A. Emmert

Dan P. Kourkouvelis

Michael J. Malone

John W. Meisenbach

Tay Yoshitani

## DIRECTOR COMPENSATION

Historically, the Company has used a combination of cash and stock-based incentive compensation to attract and retain qualified candidates to serve on the Board. On June 1, 2007, all remaining stock options authorized under the 1993 Directors' Stock Option Plan were granted to the independent non-management members of the Company's Board of Directors. On May 7, 2008, the shareholders approved the 2008 Directors' Restricted Stock Plan. In setting director compensation, the Company considers the amount of time that Directors expend in fulfilling their duties to the Company as well as the skill-level required as members of the Board and its Committees.

### Cash Compensation Paid to Board Members

In 2012, members of the Board who are not employees of the Company were entitled to receive an annual cash retainer of \$30,000 and \$1,000 per day for attending meetings and performing operational reviews. Mr. Wright was paid an additional retainer of \$75,000 for his role as Lead Director. Annual cash retainers are paid at the first Board meeting following election or appointment to the Board. Mr. Yoshitani joined the Board of Directors in August 2012 and received a prorata portion of the annual cash retainer.

### 2008 Directors' Restricted Stock Plan

The 2008 Directors' Restricted Stock Plan is only for the benefit of the independent non-management directors. Each independent non-management director receives \$200,000 worth of the Company's restricted stock on June 1st of each year. The stock vests ratably over 12 months and dividends are forfeited until all shares for that grant year have been fully vested. On June 1, 2012, each independent director elected at the 2012 Annual Meeting of Shareholders received 5,340 shares with a fair value of \$37.45 per share. The taxation ramifications for the issuance of these shares are the sole responsibility of each outside director.

### Stock Option Program

Prior to 2008, on June 1st of each year, each independent non-management director received a stock option grant of 32,000 shares at the closing market price on the date of grant. Until an option is exercised, shares subject to options cannot be voted and do not receive dividends or dividend equivalents.

### Director Summary Compensation Table for the Fiscal Year Ended December 31, 2012

The table below summarizes the compensation paid by the Company to independent non-management directors for the fiscal year ended December 31, 2012.

Name	Fees Earned or Paid in Cash	Stock Awards(1)	Option Awards	Non-Equity Incentive Plan Compensation	All Other Compensation	Total
Mark A. Emmert(2)	\$34,000	199,983	—	—	—	\$233,983
Dan P. Kourkoumelis(3)	\$35,000	199,983	—	—	—	\$234,983
Michael J. Malone(4)	\$35,000	199,983	—	—	—	\$234,983
John W. Meisenbach(5)	\$35,000	199,983	—	—	—	\$234,983
Robert R. Wright(6)	\$110,000	199,983	—	—	—	\$309,983
Tay Yoshitani	\$24,500	—	—	—	—	\$24,500

This column represents the aggregate grant date fair value of restricted shares granted in 2012. The fair value of (1) restricted stock awards is based on the fair market value of the Company's shares of common stock on the date of grant.

(2) As of December 31, 2012 there were 2,225 unvested restricted shares held by Dr. Emmert.

(3) As of December 31, 2012 there were 160,000 vested option awards and 2,225 unvested restricted shares held by Mr. Kourkoumelis.

(4) As of December 31, 2012 there were 96,000 vested option awards and 2,225 unvested restricted shares held by Mr. Malone.

(5) As of December 31, 2012 there were 64,000 vested option awards and 2,225 unvested restricted shares held by Mr. Meisenbach.

(6)

As of December 31, 2012 there were 2,225 unvested restricted shares held by Mr. Wright.

## SECURITY OWNERSHIP OF DIRECTORS AND EXECUTIVE OFFICERS

The following table lists the names and ages, and the amount and nature of the beneficial ownership of Common Stock of each Director and nominee, of each of the Named Executive Officers described in the Summary Compensation Table, and all Directors and Executive Officers as a group at March 7, 2013. Except as noted below, each person has sole voting and dispositive powers with respect to the shares shown.

Name	Age	Amount and Nature of Beneficial Ownership	Percent of Class
Directors and Nominees:			
Peter J. Rose(1)	69	1,177,954	*
Robert R. Wright(2)	53	14,736	*
Mark A. Emmert(3)	60	18,527	*
R. Jordan Gates(4)	57	441,759	*
Dan P. Kourkouvelis(5)	61	211,888	*
Michael J. Malone(6)	68	224,236	*
John W. Meisenbach(7)	76	158,142	*
Liane J. Pelletier	55	—	*
James L.K. Wang(8)	64	535,996	*
Tay Yoshitani	66	—	*
Additional Named Executive Officers:			
Timothy C. Barber(9)	53	295,445	*
Bradley S. Powell(10)	52	23,857	*
All Directors and Executive Officers as a group (22 persons)(11)		4,466,114	2.16%

\* Less than 1%

(1) Includes 15,572 shares subject to purchase options exercisable within sixty days.

(2) Includes 4,895 restricted shares for which the director has sole voting power, but dispositive power is restricted through May 31, 2013.

(3) Includes 4,895 restricted shares for which the director has sole voting power, but dispositive power is restricted through May 31, 2013.

(4) Includes 20,572 shares subject to purchase options exercisable within sixty days.

(5) Includes 128,000 shares subject to stock options exercisable within sixty days and 4,895 restricted shares for which the director has sole voting power, but dispositive power is restricted through May 31, 2013.

(6) Includes 96,000 shares subject to stock options exercisable within sixty days and 4,895 restricted shares for which the director has sole voting power, but dispositive power is restricted through May 31, 2013.

(7) Includes 64,000 shares subject to stock options exercisable within sixty days and 4,895 restricted shares for which the director has sole voting power, but dispositive power is restricted through May 31, 2013.

(8) Includes 73,750 shares subject to purchase options exercisable within sixty days.

(9) Includes 11,500 shares subject to stock options exercisable within sixty days.

(10) Includes 21,250 shares subject to stock options exercisable within sixty days.

(11) Includes 887,293 shares subject to stock options exercisable within sixty days and 24,475 restricted shares for which the directors have sole voting power, but dispositive power is restricted through May 31, 2013.

## EXECUTIVE COMPENSATION

### Compensation Discussion and Analysis

#### Overview of Compensation Program

The Compensation Committee of the Board of Directors (all of whom are independent, non-management directors) has responsibility for the determination and oversight of:

• Base salaries for Executive Officers, which are set annually.

The Company's executive non-equity incentive compensation program (the 2008 Executive Incentive Compensation Plan), as approved by shareholders in 2008. This oversight includes approving participants of the executive non-equity incentive compensation program as well as the percentage each participant will receive of amounts available for distribution under the program and authorizing the actual payments of the non-equity incentive compensation program before they occur.

The Company's equity compensation programs, consisting of both non-qualified and incentive stock option grants. This oversight includes recommending the amount of total options to be submitted for shareholder approval via the Company's annual proxy statement, as well as approving the amounts of stock options awarded to each employee, particularly the Company's Executive Officers.

• Employment agreements with Executive Officers.

Throughout this Proxy Statement, the individuals who served as the Company's Chief Executive Officer, Chief Operating Officer and Chief Financial Officer during fiscal 2012, as well as the other individuals included in the Summary Compensation Table on page 21 are referred to as the Named Executive Officers ("NEO"). The term Executive refers to individuals who are Executive Officers and senior management who participate in the executive non-equity incentive compensation program, but are not one of the NEO. The term senior management includes all NEO, Executive Officers and other corporate officers, selected direct reports and staff of the Company.

#### General Philosophy and Objectives

We believe that our compensation programs, which have been in place since the Company became a publicly traded entity, are one of the unique characteristics responsible for differentiating our performance from that of many of our competitors. Throughout the Company's history, our managers, including our most senior managers, have been compensated through a combination of three basic compensation techniques. These consist of:

1. A fixed and modest base salary, one that is intended to be substantially lower (52-91% lower in cases of Executive Officers) than comparable base salaries for similar positions in our industry;
2. A broad-based equity compensation program in the form of stock option grants made to individual employees; and
3. A non-equity incentive compensation program based upon a fixed percentage of the cumulative operating results of the business unit controlled by each key employee, with no upper limit on the potential dollar amount that can be earned through sustained business growth.

The Company has maintained a consistent compensation philosophy: offer a confident and capable individual a modest base salary and the opportunity to share in a fixed and determinable percentage of the operating profit generated by the business unit under his or her control. Growth in individual compensation will only occur in conjunction with an increase in a cumulative contribution to either the respective business unit or Company profits.

Key elements of this compensation philosophy include:

1. Encouraging each manager to think and act as an entrepreneur;
2. Establishing compensation levels that are not perceived as being arbitrary;
3. Developing financial rewards that are team-oriented; and
4. Closely aligning the interests of the individual employee with the goals of the Company and returns to the shareholders.

Using this compensation model, changes in individual incentive compensation will occur in proportion to changes in Company profits, creating a direct alignment between corporate performance and shareholder interests. The effectiveness of this alignment is demonstrated by comparing the year-over-year impact on 2012, 2011 and 2010 management bonuses. The Company's operating

income in 2012 was 14% lower than the amount reported in 2011. Bonuses earned by field and executive management in 2012 were also down by 9% and 14%, respectively, as compared with 2011. Bonuses earned by each NEO declined by approximately 19% in 2012 as compared with 2011, primarily as a result of adding additional employees to the non-equity incentive program through reducing the relative percentages previously allocated to select NEO and other Executive Officers. The Company's operating income in 2011 was 13% higher than the amount reported in 2010 and bonuses earned by field and executive management in 2011 both increased by 13% as compared with 2010. The Company's management incentive compensation programs have always been incentive-based and performance driven and there is no built-in bias that favors or enriches management in a manner inconsistent with overall corporate performance. The non-equity incentive compensation program is intended to provide the largest component of Executive compensation.

Due to the fact that the non-equity incentive compensation program is based on cumulative operating income, any operating losses that are incurred by business units or by the Company must be recovered from future operating profits before any amounts will be due to participating Executives. Since the most significant portion of management compensation comes from the non-equity incentive compensation program, the Company believes that this cumulative feature is a disincentive to excessive risk taking by its managers. No one individual has the authority to commit the Company to excessive risk taking. Due to the nature of the Company's services, it has a short operating cycle. The outcome of any higher risk transactions, such as overriding established credit limits, would be known in a relatively short time frame. Management believes that when the potential and certain impact on the bonus is fully considered in light of this short operating cycle, the potential for short-term gains that could be generated by engaging in risky business practices is sufficiently mitigated to discourage excessive and inappropriate risk taking. Management believes that both the stability and the long-term growth in revenues, net revenues and net earnings are a result of the incentives inherent in the Company's compensation program.

