

KAR Auction Services, Inc.  
Form DEF 14A  
April 24, 2019

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[TABLE OF CONTENTS](#)

[Table of Contents](#)

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

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 under §240.14a-12

**KAR AUCTION SERVICES, INC.**

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(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
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(2) Form, Schedule or Registration Statement No.:

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Table of Contents





Table of Contents

April 24, 2019

Dear Fellow Stockholder:

Thank you for your continued investment in and support of KAR Auction Services, Inc. ("KAR" or the "Company"). You are cordially invited to attend KAR's 2019 annual meeting of stockholders, which will be hosted virtually. A virtual meeting provides expanded access, improved communication and cost savings for our stockholders and the Company. You will be able to attend the 2019 annual meeting online, vote your shares electronically and submit your questions during the meeting by visiting [www.virtualshareholdermeeting.com/KAR2019](http://www.virtualshareholdermeeting.com/KAR2019).

As a KAR stockholder, your vote is important. The matters to be acted upon are described in the notice of annual meeting of stockholders and the proxy statement. Even if you are planning to attend the virtual meeting, you are strongly encouraged to vote your shares in advance through one of the methods described in the proxy statement.

I am pleased to report that KAR had a very successful 2018. We grew revenue, adjusted EBITDA and gross profit and sold approximately 6.0 million vehicles. As an established market leader with an experienced management team, we believe we are well-positioned for continued growth with solid operating performance and disciplined capital investments.

We have a comprehensive capital allocation plan for increasing stockholder value. We are focused on return of capital to our stockholders and accretive investments in the business, including the acquisition of auctions and complementary capabilities in North America and internationally, expanding our data analytic capabilities, and enhancing our technology platform. We are proud that through share buybacks and dividends, in 2018 we returned approximately \$338 million to stockholders and invested approximately \$243 million in our business through capital expenditures and strategic acquisitions.

Thank you again for your continued support of KAR, our Board of Directors, our employees and our future.

Sincerely,

**James P. Hallett**

Chairman of the Board and  
Chief Executive Officer

This proxy statement is dated April 24, 2019 and is first being distributed to stockholders on or about April 24, 2019.



Table of Contents

**13085 Hamilton Crossing Boulevard  
Carmel, Indiana 46032**

Date and Time:	9:00 a.m., Eastern Daylight Time, on June 4, 2019
Place:	Online at <a href="http://www.virtualshareholdermeeting.com/KAR2019">www.virtualshareholdermeeting.com/KAR2019</a>
Admission:	To attend the 2019 annual meeting, visit <a href="http://www.virtualshareholdermeeting.com/KAR2019">www.virtualshareholdermeeting.com/KAR2019</a> . You will need the 16-digit control number included on your Notice of Internet Availability of Proxy Materials, on your proxy card or on the instructions that accompanied your proxy materials.
Items of Business:	<p><b>Proposal No. 1:</b> To elect each of the nine director nominees to the Board of Directors.</p> <p><b>Proposal No. 2:</b> To approve, on an advisory basis, executive compensation.</p> <p><b>Proposal No. 3:</b> To ratify the appointment of KPMG LLP as our independent registered public accounting firm for 2019.</p> <p>To transact any other business as may properly come before the meeting or any adjournments or postponements thereof.</p>
Record Date:	You are entitled to vote at the 2019 annual meeting and at any adjournments or postponements thereof if you were a stockholder of record at the close of business on April 11, 2019.
Voting by Proxy:	Whether or not you plan to virtually attend the 2019 annual meeting, please vote at your earliest convenience by following the instructions in the Notice of Internet Availability of Proxy Materials or the proxy card you received in the mail so that your shares can be voted at the 2019 annual meeting in accordance with your instructions. For specific instructions on voting, please refer to the instructions on your enclosed proxy card.

On Behalf of the Board of Directors,

April 24, 2019  
Carmel, Indiana

Rebecca C. Polak  
*Chief Legal Officer and Secretary*





Table of Contents**Notice of Internet Availability of Proxy Materials for the Annual Meeting**

The proxy statement for the 2019 annual meeting and the annual report to stockholders for the fiscal year ended December 31, 2018, each of which is being provided to stockholders prior to or concurrently with this notice, are also available to you electronically via the Internet. We encourage you to review all of the important information contained in the proxy materials before voting. To view the proxy statement and annual report to stockholders on the Internet, visit our website, [www.karauctionservices.com](http://www.karauctionservices.com), and click on the "Financials" tab under "Investor Relations" on our homepage.

