LINDSAY CORP
Form DEF 14A
November 13, 2018
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SCHEDULE 14A INFORMATION

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 Pursuant to Rule 14a-11(c) or Rule 14a-12

Lindsay Corporation

(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.

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:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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LINDSAY CORPORATION

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

December 18, 2018

The Annual Meeting of Stockholders of Lindsay Corporation (the Company) will be held on Tuesday, December 18, 2018, at 8:30 a.m., Central Standard Time, at www.virtualshareholdermeeting.com/LNN2018, for the following purposes:

(1) To elect three (3) directors for terms ending in December 2021.

(2) To ratify the appointment of KPMG LLP as the Company s independent registered public accounting firm for the fiscal year ending August 31, 2019.

(3) To take a non-binding vote on a resolution to approve the compensation of the Company s most highly paid executive officers.

(4) To transact such other business as may properly come before the meeting or any adjournment or adjournments thereof.

A Proxy Statement setting forth important information with respect to each of the matters being submitted to the stockholders is enclosed with this Notice of Annual Meeting.

To access and participate in the Annual Meeting, you will need the 16-digit control number provided on your proxy card or through your broker or other nominee if you hold shares in street name. You will be able to attend, vote and submit questions virtually during the Annual Meeting by visiting www.virtualshareholdermeeting.com/LNN2018. There will be no physical Annual Meeting location for stockholders to attend. You may begin to log in to the meeting platform at 8:20 a.m., Central Standard Time on December 18, 2018, and the Annual Meeting will begin promptly at 8:30 a.m., Central Standard Time.

Only stockholders holding shares of the Company s common stock of record at the close of business on October 19, 2018 are entitled to notice of, and to vote at, the Annual Meeting. The Board of Directors is soliciting proxies to vote on behalf of all stockholders, whether or not they expect to be present at the virtual Annual Meeting. Each stockholder is encouraged to vote by proxy on the internet or by telephone as instructed on the enclosed proxy card or by completing the enclosed proxy card and mailing it in the return envelope enclosed for that purpose. Even if you vote by proxy on the internet, by telephone or by mail, you may revoke your proxy at any time prior to the Annual Meeting, and stockholders who are present at the virtual Annual Meeting may withdraw their proxies and vote virtually.

By Order of the Board of Directors

/s/ Eric R. Arneson
Eric R. Arneson, Secretary

Omaha, Nebraska

November 13, 2018

IMPORTANT: THE PROMPT RETURN OF PROXIES WILL SAVE THE COMPANY THE EXPENSE OF FURTHER SOLICITATION FOR PROXIES TO ENSURE A QUORUM AT THE ANNUAL MEETING.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be Held on December 18, 2018. The Proxy Statement for this Annual Meeting and Annual Report are available online at http://www.lindsayannualmeeting.com.

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PROXY STATEMENT SUMMARY

This Proxy Statement Summary is furnished to assist in your review of the matters to be acted upon at the Annual Meeting of Stockholders. The following information is only a summary, and you should read the entire Proxy Statement before voting. For more complete information on these topics, please review our Annual Report on Form 10-K for the fiscal year ended August 31, 2018 and this Proxy Statement.

Voting Items

		Board Recommendation	Pages
Proposal 1	Election of three (3) directors	FOR all nominees	3-35
Proposal 2	Ratification of appointment of independent registered public accounting firm for fiscal 2019	FOR	36
Proposal 3	Advisory vote on executive compensation	FOR	37

Virtual Annual Meeting

The Company is happy to announce that it will use the latest annual meeting technology to provide expanded access, enhanced communication, and cost savings for its stockholders and the Company. The Annual Meeting will be a completely virtual meeting of stockholders, which will be conducted via a live webcast. The Company believes that hosting a virtual meeting will enable increased stockholder attendance and participation while also reducing the cost of the Annual Meeting. You will be able to attend the Annual Meeting online and submit your questions during the meeting by visiting www.virtualshareholdermeeting.com/LNN2018. You will also be able to vote your shares electronically during the Annual Meeting.

Fiscal 2018 Highlights

Fiscal 2018 was a pivotal year for the Company as it embarked on an important journey under the leadership of its new President and Chief Executive Officer, Tim Hassinger, who took the helm in October 2017. Mr. Hassinger brings global business experience with an exceptional track record of business leadership and creating profitable growth. This, combined with his people- and customer-focused operating style, has fueled his ability to exceed customer expectations and consistently deliver strong financial results.

The Company delivered solid financial results against a backdrop of challenging market conditions, as the downturn in the agriculture industry continued for a fifth year. At the same time, the Company introduced far-reaching initiatives to better position the Company for success in any market conditions. Key highlights include:

Despite challenging market conditions, the Company achieved revenue growth for the second consecutive year. Total revenues were $547.7 million, a 6 percent increase compared to $518.0 million for fiscal 2017. Net earnings were $20.3 million ($31.6 million adjusted), or $1.88 per diluted share ($2.94 adjusted), compared with $23.2 million, or $2.17 per diluted share, in the prior year. Please see Exhibit A for a reconciliation of GAAP net earnings and earnings per share to adjusted figures.

The Company launched Foundation for Growth, a focused performance improvement initiative. The Foundation for Growth initiative is focused on simplifying the Company s business and delivering better results for its customers and stockholders. Objectives include setting direction, defining priorities, and improving overall operating performance. A key financial objective is to achieve operating margin performance of 11 percent to 12 percent in fiscal 2020 without assuming improvement in the market environment.

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The Company has dramatically streamlined and simplified its business. The Company s organizational streamlining resulted in the elimination of four senior management positions. Also, in connection with the Foundation for Growth initiative, the Company undertook a portfolio review of its business investments. As a result of this review, the Company simplified its business by divesting its pump and filtration businesses and a Company-owned water resource consulting firm; the sale of a Company-owned irrigation dealership is expected to be completed before the end of calendar year 2018. In a concrete step toward reducing the Company s manufacturing footprint, the Company also consolidated one of its infrastructure manufacturing facilities in North America with an irrigation manufacturing facility.

The Company took significant steps in its ongoing commitment to thoughtful Board composition and refreshment. The Company s Board of Directors has identified the importance of regular deliberate Board refreshment to ensure that the directors possess a diverse range of views, backgrounds and experience so that the Board can continue to successfully establish and oversee management s execution of the Company s strategic priorities. In order to promote thoughtful Board refreshment, the Board has periodically engaged the services of an independent search firm to assist with identifying and recruiting appropriate director candidates. Several director candidates have been referred by the Company s directors and/or identified by an independent search firm, and the Board evaluated each candidate s independence, character, judgment, diversity of experience, financial and/or business acumen, and ability to represent and act on behalf of all stockholders in the context of the Board s existing composition and the Company s strategic priorities. Following consideration of each of these candidates and the aforementioned attributes, and in each case upon the unanimous recommendation of the Company s Corporate Governance and Nominating Committee, the Board appointed Consuelo E. Madere in February 2018 and has nominated Mary A. Lindsey to stand for election at this Annual Meeting to succeed William F. Welsh II, who is retiring from the Board of Directors upon the expiration of his current term at this Annual Meeting.

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LINDSAY CORPORATION

PROXY STATEMENT

for

DECEMBER 2018 ANNUAL MEETING OF STOCKHOLDERS

This Proxy Statement is furnished in connection with the solicitation of proxies for use at the Annual Meeting of Stockholders of Lindsay Corporation (the Company) to be held virtually via a live webcast on Tuesday, December 18, 2018, at the time, on the website and for the purposes set forth in the accompanying Notice of Annual Meeting of Stockholders. Only record holders of the Company s common stock at the close of business on October 19, 2018 are entitled to vote at the virtual Annual Meeting.

The accompanying proxy is solicited on behalf of the Board of Directors of the Company and is revocable at any time before it is exercised by written notice of revocation delivered to the Secretary of the Company or by filing a later dated proxy with him. Furthermore, stockholders who are present at the virtual Annual Meeting may withdraw their proxies and vote virtually. All shares of the Company s common stock represented by properly executed and unrevoked proxies will be voted by the Board of Directors of the Company in accordance with the directions given therein. Where no instructions are indicated, proxies will be voted in accordance with the recommendation of the Board of Directors with respect to each of the proposals set forth in this Proxy Statement for consideration at the Annual Meeting. Shares of common stock entitled to vote and represented by properly executed, returned and unrevoked proxies will be considered present at the virtual Annual Meeting for purposes of establishing a quorum, including shares with respect to which votes are withheld, abstentions are cast or there are broker non-votes.

The principal executive offices of the Company are located at 2222 North 111th Street, Omaha, Nebraska 68164.

This Proxy Statement and the proxy cards are first being mailed to stockholders on or about November 13, 2018.

Voting Securities and Beneficial Ownership Thereof by Principal Stockholders, Directors and Officers

As of October 19, 2018, there were 10,757,318 shares of the Company s common stock issued and outstanding. Each share of common stock is entitled to one vote upon each matter to be voted on at the Annual Meeting. There is no cumulative voting with respect to the election of directors.

The table below sets forth, as of October 19, 2018, the beneficial ownership of the Company s common stock by each director, by each nominee to become a director, by each of the executive officers named in the Summary Compensation Table (the Named Executive Officers), and by all current executive officers and directors of the Company as a group. The shares beneficially owned by executive officers and directors of the Company represent approximately 0.8% of the total shares outstanding on the record date and entitled to vote at the Annual Meeting. The Board of Directors believes that all of such shares currently issued and outstanding will be present at the Annual Meeting and will be voted in accordance with the recommendation of the Board of Directors with respect to each proposal being considered at the Annual Meeting. The table below also sets forth the beneficial ownership of the Company s common stock by each other stockholder believed by the Company to beneficially own more than 5% of

the outstanding shares of the Company s common stock based on a review of reports on Schedule 13D and Schedule 13G filed with the Securities and Exchange Commission with respect to the Company s common stock.

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Beneficial ownership of the Company s common stock is determined under the rules of the Securities and Exchange Commission and generally includes any shares over which a person exercises sole or shared voting or investment power. Shares of common stock subject to options currently exercisable or exercisable within 60 days of October 19, 2018 and restricted stock units that will be settled into shares of common stock within 60 days of October 19, 2018 are deemed to be outstanding and beneficially owned by the person. These shares are not outstanding and may not be voted at the Annual Meeting.

Name	Number of Shares Beneficially Owned[1]	Percent of Class
Executive Officers, Directors and Director Nominees		
Robert E. Brunner, Director	5,130[2]	*
Michael N. Christodolou, Director	27,014[2]	*
W. Thomas Jagodinski, Director	9,088[2]	*
Mary A. Lindsey, Director Nominee	0	0.0%
Consuelo E. Madere, Director	860[2]	*
Michael C. Nahl, Director and Chairman of the Board	4,568[2]	*
David B. Rayburn, Director	3,991[2]	*
Michael D. Walter, Director	10,788[2]	*
William F. Welsh II, Director	15,768[2]	*
Timothy L. Hassinger, Director, President and Chief Executive Officer	18,284[2]	*
Brian L. Ketcham, Vice President and Chief Financial Officer	6,757[2]	*
Randy A. Wood, President Irrigation	15,014[2]	*
J. Scott Marion, President Infrastructure	4,873[2]	*
Richard W. Parod, Former Director, President and Chief Executive Officer[3]	0	0.0%
David B. Downing, Former Executive Vice President[4]	0	0.0%
All current executive officers and directors as a group (12 persons)	122,135[2]	1.1%
Other Stockholders		
BlackRock Inc.[5]	1,369,302	12.8%
Vanguard Group, Inc.[6]	1,092,036	10.2%
Royce & Associates, LLC[7]	955,690	8.9%
Neuberger Berman Group LLC[8]	746,519	7.0%

* Represents less than 1% of the outstanding shares of the Company s common stock.

(1) Each stockholder not shown as being part of a group owns all outstanding shares directly and has sole voting and investment power over such shares, or shares such power with a spouse.

(2) Includes 881; 881; 881; 860; 881; 881; 881; 881; 18,284; 4,384; 9,387; 2,305; and 41,387 shares which may be acquired currently or within 60 days of October 19, 2018 pursuant to the vesting of restricted stock units and/or the exercise of options by Messrs. Brunner, Christodolou, Jagodinski, Ms. Madere, Messrs. Nahl, Rayburn, Walter, Welsh, Hassinger, Ketcham, Wood, Marion and the current executive officers and directors as a group, respectively.