We do not employ third-party compensation consultants due to the governing factors that are inherent in the compensation programs described above. Our limited benchmarking activities are merely to review base salaries and other current compensation information and practices disclosed by certain U. S. publicly traded companies in the logistics and transportation industry. This limited benchmarking has not altered our compensation programs, policies or decisions but does annually confirm certain comparative disclosures, such as base salaries of our NEO compared to base salaries for similar positions in our industry, and that our compensation package offered to Executives is competitive and gives our Executives the opportunity to earn superior levels of compensation. Certain information from the Proxy Statements of CH Robinson Worldwide, Inc., FedEx Corporation, Forward Air Corp., Hub Group, Inc., Landstar System, Inc., Ryder System, Inc., United Parcel Services, Inc. and UTi Worldwide, Inc. were reviewed for comparison purposes. While most of these companies are not necessarily comparable in size to our Company, some are significantly larger and others considerably smaller, the Compensation Committee believes this information is useful for the limited comparisons described above.

It is the opinion of both the Compensation Committee and the Company's management that the manner and degree to which each of the compensation components described above have been utilized has had a direct impact on the Company's long-term financial performance. Furthermore, we believe that this combined compensation program has a proven track record of aligning both the long-term and short-term interests of our Company's Executives with the long-term interests of our Company's shareholders. The Compensation Committee considered the results of last year's say-on-pay vote in reviewing the Company's compensation policies. The Compensation Committee viewed the 90% favorable vote on last year's say-on-pay vote as further validation of the Company's approach to Executive compensation and as a result no changes were made.

**Targeted Overall Compensation.** Management does not believe that compensation targets, per se, are consistent with the underlying compensation philosophy utilized by the Company. The Company does, however, recognize that because it operates in the highly competitive global logistics services industry, the quality of its service depends upon the quality of the Executives and other employees it is able to attract and retain. In order to succeed, the Company believes that it must be able to attract and retain qualified Executives and employees. The Compensation Committee considers the competitiveness of the entire compensation package of an Executive Officer relative to that paid by similar companies when evaluating the adequacy of the base salaries, percentage allocation of the non-equity incentive

compensation program and grants of stock options. The Company's objective is to offer a total compensation package which gives the Executive the opportunity to be paid at a level which the Company believes to be superior to that offered by the Company's competitors in the global logistics services industry. The Company believes that the opportunity for achieving superior levels of compensation is predicated on achieving sustained, long-term profitable results which are superior to those of the Company's competitors.



Based on the Company's general philosophy and objectives described above, hypothetical targets for the overall compensation for Executives and other managers are considered neither useful nor desirable. The Compensation Committee is actively involved in reviewing and approving payments under the non-equity compensation program which are available to each participating Executive, including the NEO. These payments are allocated from a pool consisting of 10% of pre-bonus operating income (referred to hereafter as the "pool"). This is done in consultation with the Chairman and Chief Executive Officer. Over time, as the Company has grown, more participants have been added to this program. The overriding motivation in determining the relative percentage of the pool allocated to each Executive has not been to target specific levels of compensation. Rather, these allocations of the pool have been made to perpetuate a culture that focuses management's attention on creating and sustaining long-term profitable earnings growth by rewarding an increasing number of key Executives with a percentage of the Company's growing profits, which are primarily a function of year-over-year increases in operating income. Both management and the Compensation Committee are committed to keeping this non-equity incentive compensation program intact. With respect to NEO, the Compensation Committee administers the non-equity incentive compensation program.

#### Role of Executive Officers in Compensation Decisions

The Compensation Committee makes all compensation decisions for the NEO as well as base salaries and stock option grants for all Executive Officers (from the total amount of stock options approved annually by the shareholders). These decisions, other than compensation and option grant determinations of the Chief Executive Officer, are made in consultation with the Chairman and Chief Executive Officer, but implementation of all recommendations of the Chairman and Chief Executive Officer requires the formal written approval of the Compensation Committee. With respect to the non-equity incentive compensation program, the Chairman and Chief Executive Officer recommends allocation percentages for all participating Executives, which must be reviewed and approved by the Compensation Committee. Two Executive Officers did not participate in the non-equity incentive compensation program. While their base salary, title and appointment are subject to approval by the Compensation Committee, their portion of non-equity incentive compensation comes from the standard bonus amounts (25% of pre-bonus operating income, after a corporate management fee is levied) earned by the business units under their direction. Base salaries for each Executive not participating in the non-equity incentive compensation program are recommended by the applicable Executive Officer to whom the Executive reports.

**Base Salaries.** Throughout its history, the Company has followed the policy of offering its officers and other key managers a compensation package which is weighted toward incentive-based compensation. Accordingly, the Company believes that annual base salaries of its Executive Officers are generally set well below competitive levels paid to senior executives with comparable qualifications, experience and responsibilities at other comparably-sized companies engaged in similar businesses as to that of the Company. This belief is based on the general knowledge of the Compensation Committee and management of the compensation practices in the industry and, in part, on a review of compensation disclosures in the proxy statements of such comparably-sized companies, including certain companies in the industry group index shown in the stock performance graph included in the Company's Annual Report to shareholders.

We believe that modest, below-market base salaries are a key component in the Company's compensation strategy. The primary intention of our compensation philosophy is to create a situation where the risks and returns of entrepreneurship are present at each significant level of the Company. Base salaries for all Executive Officers are reviewed and approved by the Compensation Committee, in consultation with the Chairman and Chief Executive Officer, as part of an annual overall review of compensation. The base salary may be changed as the result of the Compensation Committee's decision that an individual's contribution, duties, and responsibilities to the Company have changed. Base salaries for NEO are typically not adjusted. The base salary of \$110,000 per annum for the current Chairman and Chief Executive Officer, for instance, has not changed since Mr. Rose assumed that position in 1988. The base salary for all other NEO is \$100,000 per annum and has not changed in the past five years.

Base salaries for each of the NEO for 2012 were as follows:

Name	Position	Base Salary
Peter J. Rose	Chairman and Chief Executive Officer	\$110,000
James L.K. Wang	President-Asia Pacific	\$100,000
R. Jordan Gates	President and Chief Operating Officer	\$100,000
Timothy C. Barber	President-Global Sales and Marketing	\$100,000
Bradley S. Powell	Senior Vice President and Chief Financial Officer	\$100,000

Equity Compensation Programs. The Company provides an equity compensation program in the form of stock option grants made to individual employees, including Executive Officers, at the discretion of the Compensation Committee. The Company believes that stock option grants afford a desirable, long-term compensation method because they closely align the interests of management with the interests of shareholders. During 2012, the Compensation Committee granted stock options for 2,822,990 shares to approximately 3,000 employees including one NEO as shown in the table below. All stock options granted by the Compensation Committee in 2012 were made based upon recommendations by management on the basis of the factors set forth below and endorsed by the Chairman and Chief Executive Officer. As a practice, any option grant recommendations and subsequent option grants to the Chief Executive Officer and the Executive Officers who reported directly to the Chief Executive Officer are made at the sole initiative and discretion of the Compensation Committee. The NEO who received a stock option grant in 2012 was recommended and approved to receive stock options by the Compensation Committee. The total number of stock options available to be granted in 2012 was determined by an annual shareholder vote as has been done the previous eight years. All options issued to employees in 2012 were granted with an exercise price equal to 100% of the closing market price on the grant date and will be 50% vested three years from the date of grant, 75% vested four years from the date of grant, and 100% vested five years from the date of grant and have an expiration date of ten years from the date of grant.

The vast majority of stock option grants are made annually at the meeting of the Board of Directors immediately following the annual shareholders meeting. During 2012, all stock options were granted at the closing market price on the day of the 2012 Annual Meeting of the Board of Directors. These options were granted with an exercise price equal to the closing market price on the date of grant and vested on the same vesting schedule detailed in the previous paragraph. The closing market price is the price at which the Company's Common Stock was last sold on the NASDAQ Global Select Market on the date in question.

Factors that affect the amount of stock options awarded to employees, including Executive Officers, are as follows:

- amount of cumulative stock option grants the employee has received;
- employee performance during the past 12 months, including promotions or other noteworthy accomplishments;
- time elapsed since previous stock option grants;
- amount of grants relative to peers within the Company; and
- tenure with the Company and tenure in most recent position.

Stock options granted to each of the NEO in 2012 are as follows:

Name	Position	2012 Stock Option Grants
Peter J. Rose	Chairman and Chief Executive Officer	—
James L.K. Wang	President-Asia Pacific	—
R. Jordan Gates	President and Chief Operating Officer	—
Timothy C. Barber	President-Global Sales and Marketing	—
Bradley S. Powell	Senior Vice President and Chief Financial Officer	10,000

Under the Company's outstanding stock option plans and agreements thereunder, incentive and non-qualified stock options granted under the 2008 and succeeding Stock Option Plans will terminate upon the first to occur of:

- (1) expiration of the option; (2) ninety days (or three months in the case of the Company's 2011 and 2012 Stock Option Plans and agreements thereunder) following the optionee's termination of employment, other than as a result of death or disability; or (3) six months following the optionee's death or cessation of employment by reason of disability. For

options granted prior to the Company's 2008 Stock Option

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Plan, incentive stock options will terminate upon the first to occur of: (1) expiration of the option; (2) termination of employment, other than as a result of death or disability; or (3) ninety days following the optionee's death or cessation of employment by reason of disability.

The Company does not provide employee pension plans except in several instances outside the United States where required to do so by law. The equity incentive compensation program serves two purposes. First, the program provides the potential means for funding individual long-term financial goals (such as retirement, children's education, etc.) by encouraging employees' long-term commitment to creating shareholder value through continued, active service. Second, the program provides a disincentive to management and employees to make short-term business decisions to obtain short-term profits at the expense of long-term corporate and shareholder interests.

**Non-Equity Incentive Compensation Program.** The Company has maintained a non-equity incentive compensation program for Executive Officers since its inception. In January 1985, the Compensation Committee fixed the aggregate amount of non-equity incentive compensation under the program to 10% of pre-bonus operating income. The Compensation Committee also considered the aggregate amount of discretionary bonuses paid to Executive Officers in each of the years from 1982 to 1984, which approximated 10% of operating income during those years.