**TABLE OF CONTENTS**

<b><u>PROXY STATEMENT SUMMARY</u></b>	<u>1</u>
<b><u>ANNUAL MEETING OF STOCKHOLDERS</u></b>	<u>1</u>
<b><u>ITEMS TO BE VOTED ON AT ANNUAL MEETING OF STOCKHOLDERS</u></b>	<u>1</u>
<b><u>BOARD NOMINEES</u></b>	<u>2</u>
<b><u>2018 BUSINESS HIGHLIGHTS</u></b>	<u>3</u>
<b><u>CORPORATE GOVERNANCE HIGHLIGHTS</u></b>	<u>4</u>
<b><u>EXECUTIVE COMPENSATION</u></b>	<u>5</u>
<b><u>ELECTION OF DIRECTORS: PROPOSAL NO. 1</u></b>	<u>6</u>
<b><u>DIRECTORS ELECTED ANNUALLY</u></b>	<u>6</u>
<b><u>DIRECTOR INDEPENDENCE</u></b>	<u>6</u>
<b><u>BOARD NOMINATIONS AND DIRECTOR NOMINATION PROCESS</u></b>	<u>6</u>
<b><u>BOARD QUALIFICATIONS AND DIVERSITY</u></b>	<u>7</u>
<b><u>INFORMATION REGARDING THE NOMINEES FOR ELECTION TO THE BOARD OF DIRECTORS</u></b>	<u>7</u>
<b><u>BOARD OF DIRECTORS STRUCTURE AND CORPORATE GOVERNANCE</u></b>	<u>13</u>
<b><u>ROLE OF THE BOARD OF DIRECTORS</u></b>	<u>13</u>
<b><u>BOARD LEADERSHIP</u></b>	<u>13</u>
<b><u>BOARD OF DIRECTORS MEETINGS AND ATTENDANCE</u></b>	<u>14</u>
<b><u>COMMITTEES OF THE BOARD OF DIRECTORS</u></b>	<u>14</u>
<b><u>BOARD OF DIRECTORS' RISK OVERSIGHT</u></b>	<u>16</u>
<b><u>CORPORATE GOVERNANCE DOCUMENTS</u></b>	<u>17</u>
<b><u>COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION</u></b>	<u>17</u>
<b><u>STOCKHOLDER COMMUNICATIONS WITH THE BOARD</u></b>	<u>17</u>
<b><u>EXECUTIVE SESSIONS</u></b>	<u>18</u>
<b><u>DIRECTOR COMPENSATION</u></b>	<u>19</u>
<b><u>CASH AND STOCK RETAINERS</u></b>	<u>19</u>
<b><u>DIRECTORS DEFERRED COMPENSATION PLAN</u></b>	<u>20</u>
<b><u>DIRECTOR STOCK OWNERSHIP AND HOLDING GUIDELINES</u></b>	<u>20</u>
<b><u>DIRECTOR COMPENSATION PAID IN 2018</u></b>	<u>20</u>
<b><u>OUTSTANDING DIRECTOR RESTRICTED STOCK AWARDS</u></b>	<u>21</u>
<b><u>BENEFICIAL OWNERSHIP OF THE COMPANY'S COMMON STOCK</u></b>	<u>22</u>
<b><u>SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE</u></b>	<u>23</u>
<b><u>ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION: PROPOSAL NO. 2</u></b>	<u>24</u>
<b><u>PROPOSAL</u></b>	<u>24</u>