(3) Mr. Parod stepped down as the Company s President and Chief Executive Officer and as a member of the Company s Board of Directors effective October 16, 2017. He continued to serve as the Company s President

Emeritus through December 1, 2017.

(4) Mr. Downing ceased to serve as the Company s Executive Vice President on January 2, 2018. He continued to serve in a non-executive capacity through June 30, 2018.

(5) The address for this stockholder is 55 East 52nd Street, New York, New York 10055.

(6) The address for this stockholder is 100 Vanguard Boulevard, Malvern, Pennsylvania 19355.

(7) The address for this stockholder is 745 Fifth Avenue, New York, New York 10151.

(8) The address for this stockholder is 1290 Avenue of the Americas, New York, New York 10104.

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Section 16(a) Beneficial Ownership Reporting Compliance

The rules of the Securities and Exchange Commission require the Company to disclose the identity of directors and executive officers and of beneficial owners of more than 10% of the Company s common stock who did not file on a timely basis reports required by Section 16 of the Securities Exchange Act of 1934, as amended. Based solely on review of copies of those reports received by the Company, or written representations from reporting persons, the Company believes that all directors, executive officers and 10% beneficial owners complied with all filing requirements applicable to them during the Company s fiscal year ended August 31, 2018.

PROPOSAL 1

ELECTION OF DIRECTORS

The Company s Certificate of Incorporation requires that the Board of Directors be divided into three classes that are elected to the Board on a staggered basis for three-year terms. At the Annual Meeting, the terms of three directors will terminate and stockholders will be voting on nominees to fill these three positions on the Board. Accordingly, the Board of Directors, upon recommendations made by the Corporate Governance and Nominating Committee, has nominated Mary A. Lindsey, Consuelo E. Madere and Michael C. Nahl to serve as directors for terms ending in December 2021. Ms. Madere and Mr. Nahl are current directors of the Company serving for terms expiring as of the date of the Annual Meeting, although Ms. Madere was only recently appointed to the Board in February 2018. William F. Welsh II, the other director whose term expires as of the date of the Annual Meeting, previously announced that he will retire from the Board of Directors upon the expiration of his current term. Ms. Lindsey has been nominated to succeed Mr. Welsh. Each of Ms. Lindsey, Ms. Madere and Mr. Nahl has expressed an intention to serve, if elected. The Board of Directors knows of no reason why any of them might be unavailable to continue to serve, if elected. There are no arrangements or understandings between Ms. Lindsey, Ms. Madere or Mr. Nahl, on the one hand, and any other person, on the other hand, pursuant to which they were nominated to serve on the Board of Directors.

The election of a director requires the affirmative vote of a plurality of the votes cast virtually or by proxy by persons entitled to vote at the Annual Meeting. Consequently, votes withheld and broker non-votes with respect to the election of directors will have no impact on the election of directors. If Ms. Lindsey, Ms. Madere or Mr. Nahl is unable to serve, the shares represented by all valid proxies will be voted for the election of such substitute nominee as the Corporate Governance and Nominating Committee may recommend to the Board of Directors.

THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE FOR THE ELECTION OF MS. LINDSEY, MS. MADERE AND MR. NAHL AS DIRECTORS OF THE COMPANY WITH TERMS ENDING IN DECEMBER 2021.

Board of Directors and Committees

The following sets forth certain information regarding the directors and director nominees of the Company, including the three persons who have been nominated to serve for new terms expiring in December 2021. Information is also provided concerning each director s and each director nominee s specific experience, qualifications, attributes or skills that led the Board of Directors to conclude that each of them should serve as a director of the Company. The Board of Directors has determined that each of Messrs. Brunner, Christodolou, Jagodinski, Madere, Nahl, Rayburn, Welsh and Walter are independent directors of the Company under the listing standards adopted by the New York Stock Exchange (NYSE). Ms. Lindsey, who has been nominated to succeed Mr. Welsh, will be an independent director, if elected.

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NOMINEES FOR ELECTION Terms to expire in December 2021

Mary A. Lindsey, age 63, is the Senior Vice President and Chief Financial Officer of Commercial Metals Company, a global manufacturer, recycler and marketer of steel and other metals. Ms. Lindsey joined Commercial Metals Company in September 2009 as Vice President-Tax. She was subsequently appointed Commercial Metals Company s Vice President-Tax and Investor Relations in June 2015, Vice President and Chief Financial Officer in January 2016, and Senior Vice President and Chief Financial Officer in September 2017. Prior to joining Commercial Metals Company, Ms. Lindsey served as Vice President Tax and Tax Counsel for Albany International Corp., a global advanced textiles and materials processing company, from March 2006 to September 2009, and from January 2005 to March 2006, Ms. Lindsey was an attorney at Baker & Hostetler LLP, a national law firm. In addition, Ms. Lindsey served in various roles, including Vice President Tax and Tax Counsel, Legal Counsel responsible for global M&A and intellectual property, and General Manager of Corporate M&A, at The Timken Company, a global manufacturer of bearings, transmissions, gearboxes, and related components, from January 1985 to January 2005. Ms. Lindsey s experience in investor relations and international M&A, as well as her knowledge of corporate finance, taxation and accounting, provide her with the relevant experience to serve on the Company s Board of Directors.

Consuelo E. Madere, age 58, is the President of Proven Leader Advisory, LLC, a management consulting and executive coaching firm she founded in 2014. She is a former executive officer of Monsanto Company, a leading global provider of innovative, sustainable agricultural solutions. She retired from Monsanto in 2013 as Vice President of the company s Global Vegetables and Asia commercial businesses and was a member of the Chief Executive Officer s executive leadership team. Ms. Madere currently serves as a member of the Board of Directors of Nutrien and S&W Seed Company. From 2014 to 2018, Ms. Madere served as a member of the Board of Directors of PotashCorp and was a member of the Audit Committee and the Safety, Health and Environment Committee. Ms. Madere has been a director of the Company since 2018 and currently serves as a member of the Audit Committee. Ms. Madere s 30-plus years of domestic and global experience at Monsanto, spanning manufacturing, strategy, technology, business development, profit and loss responsibility and general management, along with her service as a director of public companies, provide her with the relevant experience to serve on the Company s Board of Directors.

Michael C. Nahl, age 76, is the retired Executive Vice President and Chief Financial Officer of Albany International Corp., the world s largest manufacturer of custom-designed engineered fabrics called paper machine clothing. Mr. Nahl joined Albany International Corp. in 1981 as Group Vice President, Corporate, served as Senior Vice President and Chief Financial Officer from 1983 to 2005 and was appointed as Executive Vice President in 2005. Mr. Nahl retired as Executive Vice President and Chief Financial Officer of Albany International Corp. in September 2009. Mr. Nahl currently serves as a director of Trans World Entertainment Corporation and serves on its Audit Committee (of which he was Chairman until 2015), Compensation Committee, and Nominating and Corporate Governance Committee. Mr. Nahl previously served on the Board of Directors of Graftech International Ltd. from 1999 until 2013, and also served as Chairman of its Audit Committee. Mr. Nahl has been a director of the Company since 2003 and has served as the Chairman of the Board of Directors since January 2015. He is also a member of the Company s Audit Committee. Mr. Nahl s experience as a senior financial executive of a multinational public company and previously as Chairman of the Audit Committee of public companies, along with his knowledge of international operations and corporate finance, provide him with the relevant experience to serve on the Company s Board of Directors. These experiences have given Mr. Nahl an understanding of accounting principles, internal controls and audit committee functions; as a result, the Board has determined that he qualifies as an audit committee financial expert.

DIRECTORS CONTINUING IN OFFICE

Robert E. Brunner, age 61 (current term to expire in December 2020), was an Executive Vice President of Illinois Tools Works, Inc., a diversified manufacturer of advanced industrial technology, from 2006 until his

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retirement in 2012. Prior to that position, Mr. Brunner was President, Global Automotive Fasteners from 2005 to 2006 and President, North American Automotive Fasteners from 2003 to 2005. Prior to that, Mr. Brunner held a variety of positions within Illinois Tools Works, Inc. including general management, operations management and sales & marketing. Mr. Brunner currently serves as Chairman of the Board of Directors of NN, Inc. and as a member of the Board of Directors of Leggett & Platt, Inc. Mr. Brunner serves on the Audit Committee and the Compensation Committee of Leggett & Platt, Inc. Mr. Brunner has been a director of the Company since 2013 and also serves as the Chairman of the Company s Human Resources and Compensation Committee, and he is also a member of the Company s Corporate Governance and Nominating Committee. Mr. Brunner s extensive experience in business management and development, international operations and mergers and acquisitions provide him with the relevant experience to serve on the Company s Board of Directors.

Michael N. Christodolou, age 56 (current term to expire in December 2019), is the Manager of Inwood Capital Management, LLC, an investment management firm he founded in 2000. From 1988 to 1999, Mr. Christodolou was employed by Bass Brothers/Taylor & Company, an investment firm associated with the Bass family of Fort Worth, Texas. From 2016 until it was acquired in December 2017, Mr. Christodolou served on the Board of Directors of Omega Protein Corporation, a nutritional products company. From 2015 to 2016, Mr. Christodolou served on the Board of Directors of Farmland Partners, Inc., a publicly-traded REIT that acquires and owns high-quality North American farmland. Mr. Christodolou also previously served on the Board of Directors of XTRA Corporation from 1998 until 2001 when it was acquired by Berkshire Hathaway Inc. Mr. Christodolou has been a director of the Company since 1999 and served as Chairman of the Board from 2003 to January 2015. He currently serves as a member of each of the Company s Audit Committee, Human Resources and Compensation Committee, and Corporate Governance and Nominating Committee. Mr. Christodolou has over 35 years of experience in investment management and working with the management teams and boards of public companies on matters including corporate strategy, capital structure and mergers and acquisitions. His knowledge of the investment and capital markets and his experience as a director of public companies provide him with the relevant experience to serve on the Company s Board of Directors. These experiences have given Mr. Christodolou an understanding of accounting principles, internal controls and audit committee functions; as a result, the Board has determined that he qualifies as an audit committee financial expert.

Timothy L. Hassinger, age 56 (current term to expire in December 2020), is the President and Chief Executive Officer of the Company, a position he has held since October 2017. Mr. Hassinger has also been a director of the Company since October 2017 and he is the only executive officer of the Company serving on the Board of Directors. Prior to joining the Company and since May 2014, Mr. Hassinger served as President and Chief Executive Officer of Dow AgroSciences, an Indianapolis-based subsidiary of The Dow Chemical Company. During his 33-year career at Dow AgroSciences, Hassinger held a series of senior leadership positions across a variety of domestic and international business units. Prior to becoming President and Chief Executive Officer of Dow AgroSciences in May 2014, he served as its Global Commercial Leader from February 2013 to April 2014 and as Vice President for its Crop Protection Global Business Unit from August 2009 to April 2014. Previously, he served as Vice President for the Dow AgroSciences business in the Europe, Latin America, and Pacific regions from 2007 to 2009. In 2005, he moved to Shanghai, where he served as Regional Commercial Unit Leader for Greater China. Mr. Hassinger currently serves as a member of the Board of Directors of AGDATA. Mr. Hassinger received his Bachelor of Science degree in Agricultural Economics from the University of Illinois. Mr. Hassinger s extensive experience in leading global agriculture-based businesses enables him to provide the Board of Directors with expert advice on a wide range of issues in the industries in which the Company operates, as well as guidance in evaluating domestic and international growth opportunities. As the Company s President and Chief Executive Officer, Mr. Hassinger provides the Board of Directors with valuable insight into the Company s day-to-day operations and achievements.