The Compensation Committee believes that setting the pool at a fixed percentage of operating income, with fluctuations in amounts paid tied to actual changes in operating income, provides both a better incentive to the Executives than discretionary bonuses or targeted performance goals, and a more direct relationship between each Executive's incentive compensation and shareholders' return. By placing emphasis on growth in operating income, any change in compensation is directly proportional to the profit responsibility of the Executive Officers.

On May 7, 2008, the shareholders adopted the 2008 Executive Incentive Compensation Plan (the "2008 Compensation Plan"). The 2008 Compensation Plan recognizes and rewards, on an annual basis, selected Company executives for their contributions to the overall success of the Company and qualifies compensation paid under this Plan as "performance-based compensation" as that term is defined in Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"). The 2008 Compensation Plan replaced the 1997 Executive Incentive Compensation Plan.

All officers of the Company who receive an annual base salary equal to or less than \$120,000 are eligible for inclusion in the 2008 Compensation Plan at the discretion of the Compensation Committee. Individual eligibility and allocation is determined quarterly. Under the 2008 Compensation Plan, any portion of the pool which is not allocated by action of the Compensation Committee may be allocated to key employees determined to be eligible at the discretion of the Chief Executive Officer. However, allocations made by the Chief Executive Officer cannot increase the compensation of any NEO nor can such an allocation cause any individual to become a NEO.

Factors that contribute to how much each Executive receives of the non-equity incentive compensation pool are:

- **Historical role within the Company.** The Executives having the two highest percentages of the pool, Peter J. Rose, Chairman and Chief Executive Officer and James L.K. Wang, President—Asia Pacific were founding employees of the Company. The relatively significant portions of this pool awarded to these individuals are in partial recognition of their role as founders and their cumulative experience managing the Company. In addition, each of their shares of the pool reflects the significant influence each has played in maximizing corporate profits and thereby increasing shareholder value, since the Company became a public entity in September of 1984. It should be noted, however, that the relative percentage of the pool for each of these founding employees continues to diminish over time as additional Executives participate in the program. Since 2003, as more participants have been added to the program, the relative percentage of the pool allocated to Mr. Rose and Mr. Wang decreased by approximately 35% and 34%, respectively. With respect to the other NEO, the relative percentages have changed over time due to a variety of factors. The relative percentage allocated to Mr. Barber has diminished by approximately 8% over this same time period. Since Mr. Gates' appointment as President and Chief Operating Officer effective January 1, 2008 his relative percentage allocation has declined approximately 14%. Mr. Powell joined the Executive Bonus Pool as Chief Financial Officer in October 2008 and the portion allocated to the Chief Financial Officer in 2012 was 38% less than the percentage allocated to that position in 2007, when Mr. Gates held just that position.

- Function and responsibility. Executives who are in charge of major geographical regions (such as the Americas, Asia Pacific and the EMAIR [Europe, Middle East, African and Indian sub-continent] regions) or major product and service functions (such as air, ocean, brokerage, product management, information technology, marketing, legal, accounting and finance) reporting directly to the Chairman and Chief Executive Officer or the President and Chief Operating Officer, are generally allotted a higher percentage of the pool than those serving in other capacities. The length of time an Executive has been with the Company and the resulting experience of the Executive, his or her role during that time and his or her contribution to increasing corporate profits and shareholder value all contribute to the amount of compensation an Executive receives under the non-equity incentive compensation program.
- Tenure with the Company and tenure in position. The longer an Executive has participated in the non-equity incentive compensation program, the more money he or she is eligible to earn as the Company's operating income grows. At the same time, the longer an Executive participates in the program (as was the case with most of the NEO as discussed above), the smaller his or her percentage of the pool becomes over time as more Executives participate in the program. The Company's philosophy is to have each individual participant gradually receive a smaller percentage of a larger pool over time.
- Adjustments, performance and promotion. From time to time, as older Executives retire and new Executives are promoted into a new position and/or added to the program, the relative percentages are adjusted. Adjustments can also be made to give recognition to promotions, achievements and other noteworthy accomplishments. Amounts earned by all participants in the non-equity incentive compensation program (over 90 participants) during 2012 totaled \$58,978,000, of which \$41,875,000 was paid to Executive Officers. Amounts earned by NEO from the non-equity incentive compensation program during 2012 and each NEO share of the available pool as approved by the Compensation Committee are as follows:

Name	Position	% of Pool	2012 Amount Earned
Peter J. Rose	Chairman and Chief Executive Officer	9.0	% \$5,330,260
James L.K. Wang	President-Asia Pacific	8.6	% \$5,063,929
R. Jordan Gates	President and Chief Operating Officer	7.1	% \$4,204,942
Timothy C. Barber	President-Global Sales and Marketing	6.9	% \$4,048,612
Bradley S. Powell	Senior Vice President and Chief Financial Officer	4.5	% \$2,672,630

While the Company has never incurred an annual or quarterly operating loss since going public in September 1984, such a loss would result in a moratorium on any kind of compensation payments under the non-equity incentive compensation program. The participants in the program would not be entitled to, nor would they expect, any form of payments under the program. More importantly, no further non-equity incentive compensation program payments would be due or payable to participating Executives until future operating income surpassed the operating loss previously incurred. At that time, non-equity incentive compensation would only be due for the portion of cumulative profitability beyond the value of the profits offsetting the operating loss. More simply put, any operating losses must be made up by operating profits, in the aggregate, before permitting further payments under the non-equity incentive compensation program. This also applies across yearly reporting cycles. Were the Company to incur an operating loss in the fourth quarter and record operating income in the first quarter of the ensuing year, the amount of pre-bonus operating income earned in the first quarter must exceed the amount of loss in the previous quarter before any non-equity incentive compensation would be due. This would also apply to a situation where operating income, for years which have previously been audited and reported upon, is subsequently adjusted downward. In that situation, no payments under the non-equity incentive compensation program would be due until future operating income results exceed the amount of the downward adjustment. The Compensation Committee believes that the combination of the Company's short operating cycle and this compensation structure, which emphasizes cumulative operating income, does not encourage our management to take unreasonable risks relating to the Company's business. No additional payments would ever be due if such adjustments increased previously reported fiscal year operating income. The structure of the non-equity incentive compensation plan is designed to discourage our employees from taking unreasonable risks relating to the Company's business. The compensation paid to our NEO, Executive Officers, and

other senior managers is weighted heavily toward the non-equity incentive compensation plan, which we believe is an essential part of risk oversight. The percentage of total compensation paid to our NEO under the non-equity incentive compensation plan ranged from 92% to 98% in 2012.

The portion of the pool that is allocated to each NEO, or other participating Executive Officer, is approved by the Compensation Committee at the beginning of each quarter and the corresponding quarterly distributions are made subsequent to filing the Company's Form 10-Q or Form 10-K with the Securities and Exchange Commission. Actual amounts are only paid subsequent to review by, and receipt of written approval from, the Compensation Committee.

#### Perquisites and Other Personal Benefits

From a philosophical standpoint, the Company does not provide Executive Officers, named and otherwise, and senior managers with perquisites and personal benefits that are not available to all employees. The Company provides standard benefits packages to all employees which vary country by country based on individual country regulations. In the United States, for instance, the Company pays 100% of the medical, dental and vision insurance premiums, as well as offering a matching contribution of \$.50 for each \$1.00 of employee savings, up to a maximum annual Company contribution of \$1,500 per qualified employee, under an employee savings plan intended to qualify under Section 401(k) of the Code. The Company believes that the compensation potential available from its three main components of compensation detailed herein are sufficiently attractive that the reliance on other forms of exclusive perquisites and benefits are not necessary to enable the Company to attract and retain superior employees for key positions.

The Company does not believe that the aggregate value of any perquisites for any NEO exceeds \$10,000 per year.

#### Employment Agreements

The Company has entered into employment agreements with all of the NEO which provide for the base salaries as indicated above. Each of the employment agreements is automatically renewable upon expiration for additional one-year periods unless either party elects otherwise.

#### Potential Payments upon Termination and Change in Control

The employment agreement for each NEO, other than the Chief Executive Officer, (as well as for all Executive Officers) contains a covenant not to compete which allows the Company to extend the restriction on competition with the Company for six months following termination of the employment relationship. The extension is at the sole discretion of the Company unless the employee terminates the employment relationship by resigning during a specified period surrounding a "change in control," as defined and discussed below, in which case the employee may decline any accompanying lump sum payment and thereby avoid the accompanying restriction on competition. With respect to the Chief Executive Officer, the employment agreement provides for the automatic extension of the covenant not to compete for six months except that the extension shall not be effective upon resignation or termination without cause during a specified period surrounding a "change in control" as discussed below.

The Company regularly grants stock options to its employees including the NEO. The stock options granted under the Company's stock option plans for employees vest at the rate of 50% three years from the date of grant, an additional 25% four years from the date of grant and the balance five years from the date of grant. However, these option plans all provide that outstanding options will become immediately vested and fully exercisable in connection with the occurrence of a "change in control" of the Company.

"Change in Control" means either of the following: (i) when any person (with certain exceptions) becomes the beneficial owner, directly or indirectly, of 50% of the Company's then outstanding securities or (ii) when shareholder approval is obtained for a transaction involving the sale of all, or substantially all, of the assets of the Company or a merger of the Company with or into another company.

The following tables illustrate the payments due to each of the NEO in the event of termination under either “for cause” or “without cause”.

Name	For Cause(1)	For Cause with Non-Compete Agreement(1)	Without Cause(2)
Peter J. Rose	\$55,000	\$ 55,000	\$2,720,130
James L.K. Wang	\$—	\$ 50,000	\$2,581,965
R. Jordan Gates	\$—	\$ 50,000	\$2,152,471
Timothy C. Barber	\$—	\$ 50,000	\$2,074,306
Bradley S. Powell	\$—	\$ 50,000	\$1,386,315

\* All amounts are based upon calculations at December 31, 2012.

When terminating an Executive Officer for cause, the Company may, in its sole discretion, enforce the non-compete provision contained in the employment agreements for a lump sum payment representing 50% of the Executive Officer’s base salary. The term “cause” as defined by the employment agreement is any act of an Executive Officer, which in the reasonable judgment of the Board of Directors, constitutes dishonesty, larceny, fraud, deceit, (1) gross negligence, a crime involving moral turpitude, willful misrepresentation to shareholders, directors or officers or material breach of the employment agreement. With respect to Mr. Rose, his employment agreement, which contains a post-retirement service clause, was amended to call for an automatic lump sum payment by the Company representing 50% of his base salary. The non-compete provision is automatically extended except in circumstances discussed above.