<b><u>COMPENSATION DISCUSSION AND ANALYSIS</u></b>	
<u>OVERVIEW</u>	<u>25</u>
<u>EXECUTIVE SUMMARY</u>	<u>26</u>
<u>COMPENSATION PHILOSOPHY AND OBJECTIVES</u>	<u>28</u>
<u>THE ROLE OF THE COMPENSATION COMMITTEE AND THE EXECUTIVE OFFICERS IN DETERMINING EXECUTIVE COMPENSATION</u>	<u>28</u>
<u>ELEMENTS USED TO ACHIEVE COMPENSATION PHILOSOPHY AND OBJECTIVES</u>	<u>30</u>
<u>COMPENSATION POLICIES AND OTHER INFORMATION</u>	<u>38</u>
<u>RESULTS OF SAY ON PAY VOTES AT 2018 ANNUAL MEETING</u>	<u>40</u>
<u>COMPENSATION COMMITTEE REPORT</u>	<u>40</u>
<u>ANALYSIS OF RISK IN THE COMPANY'S COMPENSATION STRUCTURE</u>	<u>41</u>
<u>SUMMARY COMPENSATION TABLE FOR 2018</u>	<u>42</u>
<u>GRANTS OF PLAN-BASED AWARDS FOR 2018</u>	<u>43</u>
<u>OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END 2018</u>	<u>44</u>
<u>OPTION EXERCISES AND STOCK VESTED DURING FISCAL YEAR 2018</u>	<u>46</u>
<u>POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL</u>	<u>47</u>
<u>EQUITY-BASED AWARDS OMNIBUS PLAN</u>	<u>47</u>
<u>ANNUAL CASH INCENTIVE AWARDS OMNIBUS PLAN</u>	<u>49</u>
<u>POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL TABLE</u>	<u>50</u>
<u>EMPLOYMENT AGREEMENTS WITH NAMED EXECUTIVE OFFICERS</u>	<u>53</u>
<u>CEO PAY RATIO</u>	<u>56</u>
<u>RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM: PROPOSAL NO. 3</u>	<u>57</u>
<u>PROPOSAL</u>	<u>57</u>
<u>REPORT OF THE AUDIT COMMITTEE</u>	<u>58</u>
<u>FEES PAID TO KPMG LLP</u>	<u>59</u>
<u>POLICY ON AUDIT COMMITTEE PRE-APPROVAL OF AUDIT AND PERMISSIBLE NON-AUDIT SERVICES OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	<u>59</u>
<u>CERTAIN RELATED PARTY RELATIONSHIPS</u>	<u>60</u>
	<u>60</u>

<u>REVIEW AND APPROVAL OF TRANSACTIONS WITH RELATED PERSONS REQUIREMENTS, INCLUDING DEADLINES, FOR SUBMISSION OF PROXY PROPOSALS</u>	<u>61</u>
<u>NOMINATION OF DIRECTORS AND OTHER BUSINESS OF STOCKHOLDERS</u>	<u>61</u>
<u>QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIALS AND THE ANNUAL MEETING</u>	<u>62</u>

---

Table of Contents

## PROXY STATEMENT SUMMARY

This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider, and you should read the entire proxy statement before voting. For more complete information regarding KAR Auction Services, Inc.'s (the "Company," "KAR" or "KAR Auction Services") 2018 performance, please review the Company's Annual Report on Form 10-K for the year ended December 31, 2018.

Date and Time:	9:00 a.m., Eastern Daylight Time, on June 4, 2019
Location:	Online at <a href="http://www.virtualshareholdermeeting.com/KAR2019">www.virtualshareholdermeeting.com/KAR2019</a>
Record Date:	Stockholders of record as of the close of business on April 11, 2019 are entitled to vote. Each share of common stock is entitled to one vote for each director nominee and for each of the other proposals to be voted on at the 2019 annual meeting of stockholders. On the record date, KAR Auction Services had 133,271,194 shares of common stock issued and outstanding.
NYSE Symbol:	KAR
Registrar and Transfer Agent:	American Stock Transfer & Trust Company, LLC

## ITEMS TO BE VOTED ON AT ANNUAL MEETING OF STOCKHOLDERS

<b>Proposal</b>	<b>Our Board's Recommendation</b>	<b>Page</b>
1. Election of each of the nine director nominees.	<b>FOR</b> each director nominee	6
2. Approval, on an advisory basis, of executive compensation.	<b>FOR</b>	24
3. Ratification of the appointment of KPMG LLP as our independent registered public accounting firm for 2019.	<b>FOR</b>	57



Table of Contents**BOARD NOMINEES (PAGES 7 12)**

Name	Age	Director		Primary Occupation	Committee Membership**
		Since	Independent		
<b>Donna R. Ecton</b>	72	2013	Yes	Chairman and Chief Executive Officer of EEI Inc.	CC (Chair), AC
<b>James P. Hallett</b>	66	2007	No	Chairman of the Board and Chief Executive Officer of KAR Auction Services, Inc.	
<b>Mark E. Hill</b>	63	2014	Yes	Managing Partner of Collina Ventures, LLC and Chairman and Chief Executive Officer of Lumavate LLC	NCGC (Chair), RC
<b>J. Mark Howell</b>	54	2014	Yes	President and Chief Executive Officer of Conexus Indiana	RC (Chair), AC
<b>Stefan Jacoby</b>	61		Yes	Automotive Industry Consultant	
<b>Lynn Jolliffe</b>	67	2014	Yes	Human Capital and Talent Management Consultant	CC, NCGC
<b>Michael T. Kestner</b>	65	2013	Yes	Building Products and Automotive Industry Consultant	AC (Chair), RC
<b>John P. Larson*</b>	56	2014	Yes	Chief Executive Officer of Bestop, Inc.	CC, RC
<b>Stephen E. Smith</b>	70	2013	Yes	Automotive Industry Consultant	AC, NCGC