W. Thomas Jagodinski, age 62 (current term to expire in December 2019), retired as President and Chief Executive Officer of Delta and Pine Land Company, then a leader in the cotton seed industry, in 2007 upon its sale to another company. Mr. Jagodinski was President, Chief Executive Officer and Director of Delta and Pine

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Land Company from September 2002 until June 2007. From 1991 to 2002, he served in various executive roles at Delta and Pine Land Company including Senior Vice President, Chief Financial Officer and Treasurer. Mr. Jagodinski currently serves on the Board of Directors of Centrus Energy Corp., a publicly-traded company that supplies enriched uranium fuel for international and domestic nuclear power plants. Mr. Jagodinski has previously served on the Board of Directors of Solutia Inc., Phosphate Holdings, Inc., Quinpario Acquisition Corp. and Quinpario Acquisition Corp 2. Mr. Jagodinski has been a director of the Company since 2008 and he is also the Chairman of the Company s Audit Committee and a member of the Company s Corporate Governance and Nominating Committee. Mr. Jagodinski s experience in public accounting and as a chief executive officer, chief financial officer and director of public companies, along with his experience in risk management and compliance oversight, provide him with the relevant experience to serve on the Company s Board of Directors. These experiences have given Mr. Jagodinski an understanding of accounting principles, internal controls and audit committee functions; as a result, the Board has determined that he qualifies as an audit committee financial expert.

David B. Rayburn, age 70 (current term to expire in December 2019), is the retired President and Chief Executive Officer of Modine Manufacturing Company, a publicly-traded thermal management company that designs, manufactures and tests heat transfer products. Mr. Rayburn was the President and Chief Executive Officer and a Director of Modine Manufacturing Company from January 2003 until March 2008 when Mr. Rayburn retired. From 2002 to January 2003 Mr. Rayburn served as the President and Chief Operating Officer of Modine Manufacturing Company. From 1991 to 2002, he served in various executive roles at Modine Manufacturing Company including Executive Vice President, Vice President and General Manager. Mr. Rayburn currently serves as Chairman of the Board of Directors of Twin Disc, Inc., a publicly-traded company that designs and manufactures marine and heavy duty, off-highway power transmission equipment. Mr. Rayburn previously served on the Board of Directors of Creative Foam Corporation from 2009 to 2017, the Board of Directors of Jason, Inc. from 2001 to 2010, and on the Board of Directors of Unico, Inc., from 2008 to 2010. Mr. Rayburn has been a director of the Company since 2014 and he is also a member of each of the Company s Audit Committee and Human Resources and Compensation Committee. Mr. Rayburn s strong background in manufacturing, international markets and acquisitions, combined with his corporate governance experience serving on public company boards, provide him with the relevant experience to serve on the Company s Board of Directors. These experiences have given Mr. Rayburn an understanding of accounting principles, internal controls and audit committee functions; as a result, the Board has determined that he qualifies as an audit committee financial expert.

Michael D. Walter, age 69 (current term to expire in December 2020), is the President of Mike Walter & Associates, a risk management consulting firm providing strategic guidance in general business and economic trends. Prior to forming Mike Walter & Associates in 2006, Mr. Walter served in various leadership positions, most recently as Senior Vice President, Economic & Commercial Affairs, with ConAgra Foods, a large agribusiness conglomerate. Mr. Walter currently serves on the Board of Directors of Richardson International. Mr. Walter previously served on the Board of Directors of AgroTech Foods from 2006 until 2016 and on the Board of Directors of the Chicago Board of Trade from 2000 until 2007. Mr. Walter has been a director of the Company since 2009 and also serves as the Chairman of the Company s Corporate Governance and Nominating Committee, and he is also a member of the Company s Human Resources and Compensation Committee. Through his experience as a senior executive at ConAgra Foods and as a director of various companies in the agribusiness and commodities markets, Mr. Walter has gained significant experience in risk management oversight, strategic development and management of public and governmental affairs, all of which provide him with the relevant experience to serve on the Company s Board of Directors.

DIRECTOR NOT CONTINUING IN OFFICE

William F. Welsh II, age 77 (retiring upon expiration of term in December 2018), is the retired Chairman of Election Systems & Software, Inc., a provider of specialized election equipment and software. Mr. Welsh served

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as President and Chief Executive Officer of Election Systems & Software, Inc. from 1995 to 2002. From 2000 to 2003, Mr. Welsh served as Chairman of the Board of Directors of Election Systems & Software. Mr. Welsh has also previously served on the Board of Directors of Ballantyne Strong Inc., a publicly-traded company that provides technology solutions primarily for applications in digital projection and digital signage. Mr. Welsh has been a director of the Company since 2001 and currently serves on the Compensation Committee and the Audit Committee. Mr. Welsh s prior executive level leadership experience and chief executive officer experience, along with his extensive knowledge of the irrigation and infrastructure markets, provide him with the relevant experience to serve on the Company s Board of Directors. These experiences have given Mr. Welsh an understanding of accounting principles, internal controls and audit committee functions; as a result, the Board has determined that he qualifies as an audit committee financial expert.

Information regarding executive officers of the Company is found in the Company s Annual Report which has been supplied with this Proxy Statement.

Corporate Governance

The Board of Directors operates pursuant to the provisions of the Company s Certificate of Incorporation and Bylaws as well as a set of Corporate Governance Principles which address a number of items, including the qualifications for serving as a director, the responsibilities of directors and board committees and the compensation of directors. The Company has adopted a Code of Ethical Conduct that applies to the Chief Executive Officer, Chief Financial Officer, Principal Accounting Officer and Corporate Controller, as required by Section 406 of the Sarbanes-Oxley Act of 2002. Additionally, the Company maintains a Code of Business Conduct and Ethics for all persons associated with the Company, including its directors, officers and employees, which complies with the listing standards adopted by the New York Stock Exchange. Both of these codes and the Company s Corporate Governance Principles are available on the Company s website at http://www.lindsay.com under the Investor Relations tab and are available in print to any stockholder who submits a request in writing to the Secretary of the Company.

The Board of Directors conducts its business through meetings and actions taken by written consent in lieu of meetings. During the fiscal year ended August 31, 2018, the Board of Directors held six meetings and acted pursuant to unanimous written consent on one occasion. During fiscal 2018, each director attended at least 75% of the aggregate of (i) the total number of meetings of the Board of Directors held during the period of such member s service and (ii) the total number of meetings of the committees of the Board of Directors on which he served held during the period of such member s service.

The Company s independent directors normally meet in executive session at each regularly scheduled Board meeting. The Chairman of the Board, currently Mr. Nahl, an independent director, serves as the presiding director at each executive session of the independent directors.

Board Leadership Structure

The Company s Corporate Governance Principles provide that the position of Chairman of the Board of Directors be held by an independent director and, accordingly, the same individual cannot serve as both the Chairman of the Board and as the Company s Chief Executive Officer. This policy is designed to facilitate the ability of the Board of Directors to perform the important functions of providing independent oversight of management and to address risks faced by the Company. This policy also allows the Chairman to convene executive sessions with independent directors without the need for a separate director to discharge the role of a presiding director.

Board s Role in Risk Oversight

Management has the primary responsibility for identifying and managing the risks to which the Company is subject, under the oversight of the Board of Directors. Among other things, the Board of Directors considers risks

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presented by business strategy, competition, regulation, compensation plans, global economic conditions, general industry trends including the disruptive impact of technological change, capital structure and allocation, and mergers and acquisitions. The Board of Directors as a whole has the primary responsibility for performing this oversight function. The Company s three standing committees are also responsible for the assessment of risks associated with the general subject matters for which those standing committees have responsibility. The Board s risk oversight process includes close interaction with the Company s internal auditors and is facilitated by an annual risk assessment prepared by management. The Company has engaged the accounting firm of Deloitte & Touche LLP to assist the Company s internal auditors in the design, execution and preparation of reports with respect to the Company s overall internal audit plan. Deloitte & Touche LLP also assists the Company s internal auditors in the performance of certain other internal audit services and in the provision of regular updates to the Audit Committee regarding its services and testing results. The goal of the Board s risk evaluation process is to identify any activities that create risks that may not be appropriate for the Company, quantify the magnitude of these risks and work with management to develop a plan to mitigate these risks.

Committees of the Board of Directors

The Board of Directors has established an Audit Committee, a Human Resources and Compensation Committee and a Corporate Governance and Nominating Committee.

Audit Committee. The primary purpose of the Audit Committee is to assist the Board of Directors in the oversight of (i) the integrity of the Company s financial statements, (ii) the Company s compliance with legal and regulatory requirements, (iii) the independent auditor s qualifications and independence, and (iv) the performance of the Company s internal audit function. The Audit Committee is responsible for selecting, compensating and evaluating the Company s independent auditor. Specific functions performed by the Audit Committee include reviewing periodically with the independent auditor the performance of the services for which they are engaged, reviewing the scope of the annual audit and its results, reviewing the Company s annual financial statements and quarterly financial statements with management and the independent auditor, reviewing the scope and results of the Company s internal audit function, and reviewing the adequacy of the Company s internal accounting controls with management and the independent auditor. The Audit Committee operates under a written charter adopted by the Board of Directors which is available on the Company s website at http://www.lindsay.com under the Investor Relations tab and is available in print to any stockholder who submits a request in writing to the Secretary of the Company. The charter meets the requirements of the listing standards adopted by the New York Stock Exchange.

The Audit Committee is currently comprised of Directors Jagodinski (Chairman), Christodolou, Nahl, Madere, Rayburn, and Welsh, each of whom has been determined to be independent by the Board of Directors under the rules of the Securities and Exchange Commission and under the listing standards adopted by the New York Stock Exchange. Ms. Madere was appointed as a member of the Audit Committee effective February 12, 2018. Mr. Welsh will resign from the Audit Committee on December 18, 2018 when his current term as a director expires.

In addition, the Board of Directors has determined that each of Messrs. Christodolou, Jagodinski, Nahl, Rayburn, and Welsh qualify as an audit committee financial expert under the rules of the Securities and Exchange Commission. During fiscal 2018, the Audit Committee held seven meetings.

Human Resources and Compensation Committee. The Human Resources and Compensation Committee is responsible for providing oversight of the Company s human resource programs, executive compensation and benefit programs. The Human Resources and Compensation Committee reviews and approves the Company s compensation policies, benefit plans, employment agreements, salary levels, bonus payments, and awards pursuant to the Company s management incentive plans for its executive officers and other appointed officers. The Human Resources and

Compensation Committee approves all individual grants and awards under the Company s long-term equity incentive plans; provided, however, that the Human Resources and Compensation

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Committee has delegated limited authority to the Company s Chief Executive Officer to make certain time-vested restricted stock unit awards to non-officer employees. The Human Resources and Compensation Committee also reviews compensation for non-employee directors and recommends changes in such compensation to the Board of Directors. The Human Resources and Compensation Committee is specifically responsible for determining the compensation of the Company s Chief Executive Officer and conducts an annual performance evaluation of the Chief Executive Officer. The Company s Chief Executive Officer makes recommendations to the Human Resources and Compensation Committee regarding the compensation paid to executive officers and other appointed officers. However, the final authority for setting executive officer compensation rests with the Human Resources and Compensation Committee. The Human Resources and Compensation Committee has the discretion to delegate specific responsibilities to the Human Resources and Compensation Committee Chair, any other Human Resources and Compensation Committee member(s) or subcommittees as the Human Resources and Compensation Committee may establish from time to time.

The Human Resources and Compensation Committee has retained external compensation consulting firms to assist and advise it on particular matters. During fiscal 2018, the Company received independent compensation consulting services from Meridian Compensation Partners, LLC (Meridian). Meridian was engaged directly by the Human Resources and Compensation Committee, but its fees were paid by the Company. The nature and scope of Meridian s engagement with respect to the Human Resources and Compensation Committee s decisions regarding fiscal 2018 executive and director compensation are described under Compensation Discussion and Analysis found later in this Proxy Statement.

The Human Resources and Compensation Committee operates under a written charter adopted by the Board of Directors which is available on the Company s website at http://www.lindsay.com under the Investor Relations tab and is available in print to any stockholder who submits a request in writing to the Secretary of the Company. The charter meets the requirements of the listing standards adopted by the New York Stock Exchange. The Human Resources and Compensation Committee is currently comprised of Directors Brunner (Chairman), Christodolou, Rayburn, Walter and Welsh, each of whom has been determined to be independent by the Board of Directors under the listing standards adopted by the New York Stock Exchange. Mr. Welsh will resign from the Human Resources and Compensation Committee on December 18, 2018 when his current term as director expires. During fiscal 2018, the Human Resources and Compensation Committee held seven meetings.