When terminating an Executive without cause, the Company must pay the Executive Officer cash compensation in (2) a lump sum amount equal to 50% of his or her base salary plus 50% of the amount of the preceding twelve months of non-equity incentive compensation.

The following table and accompanying narrative illustrates the payments that would be due to each of the NEO under several possible “change in control” scenarios.

Name	Column 1		Column 2 Resign or Terminated for Cause	Column 3 Terminated for Cause with Non-Compete Agreement	Column 4 Terminated Without Cause
	Accelerated Vesting of Stock Options Based on Change in Shares	Control Realized Gain(1)			
Peter J. Rose	1,250	\$ —	\$55,000	\$55,000	\$2,720,130
James L.K. Wang	1,250	\$ —	\$—	\$50,000	\$2,581,965
R. Jordan Gates	1,250	\$ —	\$—	\$50,000	\$2,152,471
Timothy C. Barber	4,250	\$ 6,050	\$—	\$50,000	\$2,074,306
Bradley S. Powell	44,250	\$ 16,788	\$—	\$50,000	\$1,386,315

The realized gain was calculated based on a closing market price of the Company’s Common Stock of \$39.55 per share at December 31, 2012, multiplied by the number of each NEO unvested stock options at that date, which (1) would immediately vest in the event of a change in control as of that date, less the aggregate amount that would be required to be paid to exercise the options.

Scenario 1: No changes are made in management as a result of a change in control as described above. NEO would receive the realized gain on acceleration of unvested stock options shown in Column 1.

Scenario 2: NEO employment agreements are terminated with cause subsequent to a change in control. Amounts due would include the realized gain on acceleration of unvested stock options under Column 1. No amounts are due to the NEO under Column 2 other than for the Chairman and Chief Executive Officer. At the Company’s discretion, as noted above, for a lump sum payment of half the NEO base salary under Column 3, the Company could invoke the non-compete provisions contained in the employment agreement. Mr. Rose’s employment agreement, as noted above, requires lump sum payment of half of Mr. Rose’s base salary under Column 3. The non-compete provisions are automatically extended.





Scenario 3: NEO resigns subsequent to a change in control. The NEO would be entitled to the realized gain on the acceleration of unvested stock options under Column 1. Other than the Chairman and Chief Executive Officer, the NEO would not be entitled to any cash compensation. The Company could, in its sole discretion (except with respect to the Chairman and Chief Executive Officer), pay the NEO a lump sum amount under Column 3 in exchange for invoking the non-compete provisions in the employment agreement. In a change in control situation, the NEO has the option to reject or to accept this lump sum payment. By rejecting the payment, the Executive will no longer be subject to the non-compete provisions of the employment agreement. Because of the post-retirement services feature in the Chairman and Chief Executive Officer's employment agreement, a lump sum payment of half of the base salary shown under Column 3 is required. The Chairman and Chief Executive Officer would no longer be subject to the non-compete provisions of the employment agreement.

Scenario 4: NEO employment agreements are terminated without cause subsequent to the change in control. Amounts due would include the realized gain on the acceleration of unvested stock options shown in Column 1. In addition, the NEO would be entitled to receive cash compensation based on one-half of base salary plus one-half of the amount of non-equity incentive compensation program received by the Executive in the preceding twelve months under Column 4. Under the terms of the employment agreement, when an Executive is terminated without cause, the non-compete provisions remain in effect for six-months from the date of termination, except with respect to the Chairman and Chief Executive Officer, whose non-compete provisions will not be applicable following termination without cause subsequent to a change in control.

Other Retirement or Disability Payments. The Company has no formal retirement obligations to make any payments to any Executive Officer upon his or her death, disability or retirement except to Executive Officers domiciled in countries where statutory regulation require that these benefits be provided to all employees.

While there is no legal or contractual obligation to do so, the Company has, on occasion, accelerated the vesting of any unvested stock options of employees who pass away.

Policy on Deductibility of Compensation. Under Section 162(m) of the Code, the Federal income tax deduction for certain types of compensation paid to certain of the NEO, is limited to \$1,000,000 per NEO per taxable year unless such compensation meets certain requirements. The Compensation Committee believes that this limitation will not apply to compensation accrued in 2013. In making future compensation decisions, the Compensation Committee intends to take into account and mitigate to the extent feasible the effect of Section 162(m) as it discharges its responsibilities, although in certain cases the Compensation Committee may award compensation to NEO which are not fully deductible as a result of this limitation. (Please refer to page 30 for further discussion concerning the deductibility of compensation relating to the proposed 2013 Stock Option Plan.)

Accounting for Stock-Based Compensation. The Company accounts for stock-based payments including its Stock Option Plans, Restricted Stock Program and Employee Stock Purchase Plan in accordance with the requirements of Accounting Standards Codification Topic 718, Compensation – Stock Compensation.

#### COMPENSATION COMMITTEE REPORT

The Compensation Committee of the Company has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and, based on such review and discussions, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement.

#### COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

John W. Meisenbach, Chairman

Mark A. Emmert

Dan P. Kourkouvelis

Michael J. Malone

Robert R. Wright

Tay Yoshitani



## SUMMARY COMPENSATION TABLE FOR THE FISCAL YEAR ENDED DECEMBER 31, 2012

The table below summarizes the total compensation earned by each of the NEO for each of the fiscal years shown. The Company has entered into employment and indemnification agreements with all of the NEO.

The NEO were not entitled to receive payments which would be characterized as “Bonus” payments for the fiscal years shown. Amounts listed under “Non-Equity Incentive Plan Compensation” were determined based on percentages of the pool that were allocated to each NEO by the Compensation Committee based on the factors described in the Compensation Discussion and Analysis contained herein.

Salary for the NEO in 2012 accounted for approximately 2% and “Option Awards” and “Non-Equity Incentive Plan Compensation” accounted for approximately 97% of the total compensation of the NEO. Benefits accounted for less than 1% of the total compensation of NEO.

The following table sets out the type and amount of compensation paid to each NEO for the years ended December 31:

Name and Position	Year	Salary	Option Awards(3)	Non-Equity Incentive Plan Compensation(4)	All Other Compensation(5)	Total
Peter J. Rose Chairman and Chief Executive Officer	2012	\$ 110,000	\$—	\$ 5,330,260	\$ 1,500	\$5,441,760
	2011	\$ 110,000	\$—	\$ 6,695,888	\$ 1,500	\$6,807,388
	2010	\$ 110,000	\$—	\$ 6,443,691	\$ 1,500	\$6,555,191
James L.K. Wang(1) President-Asia Pacific	2012	\$ 100,000	\$—	\$ 5,063,929	\$ —	\$5,163,929
	2011	\$ 100,000	\$—	\$ 6,293,532	\$ —	\$6,393,532
	2010	\$ 100,000	\$—	\$ 5,857,902	\$ —	\$5,957,902
R. Jordan Gates President and Chief Operating Officer	2012	\$ 100,000	\$—	\$ 4,204,942	\$ 1,500	\$4,306,442
	2011	\$ 100,000	\$—	\$ 5,320,683	\$ 1,500	\$5,422,183
	2010	\$ 100,000	\$—	\$ 5,014,364	\$ 1,500	\$5,115,864
Timothy C. Barber(2) President-Global Sales and Marketing	2012	\$ 100,000	\$—	\$ 4,048,612	\$ 1,500	\$4,150,112
	2011	\$ 100,000	\$—	\$ 4,764,704	\$ 1,500	\$4,866,204
	2010	\$ 100,000	\$—	\$ 4,428,574	\$ 1,500	\$4,530,074
Bradley S. Powell Senior Vice President and Chief Financial Officer	2012	\$ 100,000	\$146,475	\$ 2,672,630	\$ 1,500	\$2,920,605
	2011	\$ 100,000	\$167,400	\$ 3,102,539	\$ 1,500	\$3,371,439
	2010	\$ 100,000	\$314,696	\$ 2,670,493	\$ 1,500	\$3,086,689

Mr. Wang is a resident of Taiwan and a substantial portion of his base salary is paid in an estimated equivalent of (1) New Taiwan Dollars. Any amount by which the currency fluctuations exceeded his \$100,000 base salary is subtracted from his final payment due under the Non-Equity Incentive Compensation Plan.

(2) Mr. Barber was not a NEO of the Company during the years 2011 and 2010.

This column represents the aggregate grant date fair value of options granted in each of the years presented. All (3) assumptions used to determine the grant date fair value of the option awards are included in Note 3 to the Company’s consolidated financial statements on Form 10-K as filed on February 27, 2013.

The payments were made pursuant to the non-equity incentive compensation program, as described under the (4) caption “Executive Compensation – Non-Equity Incentive Compensation Program.” The amounts listed were earned during the fiscal year.

These amounts include the Company’s matching contributions of \$.50 for each \$1.00 of employee savings, up to a (5) maximum annual Company contribution of \$1,500 per qualified employee, under an employee savings plan intended to qualify under Section 401(k) of the Code.

## GRANTS OF PLAN-BASED AWARDS TABLE

The following table sets forth certain information regarding awards granted during 2012 to the NEO. For more information regarding each award, please see “Compensation Discussion and Analysis” in this Proxy Statement.

Name	Grant Date	Threshold	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards(1)		All Other Option Awards: Number of Securities Underlying Options(2)	Exercise or Base Price of Option Awards(3)	Grant Date Fair Value of Option Awards(4)
			Target	Maximum			
Peter J. Rose	—	—	\$5,330,260	—	—	—	—
James L.K. Wang	—	—	\$5,063,929	—	—	—	—
R. Jordan Gates	—	—	\$4,204,942	—	—	—	—
Timothy C. Barber	—	—	\$4,048,612	—	—	—	—
Bradley S. Powell	05/02/12	—	\$2,672,630	—	10,000	\$40.74	\$146,475

(1) The total amount available to officers participating in the non-equity incentive compensation program, including all NEO, is limited to 10% of pre-bonus operating income. Individual amounts earned under this plan are determined by participation percentages approved by the Compensation Committee. The Company does not use thresholds or targets or maximums in determining levels of compensation.

(2) The above grants were made pursuant to the Company’s 2012 Stock Option Plan (“Option Plan”). All options granted in fiscal 2012 are subject to a vesting schedule. Subject to earlier vesting under certain conditions set forth in the Option Plan, 50% of the options will be exercisable commencing three years from the date of the grant and an additional 25% will be exercisable four and five years from the date of the grant, respectively. (See “Potential Payments upon Termination and Change in Control”). The options expire ten years from the date of the grant.

(3) The exercise price is the market closing price of the underlying security on the grant date.