\* Lead Independent Director

\*\* AC=Audit Committee; CC=Compensation Committee; RC=Risk Committee; NCGC=Nominating and Corporate Governance Committee

Table of Contents

## 2018 BUSINESS HIGHLIGHTS

For the year ended December 31, 2018, the Company again delivered solid growth in volume of total vehicles sold, revenues, adjusted EBITDA and gross profit. Specific highlights for fiscal 2018 included:

**Net revenue was up 9% to approximately \$3.8 billion.**

**+ 7%**

*Total vehicles sold by ADESA, Inc. ("ADESA") and Insurance Auto Auctions, Inc. ("IAA") rose approximately 7% to 6.0 million units.*

**Gross profit increased approximately 11% to \$1.6 billion.**

*Through share buybacks and dividends, in 2018 we returned approximately \$338 million to stockholders and invested approximately \$243 million in our business through capital expenditures and strategic acquisitions.*

**Achieved net income of \$328.0 million.**



**Adjusted EBITDA\* rose 7%  
to \$893.9 million.**

\* Adjusted EBITDA is a non-GAAP measure and is defined and reconciled to the most comparable GAAP measure, net income, in our Annual Report on Form 10-K for the year ended December 31, 2018 in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations EBITDA and Adjusted EBITDA."

Table of Contents

## CORPORATE GOVERNANCE HIGHLIGHTS (PAGES 13 18)

We are committed to high standards of ethical and business conduct and strong corporate governance practices. This commitment is highlighted by the practices described below as well as the information contained on our website, [www.karauctionservices.com](http://www.karauctionservices.com), by clicking on "Governance" under the "Investor Relations" tab.

**Annual Elections:** Our directors are elected annually for one-year terms.

**Majority Voting:** We maintain a majority voting standard for uncontested director elections with a policy for directors to tender their resignation should a majority of the votes cast not be in their favor.

**Director and Committee Independence:** Eight of our nine director nominees are independent, and all committees of our Board of Directors (the "Board") are comprised entirely of independent directors.

**Executive Sessions:** Our independent directors meet in executive session at each regularly scheduled Board meeting.

**Lead Independent Director:** We have a lead independent director who presides over the executive sessions of the independent directors and serves as the principal liaison between the independent directors and the Company's CEO and Chairman of the Board.

**Gender Diversity:** More than twenty percent of our Board is comprised of women.

**Annual Board and Committee Evaluations:** The Board and each committee evaluates its performance each year.

**Robust Equity Ownership Requirements for Non-Employee Directors:** The stock ownership guideline for our non-employee directors is five times their annual cash retainer.

**Robust Equity Retention Requirements for Non-Employee Directors:** All shares of our common stock granted to non-employee directors must be held for three years after vesting while serving as a director.

**Robust Equity Ownership Requirements for Executive Officers:** We have stock ownership guidelines that are applicable to our executive officers. The stock ownership guideline for our CEO is five times his annual base salary, and our CEO currently holds over 20 times his annual base salary. Executive officers are required to hold 60% of vested shares, net of taxes, until stock ownership guidelines are met.

**Anti-Hedging and Pledging Policies:** Our directors and executive officers are prohibited from hedging or pledging Company stock.

**Annual management and CEO evaluation and succession planning review:** Our Board conducts an annual evaluation and review of our CEO and each executive officer's performance, development and succession plan.

**Board Risk Oversight:** The Risk Committee assists the Board in its oversight of: (i) the principal business, financial, technology, operational and regulatory risks and other material risks and exposures of the Company; and (ii) the actions, activities and initiatives of the Company to mitigate such risks and exposures. The Risk Committee provides oversight with respect to risk practices implemented by management, except for the oversight of risks that have been specifically delegated to another committee of the Board (in which case the Risk Committee may maintain oversight over such risks through the receipt of reports from such committees).



Table of Contents

## EXECUTIVE COMPENSATION (PAGES 25 55)

We maintain a compensation program structured to achieve a close connection between executive pay and Company performance. We believe that this strong pay-for-performance orientation has served us well in recent years. For more information regarding our named executive officer compensation, see "Compensation Discussion and Analysis" and the compensation tables that follow such section.

### WHAT WE DO

*Stockholder alignment:* We have demonstrated a trend of alignment between our total stockholder return ("TSR") performance and the compensation of our CEO, as shown in the chart on page 27.

*Independent Compensation Committee:* All of the members of our Compensation Committee are independent under New York Stock Exchange ("NYSE") rules.