Corporate Governance and Nominating Committee. The Corporate Governance and Nominating Committee is responsible for making recommendations to the Board of Directors of persons to serve as directors of the Company and as chairmen and members of committees of the Board of Directors and for reviewing and recommending changes in the general Corporate Governance Principles of the Company. It also oversees the annual evaluation by the Board of Directors to determine whether the Board and its committees are functioning effectively. The Corporate Governance and Nominating Committee operates under a written charter adopted by the Board of Directors which is available on the Company s website at http://www.lindsay.com under the Investor Relations tab and is available in print to any stockholder who submits a request in writing to the Secretary of the Company. The charter meets the requirements of the listing standards adopted by the New York Stock Exchange.

The Corporate Governance and Nominating Committee identifies nominees to serve as a director of the Company through a combination of suggestions made by independent search firms, directors and stockholders. The Corporate Governance and Nominating Committee will consider director nominees for next year s Annual Meeting recommended by stockholders which are submitted in writing, complete with biographical and business experience information regarding the nominee, to the Secretary of the Company by September 19, 2019. Candidates for directors are evaluated based on their independence, character, judgment, diversity of experience, financial and/or business acumen, ability to represent and act on behalf of all stockholders, and the needs of the Board. The Corporate

Governance and Nominating Committee does not have a formal policy on diversity with regard to consideration of director nominees, but the Corporate Governance and Nominating Committee considers diversity in its selection of nominees and seeks to have a Board that reflects a diverse range of views,

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backgrounds and experience. The Corporate Governance and Nominating Committee uses the same criteria to evaluate its own nominees for director as it does for persons nominated by Company stockholders.

The Corporate Governance and Nominating Committee is currently comprised of Directors Walter (Chairman), Brunner, Christodolou and Jagodinski, each of whom has been determined to be independent by the Board of Directors under the listing standards adopted by the New York Stock Exchange. During fiscal 2018, the Corporate Governance and Nominating Committee held three meetings.

Related Party Transactions

The Board of Directors has adopted a written policy regarding the review, approval or ratification of related party transactions. Under the policy, all such related party transactions must be pre-approved by the Audit Committee or ratified by the Audit Committee if pre-approval is impracticable. Under the policy, certain transactions are excluded from the definition of related party transaction, including (i) transactions available to all employees generally, (ii) director and officer compensation approved by the Human Resources and Compensation Committee and/or Board of Directors, as applicable, (iii) transactions in the ordinary course of the Company s business that are on substantially the same terms as those prevailing at the time for comparable products and services to unrelated third parties, and (iv) certain transactions with other companies where the related party s only relationship is as an employee (other than an executive officer), director or beneficial owner of less than 5% of that company s shares, if the aggregate amount involved during the fiscal year does not exceed the greater of $1,000,000 or 2% of that company s total annual revenues. In determining whether to approve or ratify a related party transaction, the Audit Committee will consider, among other factors, whether the terms of the transaction are fair to the Company, whether the transaction would present an improper conflict of interest for any director, officer or other related party, or whether the transaction would impair the independence of an outside director. Any Audit Committee member who has an interest in a transaction under discussion must abstain from voting on the proposed transaction.

Compensation Discussion and Analysis

Compensation Philosophy and Overview. The overall goal of the Company s compensation policy is to maximize stockholder value by attracting, retaining and motivating the executive officers who are critical to the Company s long-term success. The Board s Human Resources and Compensation Committee (the Committee) believes that executive compensation should be designed to promote both the short-term and long-term economic goals of the Company. Accordingly, an important component of the Committee s compensation philosophy is to closely align the financial interests of the Company s executive officers with those of the Company s stockholders. The Board of Directors and the Committee take several measures to monitor this degree of alignment, which include conducting a non-binding say on pay vote at each annual meeting of the Company s stockholders. Stockholders have approved the non-binding say on pay resolution by a vote of more than 90% of the votes cast on this proposal at each of the Company s eight annual meetings at which such a vote was held. While the Committee considered the say on pay voting results in establishing fiscal 2018 and fiscal 2019 compensation, no specific actions were deemed necessary as the Committee believed the results of the say on pay votes were a confirmation that stockholders were in general agreement with the Committee s compensation philosophy. The Committee will continue to consider the say on pay voting results and other feedback provided by the Company s stockholders when making future compensation decisions concerning the Company s executive officers.

In order to implement its compensation philosophy, the Committee has determined that the total compensation program for executive officers should consist of the following components:

Base salaries to reflect responsibility, experience, tenure and performance of key executives, as well as the scarcity of qualified executives for key positions;

Annual cash incentive awards to reward performance against short-term corporate, business unit and/or individual objectives;

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Long-term equity incentive compensation to emphasize longer-term strategic objectives and align the interests of executives with those of stockholders; and

Other benefits as appropriate to be competitive in the marketplace.

Background Regarding Strategic Transition in Fiscal 2018. Fiscal 2018 was a year of transition for the Company as Mr. Hassinger was hired to succeed Mr. Parod as President and Chief Executive Officer upon Mr. Parod s retirement in October 2017. Following Mr. Hassinger s preliminary review of the Company s strategies, processes, operations and key differentiation points, the Company initiated a focused performance improvement initiative referred to as Foundation for Growth. Objectives included setting strategic direction, defining priorities, and improving overall operating performance, with a key financial objective to achieve operating margin performance of 11 percent to 12 percent in fiscal 2020 without assuming improvement in the market environment. While work is ongoing with respect to Foundation for Growth initiatives, the Company made meaningful progress during fiscal 2018:

Following completion of a portfolio assessment of the Company s existing businesses, the Company committed to divest four businesses: Lakos, Watertronics, SPF and Irrigation Specialists. The Company completed the divestitures of Lakos, Watertronics and SPF during fiscal 2018 and expects to complete the divestiture of Irrigation Specialists by the end of calendar 2018.

The Company closed an infrastructure manufacturing facility to consolidate capacity with an existing irrigation manufacturing facility.

With respect to corporate management, the Company s organizational streamlining included the elimination of four senior management positions.

The Company incurred $9.7 million of costs associated with Foundation for Growth initiatives during fiscal 2018 and expects to incur significant additional costs in fiscal 2019, which are expected to be recovered through improved operating income in fiscal 2020. While Foundation for Growth initiatives have and will continue to negatively affect short-term financial performance, management, the Committee and the Board of Directors believe this is an investment that will better position the Company for long-term profitability and success. Since these non-recurring costs were not contemplated at the time the Board of Directors approved the fiscal 2018 operating budget which served as the basis for the Company s annual cash incentive awards, the Committee decided to adjust fiscal 2018 operating results to exclude costs associated with Foundation for Growth initiatives for purposes of the calculation of the annual cash incentive payouts.

Compensation-Related Risk Assessment. The Committee has assessed the risks that could arise from the Company s compensation program and does not believe that the terms of this program encourage excessive risk-taking that is reasonably likely to have a material adverse effect on the Company. The Committee considered the following factors as they relate to the compensation program:

The focus on both short-term and long-term financial goals;

The utilization of a mix of financial performance goals so as to avoid over-emphasis on any one metric;

Certain awards are subject to a clawback policy in the event of restatements of the Company s financial results;

Long-term incentives have a three-year vesting period;

The existence of caps on the potential maximum incentive payouts;

The requirement that management meet robust stock ownership guidelines; and

The prohibition on directors and executive officers from pledging Company securities as collateral for any outstanding obligation or entering into any transactions designed to hedge or offset any decrease in the market value of Company securities.

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The Committee s Independent Compensation Consultant. The Committee engaged Meridian Compensation Partners, LLC in fiscal 2018 to provide a competitive assessment of the Company s executive compensation program and to evaluate the compensation of the Named Executive Officers in comparison to peer group proxy data and relevant survey data. Meridian was engaged directly by the Committee, but its fees were paid by the Company. The Committee has adopted a pre-approval policy for certain compensation consulting services to be provided by Meridian to management of the Company, but has determined that the scope of services and annual limit on fees set forth in the pre-approval policy will not impair Meridian s independence from management.

Market Alignment of Executive Compensation. When evaluating the market competitiveness of executive salaries, target annual incentive opportunities, and target long-term incentive values, the Committee generally considers the market medians for comparable positions among manufacturing and general industry companies of similar size (measured by annual revenues) and complexity (measured primarily by number of distinct business lines and scope of international focus) as the Company, based on available peer group and survey data, with variation due to differences in executive skill levels and experience, the executive s role, individual performance, organizational hierarchy, and internal fairness with other positions and roles within the Company.

The Committee annually compares the Named Executive Officers general compensation levels against available market data and then also performs an in-depth review of the entire compensation program approximately every three years in order to comprehensively review the Company s short and long-term compensation strategies, award mixes and performance metrics.

In conducting its review and analysis, Meridian used a combination of proxy data from peer companies and survey composite data. Peer group data was used as the primary data source for establishing benchmark compensation levels for the Chief Executive Officer, Chief Financial Officer and other positions where comparable position data was available, with general industry survey data used as a supplemental data source for these positions. General industry survey data was used as the primary data source for positions where comparable position data was not sufficiently available. The composite data was obtained from the Equilar Executive Compensation Survey and included compensation information from general industry companies with revenue between one-third and three times the Company s annual revenues.

In 2015, Meridian assisted the Committee in reviewing and modifying the peer group for fiscal 2016 and generally used the following selection criteria:

- U.S.-based company listed on a major U.S. exchange with a market capitalization of between one-third and three times the Company s market capitalization;
- Similar industry, with a qualitative assessment of business fit;
- Revenue for the then-most recent fiscal year of between one-third and three times the Company s annual revenues; and
- Similar business and organizational complexity, focusing on companies having international revenue in excess of 25% of total revenue and having at least two distinct operating segments.

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The peer group utilized for fiscal 2017 pay decisions contained one change from the peer group established for fiscal 2016, as Blount International, Inc. was removed because it was acquired and taken private. The peer group used for fiscal 2018 pay decisions contained an additional change from the peer group established for fiscal 2016, as CLARCOR Inc. was removed because it was acquired by a larger public company. The resulting 20-company peer group used for fiscal 2018 pay decisions consists of the following companies (each of which was publicly traded, had updated proxy filings, remained within an appropriate size range, and did not have any pending M&A, bankruptcies, or other issues that could diminish its effectiveness as a peer):

Alamo Group, Inc.	ESCO Technologies Inc.	Kadant Inc.
Albany International Corp.	Federal Signal Corp.	LB Foster Co.
Altra Industrial Motion Corp	Franklin Electric Co., Inc.	Lydall, Inc.
Astec Industries Inc.	Gorman-Rupp Co.	Mueller Water Products, Inc.
CIRCOR International, Inc.	Graco, Inc.	NN, Inc.
Columbus McKinnon Corp.	John Bean Technologies Corp.	Standex International Corporation
EnPro Industries, Inc.		Twin Disc Inc.

Based on its review and analysis, Meridian noted that the Company s 2017 target total compensation was, on an aggregate basis, generally within a competitive range of the relevant market data.

Role of Management in Setting Compensation. In addition to reviewing the compensation of executive officers against the competitive market, the Committee also considers recommendations from the Company s President and Chief Executive Officer regarding the total compensation for executive officers, which recommendations for fiscal 2018 were provided by Mr. Hassinger. Further, the Committee considered the historical compensation of each executive officer, from both a total compensation and a component by component basis, in setting the fiscal 2018 compensation for the executive officers.

Recoupment Policy. The Committee is of the view that awards of annual cash incentive and certain long-term incentive compensation awarded to executive officers should be adjusted in the event of restatements of the Company s financial results. Accordingly, the Committee has adopted a policy that allows recoupment or repayment of annual cash incentive and certain long-term incentive compensation payments made to executive officers during the three years preceding the restatement of Company financial statements to the extent such payments exceeded the amounts that would have been payable based on the restated financial results. Conversely, the policy allows for additional payments to the extent the amounts paid as annual cash incentive and certain long-term incentive payments received in the three years preceding a restatement of Company financial statements were less than the amounts that would have been payable based on the restated financial results.