(4) All assumptions used to determine the grant date fair value of the option awards are included in Note 3 to the Company’s consolidated financial statements included on Form 10-K as filed on February 27, 2013.

## OPTION EXERCISES AND YEAR-END OPTION VALUE TABLES

The following tables set forth certain information regarding options held by the NEO.

Options exercised during the year ended December 31, 2012:

Name	Option Exercises	
	Number of Shares Acquired on Exercise	Value Realized on Exercise(1)
Peter J. Rose	44,536	\$888,157
James L.K. Wang	—	\$—
R. Jordan Gates	138,178	\$3,513,770
Timothy C. Barber	—	\$—
Bradley S. Powell	—	\$—

(1) Represents the difference between the market price of the Company’s Common Stock at exercise and the exercise price of the options, multiplied by the number of options exercised.

## Outstanding option awards at December 31, 2012:

Name	Option Awards		Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options	Exercise or Base Price	Expiration Date
	Year of Grant	Number of Securities Underlying Unexercised Options			
		Exercisable	Unexercisable(1)		
Peter J. Rose	2008	3,750	1,250	—	5/7/2018
	2005	11,822	—	—	5/4/2015
James L.K. Wang	2008	3,750	1,250	—	5/7/2018
	2005	20,000	—	—	5/4/2015
	2003	50,000	—	—	5/7/2013
R. Jordan Gates	2008	3,750	1,250	—	5/7/2018
	2007	5,000	—	—	5/2/2017
	2005	11,822	—	—	5/4/2015
Timothy C. Barber	2009	2,500	2,500	—	5/6/2019
	2008	5,250	1,750	—	5/7/2018
	2007	2,500	—	—	5/2/2017
Bradley S. Powell	2012		10,000	—	5/2/2022
	2011	—	8,000	—	5/4/2021
	2010	—	20,000	—	5/5/2020
	2009	5,000	5,000	—	5/6/2019
	2008	3,750	1,250	—	10/1/2018

(1) Unexercisable options granted in 2012, 2011 and 2010 will vest 50% three years from the date of the grant and an additional 25% will be vesting four and five years from the date of the grant, respectively. Unexercisable options granted in 2009 will vest 50% in 2013 and 50% in 2014 on the anniversary day of the date of grant. Unexercisable options granted in 2008 will vest in 2013 on the anniversary day of the date of grant.

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table provides information as of December 31, 2012 regarding compensation plans under which equity securities of the Company are authorized for issuance.

Plan Category	(a) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (1)	(b) Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (2)	(c) Number of Securities Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (3)
Equity Compensation Plans Approved by Security Holders	17,833,764	\$ 40.51	2,259,344
Equity Compensation Plans Not Approved by Security Holders	—	—	—
Total	17,833,764	\$ 40.51	2,259,344

(1) Does not include 26,700 for restricted stock awards that were not fully vested as of December 31, 2012.

(2) The weighted-average exercise price does not take into account the shares issuable upon vesting of outstanding stock awards which have no exercise price.

(3) Includes 1,966,432 available for issuance under the employee stock purchase plan, 220,210 available for future grants of stock options and 72,702 shares available for issuance of restricted stock awards. These Plans consist of the Company's 2012 Stock Option Plan, 2002 Employee Stock Purchase Plan and the 2008 Directors' Restricted Stock Plan.

## PROPOSAL 2—NON-BINDING VOTE ON COMPENSATION OF THE COMPANY’S NAMED EXECUTIVE OFFICERS

The Company recognizes that there continues to be a considerable focus in the public eye on executive compensation. This focus has been primarily caused by widely publicized instances of abusive executive compensation practices that have been inconsistent with corporate financial performance, excessive risk taking and/or excessive perquisites. Section 14A of the Exchange Act requires publicly-traded companies, including the Company, to submit the compensation methodology and amounts for its NEO to the shareholders for a non-binding vote, known as “say-on-pay.” The Company believes that since becoming a publicly-traded company in 1984, its own historical track record regarding executive compensation practices, including its NEO compensation, stands in stark contrast to the kinds of inconsistent pay practices, risk taking or excessive perquisites that have drawn the aforementioned public scrutiny. In 2012, compensation of the Company's NEO was approved by 90% of votes cast. The Board of Directors has elected to submit the non-binding vote on compensation of the Company's NEO to shareholders on an annual basis.

The Company has always had a management compensation program heavily weighted on its non-equity incentive compensation plan, which management and the Board of Directors feel reinforces a proper and transparent alignment between management and shareholders’ interests in overall corporate performance. As a result of a 14% decline in the Company's operation income from 2011 to 2012 and a lower relative percentage of the non-equity incentive compensation pool allocated to NEO, compensation of NEO in 2012 decreased approximately 19% from 2011. This alignment is further reinforced by the Company’s broad-based use of its equity incentive plan to grant stock options to many key employees. These incentive programs are designed with comparatively modest base salaries paid to its executive officers and other key employees, including its NEO, which would be incidental to the amount that could be earned from the equity and non-equity incentive compensation programs. The Company believes that its compensation philosophy has also been a critical factor in sustaining its long-term track record of above market shareholder returns. The Company strongly believes that any modification to the Company’s compensation philosophy or incentive programs could have a profound impact on the Company’s culture and operating philosophy, which would not be in the long-term interest of our shareholders.

The Company operates in the service industry and understands that the ability to attract and effectively motivate and manage “the best and brightest” is a critical differentiator to its objectives of providing the caliber of customer service that is the ultimate source of the Company’s performance. Compensation is the Company’s largest overhead expense (77% in 2012). Accordingly, the Company uses a consistent, sound, easily described and administered compensation program, at all operating levels. Finally, it has always been the Company’s belief that shareholder and corporate interests are not met by lavishing extensive perquisites on its executive officers beyond those generally available to all the Company’s employees. As a consequence, there are no extraordinary perquisites granted to our executive officers beyond usual and reasonable perquisites available to most, if not all, employees.

To effectively cast a vote on this compensation proposal, we feel it is critical that our shareholders be knowledgeable about the Company’s compensation philosophy from both a historical perspective and impact on future performance. We encourage our shareholders to review the Company’s Compensation Discussion and Analysis (“CD&A”) beginning on page 12, as well as the Summary Compensation Table and other related compensation tables and narrative in detail and spend the requisite time to appropriately understand the particular reasons for the Company’s request for continued shareholder support for its compensation programs before casting their votes.

The Board of Directors, the Compensation Committee and the Company’s management believe that our compensation programs are one of the unique characteristics responsible for differentiating our performance from that of many of our competitors. In our opinion, the manner and degree to which each of these components has been utilized in combination with the others has had a direct impact on the Company’s short-term and long-term financial performance. Furthermore, we believe that this combined compensation program has a proven track record of aligning both the short-term and long-term interests of our Company’s key employees, including the Company’s NEO, with the long-term interests of our Company’s shareholders. For these reasons, we are committed to keeping these programs intact.





As described in the “Compensation Discussion and Analysis” section of this Proxy Statement, our compensation programs consist of the following key components and philosophies:

Base Salary	Provide a fixed, modest base salary that is intended to be substantially lower than comparable base salaries for similar positions in our industry.
Equity Incentive Compensation	Utilize a broad-based plan that closely aligns the long-term interests of management and key employees with the long-term interests of shareholders by awarding annual stock option grants to a significant number of both management and key employees that vest over five years from date of grant. Consistent with past practices, in 2012, we granted stock options to approximately 3,000 key employees, including one NEO.
Non-Equity Incentive Compensation	<p>Incentivize key employees, including the Company’s NEO, with a consistent performance driven plan that has no built-in bias which favors or enriches management in a manner inconsistent with overall corporate performance. This program is intended to provide the largest component of management compensation thereby aligning the interests of management with the goals of the Company and long-term returns to the shareholders.</p> <p>This program is based on a fixed percentage of the cumulative operating results of the Company or business unit controlled by each key employee, with no upper limit on the potential dollar amount that can be earned through sustained business growth. By placing emphasis on growth in operating income, any change in compensation is directly proportional to the profit responsibility of the individual.</p> <p>The incentive program is based on cumulative operating results and, therefore, any operating losses must be made up by future operating profits, in the aggregate, before permitting further payments under this program.</p> <p>Payments to NEO and key employees under this plan are allocated from a pool consisting of 10% of pre-bonus operating income. Allocations of the pool to individual executives is based on their historical role in the Company, function and responsibility, tenure with the Company, tenure in the position, and adjustments as executives retire and new executives are added to the program, promotions, achievements and other noteworthy accomplishments.</p>
Perquisites and Other Benefits	<p>We do not provide NEO with perquisites and personal benefits that are not available to all employees. We do not provide employee pension plans except in several isolated instances outside the United States where required to do so by law.</p>

The effectiveness of the alignment of our compensation programs with Company performance is demonstrated by comparing the year-over-year impact on 2012, 2011 and 2010 NEO compensation as follows:

	2012		2011	
Percentage change in operating income from prior year	(14	)%	13	%
Average percentage change in total compensation earned for the NEO.	(19	)%	12	%



Accordingly, we are again asking our shareholders to approve on a non-binding basis at the 2013 Annual Meeting of Shareholders the compensation of the Company's NEO as disclosed in the Compensation Discussion and Analysis, the Summary Compensation Table and the related compensation tables, notes and narrative in this Proxy Statement.

**THE BOARD OF DIRECTORS RECOMMENDS A NON-BINDING VOTE FOR THE APPROVAL OF THE COMPENSATION OF NAMED EXECUTIVE OFFICERS.**

**Effect of Proposal**

This "say-on-pay" proposal is non-binding on the Board of Directors. The approval or disapproval of this proposal by shareholders will not require the Board of Directors or the Compensation Committee to take any action regarding compensation of NEO. The final decision on the compensation of the Company's NEO remains with the Board of Directors and/or its Compensation Committee. As we believe our compensation programs are one of the unique characteristics responsible for differentiating our performance from that of many of our competitors, any significant changes to these compensation programs could affect the Company's performance. Although non-binding, the Board of Directors and the Compensation Committee will review and consider the voting results when making future decisions regarding the Company's compensation of NEO. Unless the Board of Directors modifies its policy on the frequency of future say-on-pay non-binding votes, the next say-on-pay non-binding vote will be held at the Company's 2014 Annual Meeting.