*Independent compensation consultant:* The Compensation Committee retains its own independent compensation consultant to evaluate and review our executive compensation program and practices.

*Pay for performance:* Our annual incentive program is 100% performance-based and our equity incentive program is heavily performance-based with 75% of our equity awards in the form of performance restricted stock units ("RSUs").

*"Double-trigger" vesting provisions in equity award agreements:* Beginning with the 2017 equity grants, accelerated vesting of assumed or replaced equity awards upon a change in control of the Company is only permitted if an executive experiences a qualifying termination of employment in connection with or following such change in control.

*Maximum payout caps:* The Compensation Committee sets maximum amounts that may be payable for annual cash incentive compensation and RSUs.

*Clawback policy for financial misconduct:* Our clawback policy provides for the recovery and cancellation of incentive compensation of an executive officer in the event we are required to prepare an accounting restatement due to such executive officer's intentional misconduct.

*Moderate change in control benefits:* Change in control severance benefits are two times base salary and target bonus for our CEO and one times base salary and target bonus for our other executive officers.

*Robust equity ownership requirements:* We have stock ownership guidelines that are applicable to our executive officers. The stock ownership guideline for our CEO is five times his annual base salary, and our CEO currently holds over 20 times his annual base salary. Executive officers are required to hold 60% of vested shares, net of taxes, until stock ownership guidelines are met.

### WHAT WE DON'T DO

*Allow dividends or dividend equivalents to be paid on unvested RSUs:* Dividend equivalents are accrued but not paid on RSUs until (i) the performance conditions are satisfied; and (ii) the RSUs vest after the performance measurement period.

*Provide excessive perquisites:* We provide a limited number of perquisites that are designed to attract and retain highly qualified executives.

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*Allow hedging or pledging of the Company's securities:* We prohibit hedging, pledging and short sales of Company stock by our directors and executive officers.

*Reprice stock options:* Stock option exercise prices are set equal to the grant date market price and cannot be repriced or discounted without stockholder approval.

*Maintain a defined benefit pension plan:* We do not maintain a defined benefit pension plan for our executive officers.

Table of Contents

## **ELECTION OF DIRECTORS: PROPOSAL NO. 1**

### **DIRECTORS ELECTED ANNUALLY**

Our Board has nominated the nine individuals named below to stand for election to the Board at the 2019 annual meeting. The Company's directors are elected each year by the stockholders at the annual meeting. We do not have a staggered or classified board. Each director's term will last until the 2020 annual meeting of stockholders and until such director's successor is duly elected and qualified, or such director's earlier death, resignation or removal. Each director nominee must receive the affirmative vote of a majority of the votes cast in the election of directors at the 2019 annual meeting to be elected (i.e., the number of shares voted "FOR" a director nominee must exceed the number of votes cast "AGAINST" such nominee).

### **DIRECTOR INDEPENDENCE**

The Board is responsible for determining the independence of our directors. Under the NYSE listing standards, a director qualifies as independent if the Board affirmatively determines that the director has no material relationship with us. While the focus of the inquiry is independence from management, the Board is required to broadly consider all relevant facts and circumstances in making an independence determination. In making independence determinations, the Board complies with NYSE listing standards and considers all relevant facts and circumstances. Based upon its evaluation, our Board has affirmatively determined that the following current directors and director nominees meet the standards of "independence" established by the NYSE: Todd F. Bourell, Donna R. Ecton, Mark E. Hill, J. Mark Howell, Stefan Jacoby, Lynn Jolliffe, Michael T. Kestner, John P. Larson and Stephen E. Smith. James P. Hallett, our CEO and Chairman of the Board, is not an independent director.

### **BOARD NOMINATIONS AND DIRECTOR NOMINATION PROCESS**

The Board is responsible for nominating members for election to the Board and for filling vacancies on the Board that may occur between the annual meetings of stockholders. The Nominating and Corporate Governance Committee is responsible for identifying, screening and recommending candidates to the Board for Board membership. When formulating its Board membership recommendations, the Nominating and Corporate Governance Committee may also consider advice and recommendations from others, including third-party search firms, current Board members, management, stockholders and other persons, as it deems appropriate. The Nominating and Corporate Governance Committee has retained a third-party search firm to assist with identifying, screening and evaluating potential candidates.