2018 Executive Compensation Program. The Company s fiscal 2018 compensation program for its executive officers, including the executive officers named in the Summary Compensation Table included in this Proxy Statement, consisted of four basic components, which are (i) base salary, (ii) annual cash incentive awards, (iii) long-term incentive compensation and (iv) other employee benefits. The purposes of each of these components of executive compensation and the manner in which compensation for fiscal 2018 under these components was determined by the Committee for executive officers are as follows:

Base Salary. Base salaries are designed to provide executive officers with a competitive level of fixed compensation that is commensurate with the executive officer s individual responsibility, experience, tenure and general performance of duties. Base salary levels are also subject to competitive pressures faced by the Company for attracting and retaining qualified executives to fill key positions in the different geographic regions where the Company s executives

reside. The Committee considers peer group and compensation survey information regarding base salary levels for executive officers with comparable positions and responsibilities in similar companies in order to maintain base salaries at competitive levels. In general, the Committee evaluates each executive officer s base salary on an annual basis to determine if an increase from the prior fiscal year s base

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salary is justified based on these criteria and considerations. In the case of Mr. Parod, base salary was initially established by the terms of his employment agreement and was subject to annual increases as determined by the Committee. Likewise, in the case of Mr. Hassinger, base salary was initially established by the terms of his employment agreement and is subject to annual increases as determined by the Committee.

In the first quarter of fiscal 2018, the Committee established the base salaries for each of the Named Executive Officers. With respect to the base salaries of Named Executive Officers other than Mr. Hassinger, the Committee considered Mr. Hassinger s recommendations for salary adjustments and competitive salary information included in Meridian s report on executive compensation. Mr. Hassinger, with assistance from Mr. Parod, made his recommendations for salary adjustments primarily based on individual performance and the Meridian report. Given his recent hiring, the Committee determined that Mr. Hassinger s salary would remain the same per the terms of his employment agreement. The table below sets forth information about the fiscal 2018 base salary level for each of the Named Executive Officers:

Officer	Fiscal 2017 Base Salary	Salary Increase Amount	Salary Increase Percentage	Fiscal 2018 Base Salary
Mr. Hassinger				$ 900,000
Mr. Ketcham	$ 340,000	$ 20,000	5.9%	$ 360,000
Mr. Wood	$ 355,000	$ 20,000	5.6%	$ 375,000
Mr. Marion	$ 300,000	$	0.0%	$ 300,000
Mr. Parod	$ 660,000	$	0.0%	$ 660,000
Mr. Downing	$ 375,000	$ 5,000	1.3%	$ 380,000

Annual Cash Incentive Awards. The Company provided annual cash incentive awards to its executive officers under a Management Incentive Plan for fiscal 2018 (the 2018 MIP) that was adopted by the Committee pursuant to the terms of the Company s 2014 Management Incentive Umbrella Plan which was approved by the stockholders at the Company s annual stockholder meeting in 2014. The Company utilized the annual cash incentive awards under the 2018 MIP primarily to encourage its executive officers to achieve specific short-term financial goals of the Company generally and, in some cases, for achievement of the Company s financial results in certain market segments. In addition, a portion of the annual cash incentive awards were tied to individual performance objectives established for each executive officer participating in the 2018 MIP. The Committee adopted the 2018 MIP and established the financial and individual goals for executive officers under the 2018 MIP during the first quarter of fiscal 2018.

The 2018 MIP established a target cash incentive amount for each Named Executive Officer (each a Target Cash Incentive Award). The Target Cash Incentive Award for Mr. Hassinger was set at 100% of his base salary. The Target Cash Incentive Award for each of Messrs. Ketcham, Downing, Wood and Marion was set at 55% of his respective base salary, with the award for Mr. Marion being prorated for the portion of fiscal 2018 in which he served as an executive officer. Prior to his assumption of primary responsibility for Infrastructure, Mr. Marion participated in the Company s employee incentive and long-term incentive plans. In each case, a Target Cash Incentive Award represents the total cash incentive a Named Executive Officer was entitled to receive if he had achieved 100% of the target levels under the financial performance component and individual performance component established for such Named Executive Officer under the 2018 MIP.

The financial performance component accounted for 80% of each Named Executive Officer s potential annual cash incentive award. This component consisted of two subcomponents: revenue and adjusted return on invested capital (ROIC). The Committee believed the use of revenue and ROIC would provide a good balance of financial objectives

to promote maximum stockholder value. For each of Messrs. Hassinger, Ketcham and Downing, the financial performance component was based 100% on consolidated Company financial performance. For Messrs. Wood and Marion, the financial performance component was split equally between consolidated Company financial performance and the financial performance (also based on revenue and ROIC) of the Irrigation business unit or the Infrastructure business unit, respectively.

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For purposes of the annual cash incentive awards under the 2018 MIP, (i) revenue was defined as the Company s fiscal 2018 operating revenues and (ii) ROIC was defined as the Company s fiscal 2018 net operating income after taxes divided by average invested capital (i.e., total interest-bearing debt plus shareholders equity minus cash). Each of the two subcomponents was to be calculated using the Company s Consolidated Statement of Operations for the year ended August 31, 2018. The Committee chose to use revenue and ROIC as the financial performance measures for determining annual cash incentive awards under the 2018 MIP because it believed that the Named Executive Officers had significant influence over these measures, that these measures align the interests of officers with the creation of stockholder value, that these measures incentivize revenue growth as well as earnings growth and prudent balance sheet management, and that these measures were well-understood by management and stockholders. Accordingly, each of the revenue subcomponent and the ROIC subcomponent was assigned a weighting of 50% by the Committee.

In general, the Committee seeks to establish target levels for financial performance goals based on the Company s annual budget for the relevant fiscal year as approved by the Board of Directors. The targets established for specific business units also correspond to the fiscal 2018 operating budget. Each target would have excluded the effect of any acquisitions made during fiscal 2018, but there were none. The Committee took into consideration the stabilization in the agricultural markets in establishing these target levels. For example, the Committee set the revenue target for fiscal 2018 at a slightly higher level than the Company s revenue target for fiscal 2017 and significantly higher than fiscal 2017 actual results.

Under the 2018 MIP, a Named Executive Officer could earn a portion of his Target Cash Incentive Award if he achieved at least a threshold level of performance for any of the financial or individual performance components. Separate calculations were performed to determine the payout earned under the financial performance component and the individual performance component, and those two components were then added together to determine the final cash incentive awarded to a Named Executive Officer. The financial performance subcomponents are calculated according to a scale that provides varying percentage payouts for threshold , intermediate , target and maximu performance levels. If the Company fails to meet the threshold performance level for a specific financial performance subcomponent, then the Named Executive Officer will receive no payout under that specific subcomponent. Percentage payouts between the threshold, intermediate, target and maximum levels are linearly interpolated for each financial performance subcomponent. Compared to fiscal 2017, the Committee tightened the range between threshold and maximum performance payouts in order to reduce or eliminate rewards for performance meaningfully below expectations while better rewarding exceptional performance. The Committee significantly increased the level of difficulty to achieve the threshold performance level necessary to earn a portion of a Target Cash Incentive Award. In recognition of the increased performance expectation, the Committee simultaneously increased the payout for achieving the more challenging threshold and reduced the maximum performance level relative to target.

For fiscal 2018, the following performance levels trigger the following percentage award payouts (calculated as a percentage of the Target Cash Incentive Award available under the overall Company financial performance component):

Revenue (50%)	Adjusted Return on Invested Capital (50%)	Award Payout for Financial Performance Subcomponent (as a % of Target Cash Incentive Award

Maximum	$722.1 million	13.7%	200%
Target	$555.5 million	11.9%	100%
Intermediate	$499.9 million	10.7%	75%
Threshold	$444.4 million	9.5%	50%
Below Threshold			0%

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The Committee also approved the use of individual performance objectives to determine 20% of the annual cash incentives under the 2018 MIP for each Named Executive Officer. The individual performance objectives were designed to focus on goals or initiatives that will create longer-term value for the Company. Depending on the officer, these performance objectives relate to areas such as strategic acquisitions, market development, market share growth and product development. Some of these individual performance objectives are objective and depend upon the accomplishment of specific, measurable goals such as increased sales, introduction of new products or cost reductions. Others are subjective in nature, such as performance objectives tied to customer service, marketing, process improvements, or the strengthening of operational and sales capabilities.

The cash incentive award earned under the individual performance component is calculated according to a scale providing for the following percentage payouts (calculated as a percentage of the Target Cash Incentive Award available under the individual performance component):

Performance Level	Percentage of Target Cash Incentive Award Available for Individual Component
Significantly exceeds objectives	200%
Exceeds objectives	150%
Meets all objectives	100%
Meets most objectives	75%
Meets some objectives	50%
Does not meet objectives	0%

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Both the financial and individual performance component calculations offer a range of payouts for performance that exceeds or falls short of the target level. The Committee believes that this not only provides an incentive for executives to achieve performance that exceeds expectations, but it also provides constant motivation during down business cycles. By rewarding a range of performance, the Committee strives to partially counteract the cyclical nature of the Company s business. Likewise, the payout of an earned award under one component or subcomponent is not contingent upon meeting a certain performance standard under any of the other components or subcomponents. For example, an executive who has met all of his individual performance objectives would still be entitled to receive a payout under the individual component even if the Company failed to meet the threshold financial performance objectives. Similarly, an executive may receive a payout if the threshold level (or higher) is met for a specific financial performance subcomponent even if the executive failed to meet his or her individual performance objectives and/or the Company failed to meet the threshold levels for any of the other financial performance subcomponents. If any sort of unplanned event should arise, the 2018 MIP gives the Committee the discretion to reduce (but not increase) the incentive payouts under the plan. The following example demonstrates how a hypothetical executive officer s annual cash incentive payment was calculated under the 2018 MIP:

An officer receiving a base salary of $300,000 (with a target incentive percentage of 55% of his base salary) would be eligible for a Target Cash Incentive Award of $165,000. $132,000 of that amount would be allocated to the Company s financial performance component (80% of the Target Cash Incentive Award), whereas $33,000 of that amount would be allocated to the officer s individual performance component (20% of the Target Cash Incentive Award). If the Company generated revenues of $555.5 million and ROIC of 9.5%, and the officer met all of his individual performance objectives, he would receive a total cash incentive payout of $132,000, calculated as follows:

Company Financial Performance Component: $66,000[A] + $33,000[B] = $99,000

[A] Revenue Subcomponent: $132,000 x 50% (weighting) x 100% (performance multiplier target)

[B] ROIC Subcomponent: $132,000 x 50% (weighting) x 50% (performance multiplier threshold)

Individual Performance Component: $33,000 x 100% (performance multiplier meets all objectives) = $33,000

Total Cash Incentive Earned: $99,000 + $33,000 = $132,000

During fiscal 2018, for purposes of the 2018 MIP, the Company recorded revenue of $547.7 million and ROIC of 9.3%. However, based on the reasons stated in the Background Regarding Strategic Transition in Fiscal 2018 discussion above, the Committee decided to adjust the calculation of ROIC to back out non-recurring expenses related to Foundation for Growth initiatives, resulting in adjusted ROIC of 11.0%. Based on these results, the overall Company Financial Performance Component payout percentage was 88% based on subcomponent payout percentages of 96% and 80% for each of the revenue (50%) and ROIC (50%) subcomponents, respectively. The payout percentage for market financial performance components for participants in the 2018 MIP ranged from 85% to 152%. At a meeting in October 2018, the Committee certified the attainment of these measures used for the Financial Performance Component of the 2018 MIP. In addition, after the conclusion of fiscal 2018, Mr. Hassinger recommended scores to the Committee for each Named Executive Officer (including himself) under the Individual Performance Component of the 2018 MIP. Mr. Hassinger requested that the Committee consider providing each of the Named Executive Officers with full credit for their individual objectives as he did not believe it was fair to penalize officers for sacrificing their individual bonus opportunities to prioritize Foundation for Growth initiatives. After discussion, the Committee determined that each of the Named Executive Officers would receive a 100% performance

multiplier under the Individual Performance Component of the 2018 MIP.

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The table below sets forth the 2018 MIP Target Cash Incentive Awards and actual payouts to each of the Named Executive Officers based upon fiscal 2018 performance. Messrs. Parod and Downing have been intentionally omitted due to their departures from the Company during fiscal 2018, as neither received any payout under the 2018 MIP.