**PROPOSAL 3—APPROVAL AND RATIFICATION OF THE  
2013 STOCK OPTION PLAN**

As described in the Compensation Discussion and Analysis portion of this Proxy Statement, a broad-based equity compensation program has historically been an important component of the Company's overall compensation philosophy. We encourage our shareholders to review the Company's particular reasons for requesting continued shareholder support for its equity incentive compensation programs as described on page 15 of this Proxy Statement. The Company recognizes that due to some rather notorious past abuses by other companies, a sentiment of caution surrounding the practice of granting stock options might exist in the minds of some shareholders. However, the Company also firmly believes that when used in a broad-based format, employee stock options provide a powerful means to align the interests of the Company's employees with those of its shareholders. To address any possible shareholder reservations, in 2005, the Company instituted what it considers to be a very "pro-shareholder" policy of seeking annual shareholder approval of its proposed stock option grants. All grants made subsequent to these annual authorizations must be made by the 30<sup>th</sup> of April in the ensuing year.

As in prior years, the primary beneficiaries of the proposed 2013 Stock Option Plan will be the non-executive officers of the Company. Over the last three years, in the aggregate, the Executive Officers have received the following percentages of total stock options granted:

2010	2.13	%
2011	1.73	%
2012	1.06	%

Management and the Board of Directors feel strongly that broad-based stock option grants need to be a continuing component of the Company's overall compensation program. Particularly since the Company does not have a general policy of providing employee pension plans. If the 2013 Stock Option Plan is not approved, the Company will be unable to grant stock options to new or existing employees until such time as the shareholders approve a stock option plan in the future. Accordingly, Management and the Board of Directors believe that a vote against the Company's proposed 2013 stock option program could harm the Company's ability to attract and retain the long-term services of its greatest asset which the Company relies upon to grow its business...its people.

At the Annual Meeting, the shareholders of the Company will be asked to approve and ratify the Company's 2013 Stock Option Plan, which, if approved, will make available 3,000,000 shares of the Company's authorized but unissued Common Stock for purchase upon exercise of options granted under the Plan. Over 13,000 individuals would be eligible to receive options under the 2013 Stock Option Plan as of March 7, 2013. In 2012, options were granted to approximately 3,000 key employees under the 2012 Stock Option Plan. The 2013 Stock Option Plan includes an annual limitation on the maximum number of shares that may be granted to any individual to meet the Section 162(m) exception for deductibility of performance-based compensation. A summary of the 2013 Stock Option Plan is described below, and the 2013 Stock Option Plan can be viewed in its entirety in Appendix A of this Proxy Statement. In addition, the proposed 2013 Stock Option Agreement can be viewed in its entirety in Appendix B of this Proxy Statement.

At March 7, 2013, the following options to purchase shares of Common Stock were outstanding by plan:

Option Plan	Number of Shares Outstanding
1997 Stock Option Plan	1,220,632
2005 Stock Option Plan	1,170,136
2006 Stock Option Plan	1,968,039
2007 Stock Option Plan	1,272,980
2008 Stock Option Plan	1,674,870
2009 Stock Option Plan	2,060,684
2010 Stock Option Plan	2,326,885
2011 Stock Option Plan	2,783,690
2012 Stock Option Plan	2,766,940
1993 Directors' Plan	288,000
<b>Total (1)</b>	<b>17,532,856</b>

(1) The weighted average exercise price of these options was \$40.75 and the weighted average remaining contractual life was 5.8 years.

If Proposal 3 is approved on May 1, 2013, 3,000,000 shares of Common Stock will be available for grant pursuant to the 2013 Stock Option Plan. As of May 1, 2013, there will be no further shares of Common Stock available for grant pursuant to other stock option plans.

The Board of Directors has approved a non-discretionary stock repurchase plan which currently authorizes the repurchase of up to 40,000,000 shares of Common Stock with the proceeds received from the exercise of stock options outstanding under the plans noted above and the 2013 Stock Option Plan if approved. As of March 7, 2013, the Company had repurchased and retired 24,447,471 shares of Common Stock under this non-discretionary repurchase plan. In addition, the Board of Directors has authorized a discretionary stock repurchase plan which allows for the repurchase of such shares as may be necessary to reduce the total shares outstanding to 200,000,000. It is the present sense of the Board of Directors, that management make use of this discretionary authority to eliminate any further growth in the number of issued and outstanding shares as a result of option exercises. As of March 7, 2013, the Company had repurchased and retired 27,871,019 shares of Common Stock under this discretionary repurchase plan.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE FOR PROPOSAL 3—APPROVAL AND RATIFICATION OF THE 2013 STOCK OPTION PLAN.**

#### **SUMMARY OF THE 2013 STOCK OPTION PLAN**

The following summary of the Company's 2013 Stock Option Plan (the "2013 Option Plan") is qualified in its entirety by reference to the full text of the 2013 Stock Option Plan, a copy of which is included as Appendix A to this Proxy Statement.

The 2013 Option Plan provides for the grant of two types of options: (1) Incentive Stock Options, which are options that meet the requirements of Section 422 of the Code, and (2) Non-Qualified Stock Options. Shareholder approval will make available a total of 3,000,000 shares of the Company's authorized but unissued Common Stock for purchase upon exercise of options granted under the 2013 Option Plan. The term of the 2013 Option Plan is one year. No options may be granted under the 2013 Option Plan after midnight April 30, 2014. In addition, no options may be granted under the 2013 Option Plan if there are no shares available for issuance. No reload options may be granted under the 2013 Option Plan.

Incentive Stock Options may be granted to employees of the Company or a related corporation. Non-Qualified Stock Options may be granted to employees of the Company, a related corporation, or affiliated companies. In any fiscal year, no employee may receive options to purchase more than 100,000 shares of Common Stock and no option may be granted with an exercise price less than the fair market value measured on the date of the grant.



The 2013 Option Plan will be administered by a committee of the Board of Directors consisting exclusively of members that are both “non-employee directors” and “outside directors” as those terms are defined in the 2013 Option Plan. The Committee will have authority to construe, amend or terminate the 2013 Option Plan. The Committee is prohibited from repricing options to account for market price declines under the 2013 Option Plan. A written agreement will evidence each option and determine whether the option is an Incentive Stock Option or Non-Qualified Stock Option. The form of 2013 Stock Option Agreement can be viewed in its entirety in Appendix B to this Proxy Statement.

Options will expire no later than ten years from the date of grant; provided that no Incentive Stock Option granted to a greater-than-ten-percent shareholder will expire later than five years from the date of grant. Vested options generally will terminate upon the first to occur of: (1) expiration of the option; (2) three months following the optionee’s termination of employment, other than as a result of death or disability; or (3) six months following the optionee’s death or cessation of employment by reason of disability.

Options granted under the 2013 Option Plan will be 50% vested from three years, 75% vested from four years and fully vested five years from the date of grant. The Committee may accelerate vesting. Upon a change in control, all options outstanding at the date thereof will become fully vested and exercisable. The purchase price of option shares must be paid by wire transfer, except to the extent another method is permitted by the Committee.

The 2013 Option Plan will only be effective upon approval by the shareholders. No options have been granted under the 2013 Option Plan and no determination has been made as to who will receive an option grant if the 2013 Option Plan is approved by the shareholders.

The Plan is not subject to any of the provisions of the Employee Retirement Income Security Act of 1974, as amended, and is not qualified under Code Section 401(a).

Because benefits under the 2013 Option Plan will depend on the Committee’s actions and the fair market value of our Common Stock at various future dates, it is not possible to determine the benefits that will be received by executive officers and other employees if the 2013 Option Plan is approved by our shareholders. Information concerning awards under the 2012 Option Plan is available in the Proxy Statement in the following tables and the narrative accompanying them: Compensation Discussion and Analysis; Summary Compensation Table, Grants of Plan Based Awards Table, Option Exercises and Year-End Option Value Tables.

#### FEDERAL INCOME TAX CONSEQUENCES RELATING TO THE 2013 OPTION PLAN

The following description of Federal income tax consequences addresses the tax consequences for both “Incentive Stock Options” as defined in Section 422 of the Code and “Non-Qualified Options” and is intended merely to provide basic information with respect to the tax treatment applicable to the 2013 Option Plan. Although the Company believes the following statements are correct, the statements are based upon legislative, administrative, and judicial authority that is subject to revision and differing interpretations. Each participant in the Company’s 2013 Option Plan should consult his or her own tax advisor concerning the tax consequences of grant, exercise, or surrender of an option and the sale or other disposition of any stock acquired pursuant to the exercise of an option. Individual financial and Federal tax situations may vary, and state and local tax considerations may be significant.

##### Non-Qualified Stock Options

Any option that does not meet with all the requirements of Section 422 of the Code is commonly referred to as a non-qualified stock option. The grant of a non-qualified stock option does not have income tax consequences for either the Company or the recipient. Upon exercise of the option, the optionee must recognize ordinary taxable income in an amount equal to the difference between the fair market value of the shares acquired upon exercise and the amount paid to exercise the option. The optionee exercising a non-qualified stock option will have a tax liability subject to withholding even though the shares giving rise to the liability may not have been sold and converted to cash on the date of exercise. The optionee receives a tax basis in the shares equal to the amount of income reported plus the amount of cash or basis of other property exchanged in the exercise.

The Company should be entitled to an income tax deduction at time of exercise, and in the same amount, as the optionee recognizes ordinary taxable income.

Stock acquired through the exercise of a non-qualified stock option is a capital asset in the hands of the optionee.

When the stock is sold, the holder will recognize a capital gain or loss in an amount equal to the difference between



the amount realized upon the sale and the adjusted basis of the stock sold. The sale of stock has no tax impact on the Company.

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### Incentive Stock Options

An incentive stock option must meet all the requirements of Section 422 of the Code. Optionees do not recognize regular taxable income upon the grant or upon the exercise of an incentive stock option. However, the difference between the exercise price and the fair market value of such shares as of the date of exercise will be an adjustment for the purpose of calculating alternative minimum taxable income. The alternative minimum tax is payable only to the extent that it exceeds the regular income tax. If the alternative minimum tax applies, it may be possible to recover some, if not all, of the alternative minimum tax paid through a credit carried forward to a tax year where regular tax liability exceeds the alternative minimum tax.

So long as the stock acquired through an incentive stock option is held for at least one year from the date of exercise and two years from the date of the grant, the sale of the shares is not considered to be a disqualifying disposition. Any gain or loss, measured by the difference between the amount realized upon sale and the adjusted basis will be treated as proceeds from the sale of a long-term capital asset. In general, the adjusted basis will be the cash or adjusted basis of other property exchanged to exercise the option. The Company will not receive an income tax deduction for qualifying dispositions.