The Nominating and Corporate Governance Committee uses a variety of methods to identify and evaluate potential candidates. Consideration of candidates typically involves a series of internal discussions, review of candidate information, and interviews with selected candidates. The Nominating and Corporate Governance Committee will consider the candidate against the criteria it has adopted, as further discussed below, in the context of the Board's then-current composition and the needs of the Board and its committees, and will ultimately recommend qualified candidates for election to the Board. Though the Nominating and Corporate Governance Committee does not have a formal policy regarding consideration of director candidates recommended by stockholders, the Nominating and Corporate Governance Committee generally evaluates such candidates in the same manner by which it evaluates director candidates recommended by other sources.

As detailed in both the Nominating and Corporate Governance Committee Charter and the Corporate Governance Guidelines, Board candidates are selected based upon various criteria including experience, skills, expertise, diversity, personal and professional integrity, character, business judgment, time availability in light of other commitments, dedication, conflicts of interest and such other relevant factors that the Nominating and Corporate Governance Committee considers appropriate in the context of the needs of the Board.



Table of Contents

All candidates are considered in light of the needs of the Board with due consideration given to the foregoing criteria. Board members are expected to prepare for, attend and participate in all Board and applicable committee meetings and the Company's annual meetings of stockholders.

In addition, a stockholder may nominate candidates for election as a director, provided that the nominating stockholder follows the procedures set forth in Article II, Section 5 of the Company's Second Amended and Restated By-Laws for nominations by stockholders of persons to serve as directors, including the requirements of timely notice and certain information to be included in such notice. Deadlines for stockholder nominations for next year's annual meeting are included in the "Requirements, Including Deadlines, for Submission of Proxy Proposals" section on page 61.

An employment agreement entered into on February 27, 2012 between the Company and James P. Hallett, the Company's CEO and Chairman of the Board, provides that Mr. Hallett shall be entitled to serve as a member of the Board for so long as the employment agreement is in effect.

## **BOARD QUALIFICATIONS AND DIVERSITY**

The Nominating and Corporate Governance Committee and the Board believe that diversity along multiple dimensions, including opinions, skills, perspectives, personal and professional experiences, and other differentiating characteristics, is an important element of its nomination recommendations. The Nominating and Corporate Governance Committee has not identified any specific minimum qualifications which must be met for a person to be considered as a candidate for director. However, Board candidates are selected based upon various criteria including experience, skills, expertise, diversity, personal and professional integrity, character, business judgment, time availability in light of other commitments, dedication, conflicts of interest and such other relevant factors that the Nominating and Corporate Governance Committee considers appropriate in the context of the needs of the Board. Although the Board does not have a formal diversity policy, the Nominating and Corporate Governance Committee and Board review these factors, including diversity of gender, race, ethnicity, age, cultural background and professional experience, in considering candidates for Board membership.

## **INFORMATION REGARDING THE NOMINEES FOR ELECTION TO THE BOARD OF DIRECTORS**

The following information is furnished with respect to each nominee for election as a director. All of the nominees, with the exception of Stefan Jacoby, are currently directors and were elected by the stockholders at last year's annual meeting. Mr. Jacoby was initially identified and recommended to the Nominating and Corporate Governance Committee as a potential nominee by a third-party search firm. Mr. Jacoby was subsequently recommended by the Nominating and Corporate Governance Committee to the Board for election as a director and the Board has nominated Mr. Jacoby to stand for election as a director at the 2019 annual meeting. Each of the nominees has consented to being named in this proxy statement and to serve as a director if elected. If a nominee is unavailable to stand for election as a director, your proxies will have the authority and discretion to vote for another nominee proposed by the Board or the Board may reduce the number of directors to be elected at the 2019 annual meeting. The ages of the nominees are as of the date of the 2019 annual meeting, June 4, 2019.



Table of Contents

**Donna R. Ecton**

**Independent Director**

since December 2013

**Age:** 72

**Current Board Committees:**

Compensation Committee (Chair)

and Audit Committee

**James P. Hallett**

**Director**

since April 2007

**Age:** 66

**Chairman of the Board and  
Chief Executive Officer**

**Career Highlights**

Chairman and Chief Executive Officer of EEI Inc., a management consulting firm she founded in July 1998 to provide private equity firms with due diligence and market and operational assessments of companies being considered for acquisition, as well as turnaround management of troubled portfolio companies.

Director (1994 to 1998) and Chief Operating Officer (1996 to 1998) of PetsMart, Inc.

Chief Executive Officer of a number of companies, including Business Mail Express, Inc. (1995 to 1996) and Van Houten North America Inc./Andes Candies Inc. (1991 to 1994).

Held senior corporate management positions at Nutri/System, Inc., Campbell Soup Company and Nordemann Grimm, Inc.

Began career in banking at Chemical Bank and Citibank N.A. in New York City, running the Upper Manhattan middle market lending business and midtown Manhattan's retail banks.