Named Executive Officer	2018 MIP Target Cash Incentive Award	2018 MIP Actual Cash Incentive Award Payout	Percentage of Target Earned
Mr. Hassinger	$ 750,000	$ 678,000	90%
Mr. Ketcham	$ 198,000	$ 178,992	90%
Mr. Wood	$ 206,250	$ 184,800	90%
Mr. Marion[1]	$ 110,000	$ 127,600	116%

(1) Prior to his participation in the Company s Management Incentive Plan commencing in January 2018, Mr. Marion participated in the Company s employee incentive and long-term incentive plans. In fiscal 2018, the total target cash incentive under these plans for Mr. Marion was an aggregate of $89,000 and the actual cash incentive award payout under these plans was $93,395.

Long-Term Incentive Compensation. Long-term incentive compensation is designed to reward the achievement of longer-term strategic objectives and align the financial interests of the Company s executive officers with those of the Company s stockholders. For fiscal 2018, the Committee approved a target dollar amount for the long-term incentive award for each of the Company s Named Executive Officers which were allocated as follows:

one third in the form of performance stock units (PSUs),

one third in the form of restricted stock units (RSUs) and

one third in the form of nonqualified stock options.

The PSUs, RSUs and stock options were granted pursuant to the Company s 2015 Long-Term Incentive Plan, which was approved by the stockholders at the Company s annual stockholder meeting in January 2015. The Committee believes that this mix of PSUs, RSUs and stock options will continue to promote sustained long-term performance, goal alignment and retention.

In determining the number of PSUs, RSUs and stock options granted to the Named Executive Officers as part of their long-term incentive compensation for fiscal 2018, the Committee first established a dollar value of the total long-term incentive awards to be awarded to each Named Executive Officer assuming they achieved target performance levels for the PSUs. Based primarily on Meridian s compensation assessment, the Committee established total long-term incentive award amounts as follows for the fiscal 2018 normal cycle grant (no long-term incentive award amount was established for Mr. Parod):

Mr. Hassinger	$ 1,800,000
Mr. Ketcham	$ 350,000
Mr. Wood	$ 350,000
Mr. Marion	$ 150,000
Mr. Downing	$ 360,000

With the exception of Mr. Marion, the dollar value of the total long-term incentive awards for each Named Executive Officer above is within a reasonable range of the median level indicated in the Meridian competitive market data for that officer with adjustments to reflect the relative size and scope of responsibilities and other internal pay equity reasons. The long-term incentive award for Mr. Marion was made before Mr. Marion assumed primary responsibility for Infrastructure and was appointed as an executive officer in January 2018.

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The grant date values allocated to PSUs and RSUs were divided by the closing price of the Company s common stock on the grant date ($91.56 as of October 31, 2017) to convert those dollar values into total numbers of stock units initially awarded to each Named Executive Officer. While the number of PSUs granted was based upon a target level, the actual number of PSUs actually earned may be as low as 0% if the Company fails to meet the threshold performance level for both performance measures. Alternatively, the number of PSUs actually earned may be as high as 200% if the Company meets or exceeds the maximum performance level for both performance measures. The dollar values allocated to stock options were converted to a number of stock options by using the Black-Scholes option pricing formula on the grant date.

In addition to the normal cycle grant discussed above, Mr. Hassinger received a special inducement award of RSUs with a grant date value of approximately $3,000,000, which resulted in the grant of 33,658 RSUs based on the closing price of the Company s common stock on that date ($89.13). The special inducement grant of RSUs is subject to vesting at the rate of 33-1/3% per year on November 1, 2018, 2019 and 2020. This RSU grant was made as a recruiting inducement and to create an immediate and meaningful alignment with stockholders interests.

Further, on July 2, 2018, the Committee determined to make discretionary awards of RSUs in special recognition of management efforts in connection with the Company s Foundation for Growth initiative. Each of Messrs. Ketcham, Wood and Marion received a special award with a grant value of approximately $20,000, which was converted into 204 RSUs based on the closing price of the Company s common stock on that date ($97.98). The special grant of RSUs is subject to vesting at the rate of 33-1/3% per year on November 1, 2018, 2019 and 2020.

Under the terms of the individual award agreements, both the PSUs and RSUs awarded to Named Executive Officers for fiscal 2018 are payable in common stock and provide the Named Executive Officers with special cash dividend equivalents which entitle them to receive any special cash dividend paid by the Company while the PSUs and RSUs are outstanding; provided, however, that any special cash dividend equivalents will be converted into additional units and will not be payable until all applicable vesting and performance conditions have been met. No cash payment or dividend equivalent will be payable in connection with any regular quarterly dividends. In addition, awards under the PSUs, RSUs and stock options are subject to certain anti-dilution adjustments in the event of a stock split, stock dividend, merger or other similar corporate transaction. The Committee has adopted a policy regarding the timing of grants of PSUs, RSUs and stock options to employees which generally provides that such grants will be made on an annual basis during the first quarter or at the beginning of the second quarter of the fiscal year and at least two business days after the Company has issued its full-year earnings release for the prior fiscal year.

Each of the PSUs and RSUs has a three-year vesting period. The PSUs awarded during fiscal 2018 are subject to cliff vesting and will not become realizable until fiscal 2021. At that point, depending upon the Company s performance over the three-year period, the PSUs will either convert into a specified number of shares of the Company s common stock or become worthless. The Committee selected a three-year performance period because measuring performance over a long period would be less affected by cyclical variations in the Company s business and one-time events. The Committee felt that a three-year period was commonly used by similar companies for this reason. The RSUs awarded during fiscal 2018 will vest ratably over the same three-year period, with one third of the RSUs converting into Company common stock on November 1 in each fiscal year following the grant date, provided that the Named Executive Officer continues his employment with the Company. Nonqualified stock options vest ratably over a four-year period, provided that the Named Executive Officer continues his employment with the Company, and expire 10 years after the grant date.

The specific terms of the PSU, RSU and stock option grants made to the Named Executive Officers for fiscal 2018 are as follows:

Performance Stock Unit (PSU) Awards. PSUs represent a right to receive a certain target number of shares of the Company s common stock at a specified time in the future if certain performance objectives have been met

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during the specified performance period leading up to the payout of the PSU. PSUs are, therefore, designed to reward achievement of specific performance objectives over this period. Historically, the Committee has awarded PSUs with a threshold payout of 50% of the target number and a maximum payout of 200% of the target number. In addition to requiring satisfaction of the applicable threshold performance levels, PSUs are only payable if the recipient remains employed with the Company until payout occurs after the end of the performance period (or under certain circumstances involving a change in control, death or complete disability, as discussed in the Termination Payments section below).

Each PSU awarded in fiscal 2018 has a three-year performance period running through the end of fiscal 2020 (i.e. August 31, 2020) with any earned PSUs vesting on November 1, 2020. Reflective of the desire to balance earnings growth and efficient use of capital, the Committee chose operating income growth (Operating Income Growth) and ROIC, each equally weighted, as the performance measures to be used to determine PSU payouts for the three-year performance period. Starting in fiscal 2017, the Committee replaced revenue growth (Revenue Growth) with Operating Income Growth in order to better incentivize profitable growth. Also starting in fiscal 2017, the Committee replaced return on net assets (RONA) with ROIC, as this measure is aligned with prevalent market practice and better incentivizes executives to optimize profitability and the value-creation potential of the Company s capital investments. While ROIC is also used as a component of the Company s annual cash incentive award, the Committee believed that ROIC is an appropriate metric for both short-term and long-term performance. The annual cash incentive program is based on performance against the Company s annual budget, while PSUs are focused on cumulative returns over a three-year period. Considering the cyclical nature of the Company s business, the Committee believed this mix of short-term and long-term targets provides a balanced focus on ROIC. Additionally, each of the annual cash incentive and long-term incentive programs utilize other performance measures that incentivize top-line revenue growth and profitability, with ROIC only accounting for a 40% weighting for the annual cash incentive program (50% of the financial performance component which accounts for 80% of total annual cash incentive award) and ROIC only accounting for a 50% weighting for the PSU awards.

Ultimately, the Committee chose to base PSU payouts on Operating Income Growth and ROIC because it determined that they align executives potential payouts with stockholder value creation. Additionally, these performance measures could be easily quantified and calculated for the purposes of determining whether the Company had met the necessary performance requirements. The Committee assigned equal weighting to Operating Income Growth and ROIC for purposes of determining PSU payouts in order to drive profitable growth and focus on appropriate asset management. Although the Committee feels that Operating Income Growth and ROIC reasonably approximate the connection between executive performance and stockholder value, future developments could possibly prompt the Committee to make subsequent PSU awards according to different performance measures.

Operating Income Growth is calculated based on cumulative operating income growth as opposed to average annual operating income growth in order to minimize the year-to-year distortion that can result from short-term cyclical changes in operating income growth. For purposes of measuring performance, the target annual Operating Income Growth rate is converted into a cumulative operating income amount which will be computed as the sum of all operating income generated during the three-year performance period assuming the target annual growth rate. Actual performance will be calculated as the sum of the Company s actual consolidated operating income during the three-year performance period in comparison to the target amount of cumulative operating income.

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ROIC is calculated in the following manner:

$$\frac{\text{Net Income}}{\text{(Average* Invested Capital**)}}$$

* - This average will be computed using the beginning and ending amounts of Invested Capital for the applicable performance period.

** - Invested Capital means Total Interest-Bearing Debt plus Shareholders Equity minus Cash.

For the purposes of calculating Operating Income Growth and ROIC, any acquisitions made by the Company and revenues, expenses, assets, income and/or losses associated with such acquisitions are excluded in the fiscal year of the acquisition, but will be fully included during each year thereafter.

The Committee has established the following three-year average performance measures for Operating Income Growth and ROIC for the PSUs awarded in fiscal 2018:

	Annual Operating Income Growth (50% weight)	ROIC (50% weight)	Cumulative Payout as % of Target
Maximum	16%	15%	200%
Target	13%	13%	100%
Threshold	10%	11%	50%
Below Threshold			0%

The Committee selected target performance measures that were within the range of the long-term target financial performance goals communicated from Lindsay to the stockholders in the 2017 Annual Report. The Committee attempted to establish maximum and threshold performance levels that would appropriately reward the Named Executive Officers for exceptional performance, while also providing them with continued motivation in the event that market factors or down periods make it impossible to meet target performance levels. A partial PSU payout can be earned by the Named Executive Officers as long as the Company achieves the threshold performance for one of the performance factors even if the Company does not achieve threshold performance for the other performance factor.

The Committee also has discretion to adjust the payout calculation in order to reduce (but not increase) the number of PSUs earned to take into account any unanticipated events including, but not limited to, extraordinary or non-recurring items, changes in tax laws, changes in generally accepted accounting principles, impacts of discontinued operations and restatements of prior period financial results.

The following is an example of how the payout of PSUs would be calculated for a hypothetical executive officer who received a total award of 1,000 PSUs in fiscal 2018.

Assume that the Company achieves (i) cumulative operating income for the three-year performance period equal to the cumulative operating income that would have been generated at the target Operating Income Growth rate, and (ii) three-year average ROIC at the threshold level. Accordingly, the executive will earn 750 shares of common stock on the vesting date of November 1, 2020, calculated as follows:

PSU Payout Calculation: 500 shares [A] + 250 shares [B] = 750 shares

[A] Operating Income Growth Subcomponent: 1,000 PSUs x 50% (weighting) x 100% (performance multiplier - target)

[B] ROIC Subcomponent: 1,000 PSUs x 50% (weighting) x 50% (performance multiplier - threshold)

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In the event of a change in control of the Company, the PSUs will vest pro-rata based on the amount of time elapsed during the performance period prior to the change of control transaction. The payout, if any, will be based on the probable or expected level of achievement with respect to the applicable performance measures at the time of the change in control (i.e., either (i) Revenue Growth and RONA or (ii) Operating Income Growth and ROIC). If any of the Company s financial statements are restated before the payout of PSUs as the result of errors, omissions or fraud, for any fiscal year during the three-year performance period, such restated results will be used to recalculate any PSU conversions made at the expiration of the performance period.