Shares which are sold in a disqualifying disposition (anything that is not a qualifying disposition) in situations other than in an insolvency proceeding require the seller to recognize ordinary income at the time of the disposition in an amount equal to the lesser of (1) the difference between the exercise price and the fair market value of the shares at the time the option was exercised or (2) the difference between the exercise price and the amount realized upon disposition of the shares, and the seller is required to recognize long-term or short-term capital gain or loss (depending on whether the seller has held the shares for more than 12 months or for 12 months or less) in an amount equal to the difference between the sale price of the shares and the fair market value of the shares on the date the seller exercised the option. The Company receives an income tax deduction on the amount recognized as ordinary income.

**Special Rules.** Special rules may apply in the case of individuals subject to Section 16(b) of the Exchange Act. In particular, unless a special election is made pursuant to Section 83(b) of the Code, shares of Company Common Stock received pursuant to the exercise of an option may be treated as restricted as to transferability and subject to a substantial risk of forfeiture for a period of up to six months after the date of grant. Accordingly, the amount of any ordinary income recognized, and the amount of the Company's tax deduction, may be determined as of the end of such period.

**Deductibility of Executive Compensation Under Code Section 162(m).** Section 162(m) of the Code generally limits to \$1,000,000 the amount that a publicly-held corporation is allowed each year to deduct for the compensation paid to the Company's Principal Executive Officer and the Company's three other most highly paid Executive Officers other than the Principal Financial Officer. However, "qualified performance-based compensation" is not subject to the \$1,000,000 deduction limit.

The 2013 Option Plan has been designed to permit grants of options issued under the plan to qualify under the performance-based compensation rules so that income attributable to the exercise of a non-qualified stock option may be exempt from the \$1,000,000 deduction limit. The 2013 Option Plan's provisions are consistent in form with the performance-based compensation rules, so that if the committee that grants options consists exclusively of members of the Board of Directors of the Company who qualify as "outside directors," and the exercise price is not less than the fair market value of the shares of Common Stock to which such grants relate, the compensation income arising on exercise of those options should qualify as performance-based compensation which is deductible even if that income would be in excess of the otherwise applicable limits on deductible compensation income under Code Section 162(m).

### ACCOUNTING TREATMENT

The applicable accounting treatment for options granted under the 2013 Option Plan is set forth in Accounting Standards Codification Topic 718, Compensation—Stock Compensation (ASC Topic 718). Under ASC Topic 718, the Company recognizes stock compensation expense based on an estimate of the grant date fair value of options granted to employees under the stock option plan. This expense is recorded on a straight-line basis over the option vesting period.



**PROPOSAL 4—RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY’S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2013**

The Audit Committee has appointed KPMG LLP to be the Company’s independent registered public accounting firm for the year ending December 31, 2013 and the Board is asking shareholders to ratify that selection. The Board of Directors has determined that it is desirable to request ratification of its appointment at the Annual Meeting. If the shareholders do not ratify the appointment of KPMG LLP, the appointment of independent registered public accountants will be reconsidered by the Audit Committee. Representatives of KPMG LLP are expected to be present at the Annual Meeting and have the opportunity to make a statement, if they so desire, and to respond to appropriate questions.

Information relating to the aggregate KPMG LLP fees for professional services rendered for the fiscal years ended December 31, 2012 and 2011 can be found under the heading Relationship With Independent Public Accountants below.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE FOR PROPOSAL 4—RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY’S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2013.**

**RELATIONSHIP WITH INDEPENDENT PUBLIC ACCOUNTANTS**

The Company has selected KPMG LLP to continue as its principal independent registered public accounting firm for the current year. Set forth below is information relating to the aggregate KPMG LLP fees for professional services rendered for the fiscal years ended December 31, 2012 and 2011, including affiliated member firms of the KPMG International network.

Description of Professional Service	2012	2011
Audit Fees(1)	\$2,447,000	\$2,393,000
Audit Related Fees(2)	\$28,000	\$31,000
Tax Fees(3)	\$107,000	\$102,000
All Other Fees	\$—	\$—

(1) Includes fees associated with the annual audit, the reviews of the Company’s quarterly reports on Form 10-Q, a registration statement, and statutory audits required internationally.

(2) Includes the fees for attestations reports for international subsidiaries.

(3) Includes the fees for tax advice and compliance. No fees were paid to KPMG LLP in either year for tax planning.

The Audit Committee has established a policy which prohibits the Company from retaining its principal independent registered public accounting firm for any engagements other than those that could be described above as audit, audit related, or other services pre-approved by the Audit Committee.

In all cases, the Audit Committee has approved the services provided in advance and has determined that the provision of any of these services is compatible with KPMG LLP maintaining its independence.

#### PROPOSAL 5—EXECUTIVES TO RETAIN SIGNIFICANT STOCK

The Company is not responsible for the content of this shareholder proposal or supporting statement.

The Company has been notified that Mr. John Chevedden, 2215 Nelson Avenue, No. 205, Redondo Beach, California 90278, the beneficial owner of 80 shares of the Company's Common Stock, intends to present the following proposal for consideration at the Annual Meeting:

"Resolved: Shareholders request that our executive pay committee adopt a policy requiring that senior executives retain a significant percentage of shares acquired through equity pay programs until reaching normal retirement age. For the purpose of this policy, normal retirement age shall be defined as the Company's qualified retirement plan that has the largest number of plan participants. The shareholders recommend that the committee adopt a share retention percentage requirement of 25% of such shares.

The policy should prohibit hedging transactions for shares subject to this policy which are not sales but reduce the risk of loss to the executive. This policy shall supplement any other share ownership requirements that have been established for senior executives, and should be implemented so as not to violate our Company's existing contractual obligations or the terms of any compensation or benefit plan currently in effect.

Requiring senior executives to hold a significant portion of stock obtained through executive pay plans would focus our executives on our company's long-term success. A Conference Board Task Force report on executive pay stated that hold-to-retirement requirements give executives 'an ever-growing incentive to focus on long-term stock price performance.'

This proposal should also be evaluated in the context of our Company's overall corporate governance as reported in 2012:

GMI/The Corporate Library, an independent investment research firm, had rated our company "D" continuously since 2008 with "High Governance Risk" and "High Concern" in Executive Pay - \$23 million for our CEO Peter Rose. Annual incentive pay for executives was based on a percentage of pre-bonus operating income, which created a potential for executives to artificially focus on only one aspect of company growth. Bonuses for our highest paid executives were based on the subjective opinion of our executive pay committee, which can undermine the integrity of pay-for-performance.

Directors Jordan Gates, Michael Malone, Dan Plato Kourkoumelis, John Meisenbach, James Wang and Peter Rose each had 12 to 31 years long-tenure. GMI said long-tenured directors would form relationships that may compromise their independence and therefore hinder their ability to provide effective oversight. This was compounded by the same 3 of these long-tenured directors controlling half the seats on our 3 board committees: Messrs. Malone, Kourkoumelis and Meisenbach. And Mr. Kourkoumelis can contribute his experience from the Great Atlantic & Pacific Tea Company bankruptcy.

Please encourage our board to respond positively to this proposal to protect shareholder value: Executives To Retain Significant Stock —Proposal 5."

#### BOARD OF DIRECTORS' RESPONSE:

The Board of Directors and its Compensation Committee have considered this proposal and concluded that its adoption is unnecessary and not in the best interests of our shareholders. This response should be read in conjunction with the Compensation Discussion and Analysis ("CD&A") section found on page 12 of this Proxy Statement.

The Board of Directors unanimously recommends that shareholders vote AGAINST this proposal for the following reasons:

The Company's Current Executive Incentive Compensation Plans Firmly Aligns Our Executives' Economic Interests With Those Of Our Shareholders And Encourages A Focus On The Company's Long-Term Performance.

The Board of Directors believes that the Company's current executive incentive compensation plans and significant governance policies, which include the following primary points, firmly aligns our Executives' economic interests with those of our shareholders and encourages a focus on all dimensions of the Company's long-term performance:.

▲ highly variable non-equity compensation program that varies directly with the operating performance of the Company. This means all of the employees that participate in the non-equity incentive compensation program, including senior management, have significant "skin in the game" which encourages our management teams to act as entrepreneurs, work together as a team and avoid excessive risk taking. The Company's experience is that this

program works well over the long-term as successful

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employees are focused on long-term development of their career opportunities within the Company and increasing their compensation as they advance, which is primarily accomplished by increasing operating results;

• An equity-based incentive compensation that vests over five years; and

• A policy that restricts all employees from engaging in any “hedging” transactions or any transactions in which they may profit from short-term speculative swings in the value of Company securities,

The Company also has a long-standing culture that fosters stock ownership by employees, as demonstrated on the table below. These factors provide an appropriate balance of encouraging a focus on the long-term performance of the Company and the strong alignment with shareholder interests, while enabling the Company to attract and retain the best people in the industry. The features of both of the Company's incentive compensation plans, including its equity compensation programs, and the reinforcement of these features through the Company's culture provides a unique form of economic alignment between the Company's executives and employees and its shareholders. The Board of Directors believes the Company's historic track record, as evidenced by its Executive stock ownership profile, indicates this approach to be far superior to the compulsory ownership requirement suggested by the proponent. The Board of Directors believes that the adoption of this proposal, which would apply to all future equity awards to our Executives, does nothing substantive for shareholder-executive management alignment as measured by equity holdings. Accordingly, the proposal is not in the best interests of the Company and its shareholders.

While the Board of Directors feels the aforementioned argument concerning the non-necessity of mandatory stock ownership and “hold-to-retirement” policies provides sufficient reason in its own right to recommend shareholders reject this proposal, the Board of Directors also believes that our shareholders when making their decision will benefit by understanding the following facts absent from the shareholder proposal:

The Company has long fostered a culture of stock ownership. The Company has not ever imposed mandatory or compulsory stock ownership requirements on its executives, employees or directors. However, the Company has long fostered a culture that emphasizes the benefits of stock ownership, not just amongst Executives, but amongst all employees. The Company encourages Executives and employees to participate in equity ownership of the Company by sponsoring an annual employee stock purchase plan, which allows Executives and employees to build stock ownership throughout their careers at the Company. Over 4,700 employees purchased shares under this program in 2012. The Company also has an employee stock option plan which is applied on a very broad base with more than a 97% of all stock options being granted to non-executive officers over the last seven years. Executives and employees are encouraged to hold vested stock options for as long as possible and to exercise options in a manner that emphasizes future family needs. The Company explains the benefits of stock ownership through cultural example and education that assists people to understand the value and opportunity of stock ownership in the Company. The Board of Directors believes that cultural buy-in and voluntary stock purchases made by Executives and employees either through Company sponsored equity compensation programs or purchased on the open market, is a more indicative benchmark of management and employee commitment to the Company than are mandatory edicts.