Previous public company board of director positions have included Mellon Bank Corporation and Mellon Bank N.A., Mellon PSFS, H&R Block, Inc., Tandy Corporation, Barnes Group Inc. and Vencor, Inc.

Elected to and served on the Harvard University's Board of Overseers.

Member of the Council on Foreign Relations in New York City.

Graduate of Wellesley College (BA) and the Harvard Graduate School of Business Administration (MBA).

**Other Current Public Company Directorships:** Director of CVR GP, LLC, the general partner of CVR Partners, LP, a nitrogen fertilizer business, since March 2008.

**Other Public Company Directorships in Last Five Years:** Former Director and Non-Executive Chairman of the Board of Body Central Corp. (2011 to 2014).

### **Skills and Qualifications**

More than 40 years of operational and management experience, including as a CEO, with established companies allows Ms. Ecton to provide to our Board insight into operations, marketing, finance, human resources and strategic planning.

Experience in running multiple location businesses not only in the U.S., but also in Canada, the U.K. and Australia.

Significant strategy and risk assessment experience developed in her roles as a management consultant and as a senior executive of multiple companies.

Substantial financial experience gained in her roles as CEO, COO and other senior executive positions.

Current and prior service on the board of directors of public companies, including several committee chair roles, provides additional perspective to our Board.

### **Career Highlights**

Chairman of the Company since December 2014 and Chief Executive Officer since September 2009.

Chief Executive Officer and President of ADESA from April 2007 to September 2009, a wholly owned subsidiary of the Company.

President of Columbus Fair Auto Auction, a large independent automobile auction located in Columbus, Ohio, from May 2005 to April 2007.

After selling his auctions to ADESA in 1996, Mr. Hallett held various senior executive leadership positions with ADESA between 1996 and 2005, including President and Chief Executive Officer of ADESA.

Founded and owned two automobile auctions in Canada from 1990 to 1996.

Graduate of Algonquin College.

Managed and then owned a number of new car franchise dealerships for 15 years.

Winner of multiple industry awards, including NAAA Pioneer of the Year in 2008 and the Ed Bobit Industry Icon award in 2018.

Recognized as the EY Entrepreneur of the Year 2014 National Services Award Winner and one of Northwood University's 2015 Outstanding Business Leaders.

**Skills and Qualifications**

Committed and deeply engaged leader with over 20 years of experience in key leadership roles throughout the Company and over 40 years of experience in the industry.

As Chief Executive Officer, Mr. Hallett has a thorough and in-depth understanding of the Company's business and industry, including its employees, business units, customers and investors, which provides an additional perspective to our Board.

Utilizes strong communication skills to guide Board discussions and keep our Board apprised of significant developments in our business and industry; including our risk management practices, strategic planning and development.

Table of Contents

**Mark E. Hill**

**Independent Director**

since June 2014

**Age:** 63

**Current Board Committees:**

Nominating and Corporate Governance Committee (Chair) and Risk Committee

**J. Mark Howell**

**Independent Director**

since December 2014

**Age:** 54

**Current Board Committees:**

Risk Committee (Chair) and  
Audit Committee

**Career Highlights**

Managing Partner of Collina Ventures, LLC, a private investment company that invests in software and technology companies, since 2006; and Chairman and Chief Executive Officer of Lumavate LLC, a company that provides a platform for building cloud-based mobile applications, since November 2017.

Co-founder and Chairman of Bluelock, LLC, a privately held infrastructure-as-a-service company, from 2006 to 2018.

Co-Founder, President and Chief Executive Officer of Baker Hill Corporation, a banking industry software and services business, from 1985 to 2006. Baker Hill Corporation was acquired by Experian PLC, a global information solutions company, in 2005.

Graduate of the University of Notre Dame and Indiana University (MBA).

**Other Public Company Directorships in Last Five Years:** Lead Independent Director of Interactive Intelligence Group, Inc., a global software business, from 2005 to 2016.

**Skills and Qualifications**

Significant executive leadership and management experience leading and owning a software and technology-based business provides our Board with expertise in technology, innovation, and strategic investments.

Extensive experience as an investor and mentor to numerous early stage software and technology companies provides entrepreneurial perspective to the Board.

Key leadership experience in numerous central Indiana business and community service organizations, including TechPoint, the Central Indiana Community Foundation, the Orr Fellowship and the local Teach For America board.

Public company board experience, including serving as a lead independent director.

**Career Highlights**

President and Chief Executive Officer of Conexus Indiana, Indiana's advanced manufacturing and logistics initiative sponsored by Central Indiana Corporate Partnership, Inc., since January 2018.

