



**Astec Industries, Inc.**


**ASTE NASDAQ**

**Construction / Agricultural Machinery**

Market Capitalization USD:

**\$664.23 mm**

**CONCERN LEVEL: LOW**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

**CEO: J. Don Brock**

**Age: 73**

**CEO Since: 1980**

	2009	2010	2011
<b>Base Salary</b>	\$545,000	\$545,000	\$560,000
<b>Discretionary Bonus</b>	\$0	\$100,000	\$175,000
<b>Annual Cash Incentive</b>	\$0	\$0	\$0
<b>Benefits and Perquisites</b>	\$141,709	\$123,005	\$134,356
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$686,709</b>	<b>\$768,005</b>	<b>\$869,356</b>
<b>Increase in Post-Retirement Benefits</b>	\$0	\$0	\$0
<b>Stock Option Awards</b>	\$0	\$0	\$0
<b>Stock Awards</b>	\$199,980	\$218,610	\$629,990
<b>TOTAL COMPENSATION</b>	<b>\$886,689</b>	<b>\$986,615</b>	<b>\$1,499,346</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$455,330	\$377,841	\$525,518
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$0	\$0
<b>Value Realized on Vesting of Stock</b>	\$0	\$0	\$0
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>

**Proxy Date:** 16 Mar 2012

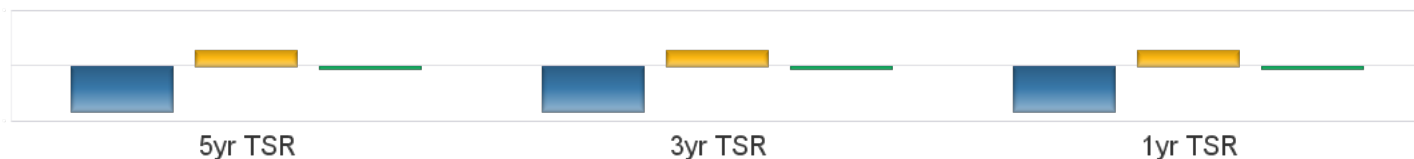
**Annual Meeting Date:** 3 May 2012

**Equity Reserves:** 5.49%

**Stock Option Run Rate:** 0.00%

## Performance Comparison

■ vs S&P500   ■ vs Industry   ■ ASTE



## Peer Comparisons (TRBC) =Construction / Agricultural Machinery

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
<b>ASTE</b>	<b>Astec Industries, Inc.</b>	<b>\$886,689</b>	<b>\$986,615</b>	<b>\$1,499,346</b>	<b>\$664,229,536</b>
TTC	Toro Company (The)	\$2,077,470	\$4,499,973	\$4,873,399	\$1,510,744,577
OSK	Oshkosh Corporation	\$5,740,015	\$4,119,384		\$1,435,196,589
TEX	Terex Corporation	\$4,699,980	\$7,900,130		\$1,124,496,000
MTW	Manitowoc Company, Inc. (The)	\$2,033,174	\$4,905,385		\$875,968,048
LNN	Lindsay Corporation	\$1,089,020	\$1,432,341	\$1,482,939	\$676,271,433
NC	NACCO Industries, Inc.	\$3,488,334	\$10,531,524		\$431,022,617

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps.

Missing peer pay figures for 2011 are due to differences in company filing schedules.

### Pay Peer Group

NA

### Performance Peer Group

NA

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
William D. Gehl	Chairman	65	Male	13	Outside Related
James B. Baker	Member	66	Male	2	Outside
Phillio E. Casev	Member	69	Male	7	Outside
William G. Dorev	Member	67	Male	1	Outside Related