The following table shows the amount of stock currently owned, with associated market values and multiples of base salary, by each of the Company's Executive Officers as of March 7, 2013.

Executive	Position	Shares	Market Value at 3/7/2013(1)	Multiple of Base Salary	Unexercised Stock Options
Peter J. Rose*	Chairman and Chief Executive Officer	1,162,382	\$45,077,191	409.8	16,822
James L.K. Wang*	President-Asia Pacific	462,246	\$17,925,900	179.3	75,000
R. Jordan Gates*	President and Chief Operating Officer	421,187	\$16,333,625	163.3	21,822
Timothy C. Barber*	President-Global Sales and Marketing	283,945	\$11,011,383	110.1	14,500
Bradley S. Powell*	Senior Vice President and Chief Financial Officer	2,607	\$101,103	1.0	53,000
Rommel C. Saber	President-Europe, Near/Middle East, Africa and Indian Sub-continent	347,935	\$13,492,935	134.9	79,536
Robert L. Villanueva	President-The Americas	151,234	\$5,864,859	58.6	42,322
Jeffrey S. Musser	Executive Vice President and Chief Information Officer	136,932	\$5,310,221	53.1	57,177
Rosanne Esposito	Executive Vice President-Global Customs	79,372	\$3,078,052	30.8	49,964
Eugene K. Alger	Executive Vice President-North America	55,418	\$2,149,103	17.9	53,500
Philip M. Coughlin	Executive Vice President-North America	50,047	\$1,940,816	16.2	93,500
Daniel R. Wall	Senior Vice President-Ocean Services	46,746	\$1,812,803	18.1	76,420
Jose A. Ubeda	Senior Vice President-Air Cargo	22,377	\$867,789	8.7	65,840
Amy J. Tangeman	Senior Vice President, General Counsel and Secretary	13,014	\$504,672	5.0	40,770
Charles J. Lynch	Senior Vice President-Corporate Controller	3,220	\$124,868	1.2	4,500
		3,238,662			744,673

\* Denotes NEO

(1) The market value was calculated based on a closing market price of the Company's Common Stock of \$38.78 per share at March 7, 2013, multiplied by the number of shares of common stock held at that date.

While the Board of Directors is unsure of what might constitute "significant" Executive stock ownership in the mind of the proponent, we think that the above-noted, voluntarily purchased Executive management share ownership profile is prima facie evidence of the Company's Executives' significant commitment to and belief in the future financial viability of the Company. There were no mandatory stock ownership requirements in place as these holdings were being accumulated, only cultural expectations communicated informally and reinforced by example. The Board of Directors believes our employees buy the Company's stock because they think it is a good long-term investment and they recognize the unique opportunity they have to own a piece of where they come to work every day. Equity compensation awards affect the recipients' outlook, their morale and their sense of duty and responsibility. Presented correctly and mentored properly, equity compensation awards are a powerful aligning force between employees and shareholders. Both the Board of Directors and the Company's management believe that the cultural influences in the Company which provide opportunities for and reinforcement of stock ownership are more effective in aligning Executive and employee interests with those of the shareholders than are "check the box" mandatory stock ownership



guidelines intended to offer a veneer of alignment but which lack the reinforcing cultural influences necessary to convey the substantive understanding which accompany the duties and privileges of stock ownership.

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- b. The Company has a long history of pursuing a broad based employee stock option plan. In the wake of the implementation of ASC 718, Compensation-Stock Compensation (the accounting pronouncement formally known as SFAS 123R), the Company voluntarily submits its stock option plan to shareholders for approval each year in its proxy. In addition, since 2005, the Company has concentrated employee stock options into the hands of its non-executive employees and has not made significant grants to NEOs and very few Executive officers. The amounts of shares approved by shareholders, granted to non-executive employees and granted to Executives can be found in the following table.

	Authorized by Shareholders	Total Shares Granted	Shares Granted to Non-Executive Employees	%	Shares Granted to Executive Officers	%	
2006	3,000,000	2,984,610	2,913,610	97.6	% 71,000	2.4	%
2007	3,000,000	1,803,260	1,736,260	96.3	% 67,000	3.7	%
2008	3,000,000	2,088,415	1,999,415	95.7	% 89,000	4.3	%
2009	3,000,000	2,449,200	2,384,200	97.4	% 65,000	2.6	%
2010	3,000,000	2,634,885	2,578,885	97.9	% 56,000	2.1	%
2011	3,000,000	2,998,390	2,946,390	98.3	% 52,000	1.7	%
2012	3,000,000	2,822,990	2,792,990	98.9	% 30,000	1.1	%
	21,000,000		17,379,750		402,000	2.3	%

Since the issuance of ASC 718, the Company has limited the number of stock grants requested for shareholder approval to 3,000,000 shares per year. The NEOs have further requested the Compensation Committee to provide grants to the Company's non-executive employees first and then provide grants to those newest of the appointed Executive officers. Tenured Executives, who were given large (on a split adjusted basis) historical grants, have voluntarily forgone grants in favor of non-executive officer employees and new Executive officers. The amounts of share options available to the Company's current Executive team are in fact very low by any comparable standard of which we are aware. Despite that, as the first table in this response shows, we think the current Executive officers possess sufficient stock ownership to maintain the strong alignment with shareholder interests.

The stocks held by the Company Executives, with the exception of founder's shares still held by the Company's Chairman and Chief Executive Officer, Mr. Peter J. Rose (which are split-adjusted based on his original investment in the Company long before it became publicly-traded), were purchased through the Company's employee stock purchase plan; the Company's stock option program; and open market stock purchases. There are no restricted stock grants provided to the Company's Executives or employees. Shares held were bought and paid for with cash and without any subsidy or financial loan assistance from the Company. This means that executive decisions to buy and hold stock were made with the idea that such an investment in the Company is a sound, financial decision offering the potential of higher returns than might be obtained by investments in other companies about which the Company's management would know considerably less than they do about the Company.

The Company's primary compensation policies focus Executives and other managers on making decisions that focus on long-term business, and consequently long-term shareholder value. As discussed in the CD&A, the Company believes its executive compensation model has a proven track record of aligning both the long-term and short-term interests of the Company's Executives with the long-term interests of the Company's shareholders through a combination of three compensation techniques (consisting of a fixed and modest base salary; a non-equity incentive compensation program; and a

broad-based equity compensation program in the form of stock options). The Company believes these three components make a perfect trifecta for its performance-based executive compensation program, particularly in light of the fact that two components - incentive bonus and equity-based incentive compensation - are strongly tied to operational performance. As noted in the above-referenced CD&A, the Company's compensation philosophy is highly focused on aligning increases in operating income with increases in management compensation, which in turn align performance with shareholder interests. The Company's compensation policies provide a modest base salary with an unlimited opportunity to participate in a portion of the cumulative operating income of each operating unit. Focusing on cumulative operating income means that any operating losses must be recouped by the operating units before any bonuses can be paid to the eligible employees tasked with managing that operating unit, or for those in regional or corporate management positions. This cumulative operating unit profit responsibility includes the collection of accounts receivables, the accountability for freight and casualty claims, fines, penalties and all other consequences of incidental risks of managing a business. The Board of Directors believes that the immediate impact on key management compensation resulting from excessive risk taking is a strong deterrent to fostering the kind of short-term focus that mandatory stock holdings are intended to address in companies with less shareholder aligned compensation policies. Since the most significant portion of executive compensation comes from the incentive bonus program, the Company believes that this cumulative feature is a disincentive to excessive risk taking by Executives. In addition to discouraging unreasonable risk-taking, this feature aligns the financial risks of the Company's Executives with the Company's shareholders and causes Executives to be highly focused on the Company's long-term success.

A "hold-to-retirement" policy is inconsistent with existing compensation policies that reinforce the long-term shareholder value. The proponent offers no explanation as to why and how a "hold-to-retirement" policy that requires executives to hold stock until retirement would contribute to the Company's long-term value. While the proponent appears to rely on a Conference Board report, he omits the fact that the Conference Board sentence includes a footnote reference to a study that is ten years old and from which the proponent omits the following key sentence "Some commentators have cautioned against HTR policies, arguing that instead of providing incentives for long-term performance, they may provide incentives for early retirement from the company."<sup>27</sup> The footnote reference is to a Wall Street Journal article dated June 16, 2009 by Lucian Bebchuk and Jesse Fried titled Equity Compensation for Long-Term Results which states in part "Shareholder proposals have also been urging companies to adopt such "hold-till-retirement" requirements. Such requirements, however, would be the wrong way to go. Hold-till-retirement requirements provide executives with counter-productive incentives to leave the firm in order to cash out accumulated options and shares and diversify risks. Perversely, the incentive to leave will be strongest for executives who have served successfully for a long time and whose accumulated options and shares will thus have an especially large value. Rather than supplying retention incentives, equity compensation with hold-till-retirement requirements would have the opposite effect."

The Company's existing governance policies further align the interests of Executives with the long-term interests of shareholders. The Company maintains significant governance policies relating to Company stock held by Executives. The Company's insider trading policy restricts all employees from engaging in transactions involving derivative securities related to our stock, such as put and call options, and prohibits certain other arrangements, such as forward sales and short sales of the Company's common stock by officers and directors, which could have the effect of reducing or neutralizing their investment in the Company's common stock.

The Company Reiterates And Again Disagrees With The Proponent's Assertions Regarding Executive Compensation, Board Tenure And Independent Oversight.

The proponent requests that the proposal be evaluated in the context of the Company's overall corporate governance as reported in 2012. We also believe this to be important so we have again addressed the specific points made by the proponent below. As a reminder, despite the proponent having made the same or similar arguments in his proposal contained in the 2012 proxy, the shareholder voting results from the 2012 Annual Meeting were:

To elect the following eight (8) directors, each to serve until the next annual meeting of shareholders and until a successor is elected and qualified:

	Number of Shares		Voted Against			
	Voted For					
Mark A. Emmert	167,972,059	97	%	5,052,848	3	%
R. Jordan Gates	148,114,983	86	%	24,912,101	14	%
Dan P. Kourkouvelis	166,598,620	96	%	6,428,385	4	%
Michael J. Malone	166,623,164	96	%	6,402,411	4	%
John W. Meisenbach	166,520,276	96	%	6,507,264	4	%
Peter J. Rose	165,235,256	96	%	7,759,016	4	%
James L.K. Wang	162,187,408					