Fiscal 2016-2018 Performance. The end of fiscal 2018 marked the end of the three-year performance period for the PSUs granted in fiscal 2016. For this performance period, the Company achieved three-year cumulative revenue of $1,582.1 million and three-year average RONA of 5.07% which equated to a cumulative payout percentage of 0% of target. Since the threshold level was not met for either performance measure, none of the PSUs were earned by the Named Executive Officers. No payouts have yet been earned with respect to the PSUs awarded in fiscal 2017 and fiscal 2018 which have three-year performance periods ending at the end of fiscal 2019 and fiscal 2020, respectively.

Revenue Growth was calculated according to cumulative revenue growth as opposed to average annual revenue growth in order to minimize the year-to-year distortion that can result from short-term cyclical changes in revenue growth. For purposes of measuring performance, the target annual Revenue Growth rate was converted into a cumulative revenue amount which was computed as the sum of all revenue generated during the three-year performance period assuming the target annual growth rate. Actual performance was calculated as the sum of the Company s actual consolidated operating revenues during the three-year performance period in comparison to the target amount of cumulative revenue.

RONA was calculated in the following manner:

$$\frac{\text{Net Income}}{(\text{Average}^{*}\text{Total Assets} - \text{Average}^{*}\text{Current Liabilities} + \text{Average}^{*}\text{Current Portion of Long-Term Debt})}$$

* - These averages were computed using the beginning and ending amounts of Total Assets, Current Liabilities, and Current Portion of Long-Term Debt for the applicable performance period.

Restricted Stock Unit (RSU) Awards. For the previously discussed reasons, the Committee determined that one third of each Named Executive Officer s long-term incentive award should consist of RSUs, except that (i) Mr. Hassinger received 100% of his inducement award in the form of RSUs and (ii) the Committee determined to make discretionary awards to Messrs. Ketcham, Wood and Marion consisting solely of RSUs in special recognition of management efforts in connection with the Company s Foundation for Growth initiative. RSUs represent a right to receive a certain number of shares of the Company s common stock at a specified time in the future, but are not conditioned upon achieving any specific performance objectives, and are only payable if the recipient remains employed by the Company at the end of the vesting period leading up to the payout of the RSU (or under certain circumstances involving a change in control, death or complete disability, as discussed in the Termination Payments section below). RSUs are designed primarily to encourage retention of executive officers and key employees.

The RSUs awarded in fiscal 2018 vest according to a three-year schedule, with one-third of the RSUs vesting on November 1 of each fiscal year following the fiscal year of their award contingent upon the Named Executive Officer s continued employment with the Company. Upon vesting, each RSU converts into a share of the Company s common stock. There will be no acceleration of vesting of these RSUs upon a change in control unless (i) such awards are not assumed or substituted by the acquirer or (ii) the acquirer s securities are not publicly traded in the United States, in which case, vesting would be fully accelerated.

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Nonqualified Stock Option Awards. Nonqualified stock options represent an option to purchase shares of the Company s common stock at an option price equal to the closing price on the New York Stock Exchange of the Company s common stock on the grant date. Stock options have a 10-year term and will vest ratably (one-fourth each year) on November 1 of the next four calendar years following the grant date (or under certain circumstances involving a change in control, death or complete disability, as discussed in the Termination Payments section below). The stock options are designed to motivate executives to increase stockholder value as the stock options will only have value if stockholders also benefit from increasing stock prices.

The nonqualified stock options awarded in fiscal 2018 have an option price of $91.56 (which is equal to the closing price on the New York Stock Exchange of the Company s common stock on the grant date) and will vest ratably (one-fourth each year) on November 1 of the next four calendar years following the grant date. Vesting is contingent upon the Named Executive Officer s continued employment with the Company. No stock option may be exercised more than 10 years from the date of grant. There will be no acceleration of vesting of these stock options upon a change in control unless (i) such awards are not assumed or substituted by the acquirer or (ii) the acquirer s securities are not publicly traded in the United States, in which case, vesting would be fully accelerated.

Committee s View on Executive Stock Ownership. The Committee intends that annual grants of long-term incentive awards will create a layering effect that will provide constant motivation and alignment of executive and stockholder interests extending into the future and will support executive retention. In December 2014, the Board adopted formal stock ownership guidelines applicable to all members of senior management. Each Named Executive Officer is expected to reach his respective ownership requirement within seven years after the date of his appointment as an officer. In addition to shares owned by the executive, outstanding RSUs and in-the-money stock options, net of taxes and exercise price, are counted toward the ownership requirement. PSUs are not counted toward the ownership requirement until they are earned, vested and distributed to the executive. The following table sets forth the applicable stock ownership guideline for each Named Executive Officer and the current ownership multiple for such officer as of October 19, 2018. Messrs. Parod and Downing have been intentionally omitted due to their departures from the Company.

Named Executive Officer	Stock Ownership Guideline (multiple of Salary)	Current Ownership (multiple of Salary)[1]
Mr. Hassinger[2]	5x	2.5x
Mr. Ketcham[3]	3x	1.2x
Mr. Wood[4]	2x	2.1x
Mr. Marion[5]	2x	1.1x

(1) Based on the 200-day average daily closing price of a share of the Company s common stock on the NYSE ending on October 19, 2018 ($93.37) and executive salaries in effect on October 19, 2018.

(2) Mr. Hassinger joined the Company in October 2017.

(3) Mr. Ketcham joined the Company in April 2016.

(4) Mr. Wood has been employed by the Company since March 2008, but has only served as an officer since he was appointed to such role in May 2016.

(5) Mr. Marion has been employed by the Company since April 2011, but has only served as an officer since he was appointed to such role in January 2018.

Anti-Pledging/Hedging Policy. The Board has adopted a policy prohibiting directors and executive officers from pledging Company securities as collateral for any outstanding obligation or entering into any transactions designed to hedge or offset any decrease in the market value of Company securities.

Other Employee Benefits. The Company also provides certain other benefits to its Named Executive Officers in the normal course of business as appropriate to be competitive with market practice. In addition to this standard benefits package, Named Executive Officers are provided supplemental life insurance coverage and offered participation in a concierge executive health program.

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Also, according to the terms of his employment agreement, Mr. Hassinger received a taxable car allowance of $2,000 per month commencing upon his October 2017 start date. Mr. Parod also received a taxable car allowance of $2,000 per month according to the terms of his employment agreement until his retirement in December 2017.

In connection with his commencement of employment in fiscal 2018, the Company agreed to provide Mr. Hassinger with certain relocation benefits and agreed to facilitate the sale of his former home in Indiana because he was unable to sell his home within a reasonable period of time and the Company desired to facilitate his family s relocation in a timely manner. The Company retained an outside relocation administrator, which purchased the Indiana residence from Mr. Hassinger for $762,250, which was equal to the average of two independent valuations of the home. The Company also agreed to pay the closing costs associated with Mr. Hassinger s sale of the home and the purchase of his new home and certain associated fees and expenses related to the purchase and resale of the home. The Company also agreed to provide tax gross-ups to Mr. Hassinger to the extent his relocation benefits were taxable to him.

Other benefits provided to the Named Executive Officers are generally those which are available to all employees of the Company, such as participation in Company sponsored health and dental insurance, life insurance and disability benefits. The Company and employee participants share in the cost of these programs. The Company also maintains a qualified 401(k) retirement plan to which the Company makes matching contributions corresponding to employee contributions. The Company s Named Executive Officers are eligible to participate in each of these employee benefit plans.

See the Summary Compensation Table for additional information about the value of benefits and perquisites provided to Named Executive Officers in fiscal 2018.

Termination Payments. The Company is party to arrangements with its Named Executive Officers that provide for termination payments under several possible scenarios, including payments that are triggered by a change in control of the Company. All outstanding equity awards issued to the Named Executive Officers prior to the end of fiscal 2015 would be treated as follows in the event of a change in control:

All stock options issued to the Named Executive Officers, as well as to other employees of the Company, are subject to immediate vesting in connection with a change in control transaction.

In the event of a change in control of the Company, outstanding PSUs will convert into an amount of Company common stock that is prorated to account for the amount of time the Named Executive Officers held the PSUs prior to the change in control transaction and will be paid out based on the probable or expected level of Revenue Growth and RONA at the time of the change in control.

Any outstanding RSUs will fully vest upon a change in control.

For all equity awards issued and outstanding under the Company s new 2015 Long-Term Incentive Plan (i.e., all outstanding equity awards issued during fiscal 2016, fiscal 2017, and fiscal 2018), there will be no acceleration of vesting of RSUs and options upon a change in control unless (i) such awards are not assumed or substituted by the acquirer or (ii) the acquirer s securities are not publicly traded in the United States, in which case, vesting would be fully accelerated.

The Company has entered into employment agreements with each Named Executive Officer which do provide for certain additional compensation to them if their employment with the Company is terminated without cause. If Mr. Hassinger s employment is terminated without cause other than at any time within two years following a change of control, he will receive severance compensation equal to one and one-half times the sum of his annual base salary plus target bonus. If Mr. Hassinger is terminated without cause within two years following a change in control, then he will receive severance compensation equal three times the sum of his annual base salary plus target bonus. In either severance scenario, Mr. Hassinger will also receive a prorated bonus based on

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actual performance under the Company s annual management incentive plan for the fiscal year of termination. In the case of Messrs. Ketcham, Wood and Marion, each of them will be entitled to receive a lump sum payment equal to his annual salary if his employment is terminated without cause other than at any time within one year following a change in control or the sum of his annual salary plus target bonus if his employment is terminated without cause or if he terminates his employment for good reason within one year following a change in control. All termination provisions are designed to provide these executive officers with cash to provide for their living expenses in situations where their employment was not terminated voluntarily or for cause.

The following tables set forth the estimated amount of the benefits that each of the Named Executive Officers would have received under a variety of hypothetical termination and change in control scenarios. Messrs. Parod and Downing have been intentionally omitted due to their departures from the Company prior to the end of fiscal 2018. Mr. Parod did not receive any severance benefits in connection with his retirement. Information regarding Mr. Downing s separation pay can be found in the Summary Compensation Table. All of the information presented in the following tables is provided for illustrative purposes only.

TERMINATION SCENARIOS NOT INVOLVING A CHANGE IN CONTROL

	Termination of NEO s employment by the Company without Cause occurring on August 31, 2018:		Termination of NEO s employment by reason of the NEO s death or disability occurring on August 31, 2018:		
Name	**Cash Payment ($)[1]**	**Accelerated Equity Awards ($)[2]**	**Cash Payment ($)**	**Death/Disability Benefit ($)[4]**	**Accelerated Equity Awards ($)[5]**
Timothy L. Hassinger	$ 3,378,000		$ 900,000[3]	$ 500,000	$ 4,142,401
Brian L. Ketcham	$ 360,000			$ 860,000	$ 468,115
Randy A. Wood	$ 375,000			$ 875,000	$ 557,754
J. Scott Marion	$ 300,000			$ 800,000	$ 135,966

(1) These amounts represent the payments that the Named Executive Officers (NEOs) would receive under their employment agreements if the Company should terminate their employment without Cause prior to a Change in Control (each as defined in the applicable employment agreement).

(2) The NEOs RSU and PSU award agreements both require that an NEO must remain employed with the Company on the scheduled RSU and PSU vesting date. In this scenario, if an NEO s employment with the Company were to terminate on August 31, 2018, then that NEO would automatically forfeit the entirety of his previously issued and outstanding RSUs and PSUs.

(3) In the event of Mr. Hassinger s death or complete disability, his employment agreement entitles his estate, his designated beneficiary or him to a prorated target bonus for the portion of the fiscal year which he completed prior to his death or disability. The amount shown represents the amount which Mr. Hassinger or his estate or designated beneficiary would be entitled to receive if his employment was terminated as a result of his death or permanent disability on August 31, 2018.

(4) These amounts represent the amount of life insurance benefits that the NEO s designated beneficiaries would receive upon the NEO s death under life insurance coverage provided by the Company. The amounts do not include any additional benefits which might be paid out under supplemental coverage purchased by the NEOs on

their own accord through the Company. The Company also provides disability insurance for the NEOs. In the event of a complete disability, the NEOs would first receive six months of short term disability benefits through regular payroll equal to 75% of their base salary. The disabled NEOs would then receive monthly long-term payments equal to 66.7% of their monthly base salary capped at $12,500 a month, continuing until they reach age 65.