Chief Operating Officer of Angie's List, Inc., a publicly-traded, United States-based, leading consumer web services business connecting more than three million consumers to highly-rated local service providers via its online marketplace, from March 2013 to September 2017.

President, Ingram Micro North America Mobility of Ingram Micro Inc., a technology distribution company, from 2012 to 2013.

President, BrightPoint Americas of BrightPoint, Inc., a distributor of mobile devices for phone companies, including Chief Operating Officer, Executive Vice President and Chief Financial Officer, from 1994 to 2012. BrightPoint, Inc. was sold to Ingram Micro Inc. in 2012.

Vice President and Corporate Controller of ADESA from August 1992 to July 1994, now a wholly owned subsidiary of the Company.

Audit Staff and Senior Staff at Ernst & Young LLP.

Graduate of the University of Notre Dame (BBA in Accounting).

**Skills and Qualifications**

Extensive senior leadership experience at internet-based and technology-driven companies provides valuable insight as an increasing amount of the Company's consigned vehicles are sold online.

Provides unique, in-depth knowledge of ADESA and its industry as a former employee of ADESA.

Substantial financial experience.

Certified Public Accountant with experience in public accounting and public companies.



Table of Contents

**Stefan Jacoby**

**Independent Director Nominee**

Age: 61

**Lynn Jolliffe**

**Independent Director**

since June 2014

Age: 67

**Current Board Committees:**

Compensation Committee and  
Nominating and Corporate  
Governance Committee

**Career Highlights**

Consultant in the automotive industry since January 2018.

Executive Vice President of General Motors Company, a multinational company that designs, manufactures and markets vehicles worldwide, and President of GM International Operations, from August 2013 to January 2018.

Chief Executive Officer and President of Volvo Car Corporation, a multinational vehicle manufacturer and marketer, from August 2010 to October 2012.

Served in several capacities at Volkswagen AG, a multinational automotive manufacturing company, between 2004 and 2010, most recently serving as Chief Executive Officer and President of Volkswagen Group of America from 2007 to 2010 and as Executive Vice President of Group Marketing and Sales at Volkswagen AG from 2004 to 2007.

Chief Executive Officer and President of Mitsubishi Motors Europe, the European headquarters of automotive manufacturer Mitsubishi Motors, from 2001 to 2004.

Served in a variety of finance and leadership roles at Volkswagen AG from 1985 to 2001.

Graduate of the University of Cologne, Germany.

**Skills and Qualifications**

More than 30 years of broad international experience in the automotive industry, including senior management positions with global automakers in Germany, Japan, the Netherlands, Sweden, Singapore and the United States.

Deep insights and understanding of the macro trends and technologies rapidly transforming the automotive industry, including mobility as a service and autonomous vehicles.

Extensive knowledge of customer experience and retail structures. Expansive experience in finance, sales and marketing has given him a deep understanding of the impact of both areas on profitability and successful market growth.

Strong leadership skills in managing and motivating people for establishing momentum for growth and change, building high performance teams in transformative periods and recruiting and retaining senior management.

### **Career Highlights**

Chief Executive Officer of Jolliffe Solutions, providing consulting in human capital and talent management since June 2015.

Executive Vice President, Global Human Resources of Ingram Micro Inc., a technology distribution company, from June 2007 to June 2015.

Vice President, Human Resources for the North America region from October 2006 to May 2007.

Served as Regional Vice President, Human Resources and Services for Ingram Micro European Coordination Center from August 1999 to October 2006.

Served in various capacities, including Vice President and Chief Financial Officer with responsibility for human resources, at two Canadian retailers, including Holt Renfrew, from 1985 to 1999.

Began career at Bell Canada and then moved to Bank of Montreal.

Graduated from Queens University and University of Toronto (MBA).

### **Skills and Qualifications**

Extensive functional and leadership experience in finance, human resources and general management.

Deep understanding of business drivers from the financial, operational and people perspective gained from experience in multiple industries across three continents.



Diversity in viewpoint and international business experience as she has lived and worked in the U.S., Canada and abroad.

Significant experience with executive compensation decisions, strategies and policies for the acquisition and development of employee talent.

Table of Contents

**Michael T. Kestner**

**Independent Director**

since December 2013

**Age:** 65

**Current Board Committees:**

Audit Committee (Chair) and  
Risk Committee

**John P. Larson**

**Lead Independent Director**

since June 2014

**Age:** 56

**Current Board Committees:**

Compensation Committee and  
Risk Committee

**Career Highlights**