(5) These amounts represent (i) the value of PSU and RSU awards which would convert into shares of Company common stock, and (ii) the in-the-money value of unvested stock options that would vest following the termination of an NEO s employment as a result of the NEO s death or complete disability. These amounts do not include the value of stock options that had already vested prior to the triggering event.

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Following a termination as a result of death or complete disability, (i) unvested stock options will become fully vested, (ii) outstanding RSUs will automatically convert into one share of Company common stock, and (iii) outstanding PSUs will convert into an amount of Company common stock that is prorated to account for the amount of time the NEOs held the PSUs prior to termination by reason of death or complete disability and will be paid out based on the probable or expected level of achievement with respect to the applicable performance measures at the time of termination by reason of death or complete disability (i.e., either (a) Revenue Growth and RONA or (b) Operating Income Growth and ROIC). For illustrative purposes, these amounts were calculated assuming that the Company would have achieved a target level performance during the period prior to the termination by death or complete disability and that it would be probable and expected following the termination for the Company to continue that target performance for the remainder of the PSUs award period. These amounts were calculated using the $95.77 closing price of the Company s common stock on the assumed date of termination by reason of death or complete disability of August 31, 2018.

CHANGE IN CONTROL SCENARIOS

	Scenario 1 The Company undergoes a Change in Control on August 31, 2018, where (i) the Company does not terminate the NEO s employment without Cause and (ii) the NEO does not terminate his employment with Good Reason, and (iii) the NEO s awards are assumed or substituted by an acquirer with securities that are publicly traded in the United States.		Scenario 2 The Company undergoes a Change in Control on August 31, 2018, where (i) the Company does not terminate the NEO s employment without Cause and (ii) the NEO does not terminate his employment with Good Reason, and (iii)(a) the NEO s equity awards are not assumed or substituted by the acquirer and/or (b) the acquirer s securities are not publicly traded in the United States.		Scenario 3 The Company undergoes a Change in Control on August 31, 2018 and on that same date the Company either terminates the NEO s employment without Cause or the NEO terminates his employment with Good Reason.	
Name	**Cash Payment**	**Accelerated Equity Awards**	**Cash Payment**	**Accelerated Equity Awards**	**Cash Payment**	**Accelerated Equity Awards**

	($)	($)[1]	($)	($)[1]	($)[2]	($)[1]
Timothy L. Hassinger		$ 209,194		$ 4,142,401	$ 6,078,000	$ 4,142,401
Brian L. Ketcham		$ 126,097		$ 468,115	$ 558,000	$ 468,115
Randy A. Wood		$ 210,633		$ 557,754	$ 581,250	$ 557,754
J. Scott Marion		$ 17,590		$ 135,966	$ 465,000	$ 135,966

(1) These amounts represent (i) the value of PSU and RSU awards which would convert into shares of Company common stock, and (ii) the in-the-money value of unvested stock options that would vest upon a Change in Control. These amounts do not include the value of stock options that had already vested prior to the triggering event. Following a Change in Control, with respect to all equity awards issued under the Company s new 2015 Long-Term Incentive Plan that are assumed or substituted by an acquirer with securities that are publicly traded in the United States, (i) there will be no acceleration of vesting of stock options or RSUs and (ii) outstanding PSUs will convert into an amount of Company common stock that is prorated to account for the amount of time the NEOs held the PSUs prior to the Change in Control transaction and will be paid out, as applicable, based on the probable or expected level of achievement with respect to the applicable performance measures at the time of the Change in Control (i.e., either (a) Revenue Growth and RONA or (b) Operating Income Growth and ROIC). Following a Change in Control, with respect to (i) all equity awards issued prior to the end of fiscal 2015 and (ii) all equity awards issued under the Company s new 2015 Long-Term Incentive Plan that are not assumed or substituted by an acquirer or if an acquirer s securities are not publicly traded in the United States: (a) unvested stock options will become fully vested, (b) outstanding RSUs will automatically convert into one share of Company common stock, and (c) outstanding PSUs will convert into an amount of Company common stock that is prorated to account for the amount of time the NEOs held the PSUs prior to the Change in Control transaction and will be paid

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out, as applicable, based on the probable or expected level of achievement with respect to the applicable performance measures at the time of the Change in Control (i.e., either (I) Revenue Growth and RONA or (II) Operating Income Growth and ROIC). For illustrative purposes, these amounts were calculated assuming that the Company would have achieved a target level performance during the period prior to the Change in Control and that it would be probable and expected following the Change in Control for the Company to continue that target performance for the remainder of the PSUs award period. These amounts were calculated using the $95.77 closing price of the Company s common stock on the assumed Change in Control date of August 31, 2018.

(2) These amounts represent the payments that each NEO with an effective employment agreement would receive under his employment agreement if the Company should terminate his employment without Cause or if he should terminate his employment with Good Reason (each as defined in the applicable employment agreement) within one year (or two years with respect to Mr. Hassinger) following a Change in Control.

Tax Considerations. Section 162(m) of the Internal Revenue Code of 1986, as amended (Section 162(m)), imposes an annual, individual limit of $1 million on the deductibility of the Company s compensation payments to the chief executive officer and certain other Named Executive Officers. Prior to the effectiveness of the Tax Cuts and Jobs Act of 2017, the deduction limit did not apply to performance-based compensation, provided that certain conditions were satisfied. The Committee has attempted to preserve, to the extent practicable, the deductibility of all compensation payments to the Company s executive officers. However, while the Committee believes it is in the best interests of the Company and its stockholders to have the ability to grant qualified performance-based compensation under Section 162(m), it may decide from time to time to grant compensation that will not qualify as qualified performance-based compensation for purposes of Section 162(m). Moreover, even if the Committee intends to grant compensation that qualifies as qualified performance-based compensation for purposes of Section 162(m), the Company cannot guarantee that such compensation ultimately will be deductible.

All compensation paid to covered employees is expected to be deductible under Section 162(m) for fiscal 2018.

Effective in fiscal 2019, the Tax Cuts and Jobs Act of 2017 eliminated the Section 162(m) provisions exempting performance-based compensation from the $1 million deduction limit, subject to an exception for remuneration pursuant to a written binding contract which was in effect on November 2, 2017.

Compensation Committee Report

The Company s Human Resources and Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis contained in this Proxy Statement with management. Based on the Committee s review of, and the discussions with management with respect to, the Compensation Discussion and Analysis, the Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement.

Robert E. Brunner, Chairman

Michael N. Christodolou

David B. Rayburn

Michael D. Walter

William F. Welsh II

Pay Ratio Information

The Company is providing the following information about the relationship of the annual total compensation of its employees and the annual total compensation of its Chief Executive Officer for fiscal 2018. The pay ratio included in this information is a reasonable estimate calculated in a manner consistent with applicable securities regulations.

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The Company had two non-concurrent Chief Executive Officers who served during fiscal 2018. Richard W. Parod served as Chief Executive Officer until October 16, 2017, when Timothy L. Hassinger succeeded him to the position. As required by Securities and Exchange Commission rules, in calculating the compensation of the Chief Executive Officer for purposes of the pay ratio disclosure, the Company annualized the compensation provided during fiscal 2018 to Mr. Hassinger, who served as Chief Executive Officer on June 30, 2018, the date which was selected to identify the median employee (the Pay Ratio Date). As a result of the annualization, the amount of Mr. Hassinger s compensation included in the pay ratio calculation is greater than the amount of his total compensation included in the Summary Compensation Table.

On the Pay Ratio Date, the Company had approximately 982 U.S. employees and 377 non-U.S. employees, for a total of 1,359 employees. This population consisted of the Company s full-time, part-time, seasonal and temporary employees. In determining the median employee, the Company excluded from its employee population all of its 63 employees located in China pursuant to a de minimis exemption permitted under Securities and Exchange Commission rules.

To identify the median employee from the Company s employee population, a comparison was made of the amount of salary and wages paid to employees who were employed on the Pay Ratio Date as reflected in payroll records from July 1, 2017 to June 30, 2018, excluding the Company s Chief Executive Officers. The compensation was annualized for employees who were hired during the measurement year but did not work for the Company the entire year, excluding seasonal and temporary employees. No cost-of-living adjustments were made in identifying the median employee.

The identified median employee was a full-time employee. After the median employee was identified, such employee s annual total compensation was calculated using the same methodology used for the Company s Named Executive Officers as set forth in the Summary Compensation Table.

For fiscal 2018, the annualized total compensation for Mr. Hassinger was $6,471,904 and the annual total compensation for the median employee, excluding Chief Executive Officers, was $58,714 which resulted in a ratio of 110.2 to 1. During fiscal 2018, Mr. Hassinger received one-time sign-on awards and relocation benefits totaling $2,967,853. Excluding these one-time sign-on awards and relocation benefits, the ratio of the Chief Executive Officer s annualized total compensation to the annual total compensation of the median employee for fiscal 2018 would have been 59.7 to 1. As noted above, as required by Securities and Exchange Commission rules, Mr. Hassinger s compensation provided during fiscal 2018 has been annualized for purposes of calculating the pay ratio. As a result of the annualization, the amount of Mr. Hassinger s compensation disclosed in this paragraph and included in the pay ratio calculation is greater than the amount of his total compensation included in the Summary Compensation Table.

The Securities and Exchange Commission rules for identifying the median employee and calculating the pay ratio based on that employee s annual total compensation allow companies to adopt a variety of methodologies, to apply certain exclusions, and to make reasonable estimates and assumptions that reflect their compensation practices. The Company believes that the calculated ratios are reasonable estimates calculated in a manner consistent with the pay ratio disclosure requirements. The pay ratios reported by other companies, including those within the Company s peer group and industry, may not be comparable to the pay ratio reported above, as other companies may have different employment and compensation practices and may utilize different methodologies, exclusions, estimates, and assumptions in calculating their own pay ratios.

This information is being provided for the purposes of compliance with the pay ratio disclosure requirement. Neither the Human Resources and Compensation Committee nor management of the Company used the pay ratio measure in making compensation decisions.

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Executive Compensation

The table below sets forth information regarding all forms of compensation earned by the Company s Named Executive Officers during the last three fiscal years. In reviewing the table, please note the following:

Mr. Hassinger joined the Company in October 2017.

Mr. Ketcham joined the Company in April 2016.

Mr. Wood has been employed by the Company since March 2008, but has only served as an officer since he was appointed President Irrigation in May 2016.

Mr. Marion has been employed by the Company since April 2011, but has only served as an officer since he assumed primary responsibility for Infrastructure in January 2018.

Mr. Parod ceased to serve as an officer in October 2017, but continued to serve the Company in an advisory capacity as President Emeritus until December 2017.

Mr. Downing ceased to serve as an officer in January 2018, but remained employed with the Company in a non-executive capacity through June 2018.

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards ($)	Option Awards ($)[1]	Non-Equity Incentive Plan Compensation ($)[2]	All other Compensation ($)	Total ($)
Timothy L. Hassinger President and Chief Executive Officer	2018	796,154		4,036,249[3]	599,972	678,000	120,698[4]	6,231,073
Brian L. Ketcham	2018	358,231		242,230[3]	117,997	178,992	11,989[7]	909,439
Vice President and	2017	338,885		200,763[3]	104,579	165,495	13,637	823,359
Chief Financial Officer[5]	2016	128,750	65,000[5]	95,095[6]			5,285	294,130
Randy A. Wood	2018	373,289		242,230[3]	117,997	184,800	6,948[9]	925,264
President Irrigation[8]	2017	352,327		191,189[3]	99,610	179,728	8,143	830,997
	2016	307,974		114,064[3]	59,989	104,610	6,832	593,469

J. Scott Marion President Infrastructure[10]	2018	301,154	115,412[3]	49,982	220,995	8,450[11]	695,993
Richard W. Parod	2018	154,846				50,520[13]	205,366
Former President and	2017	662,539	828,859[3]	431,340	585,750	37,366	2,545,854
Chief Executive Officer[12]	2016	661,692	697,385[3]	366,650	416,988	37,366	2,180,081
David B. Downing	2018	316,366	230,717[3]	119,994		299,668[14]	966,745
Former Executive Vice	2017	374,835	229,337[3]	119,538	177,684	13,952	915,346
President[8]	2016	365,311	190,149[3]	99,990	137,727	13,792	806,969

(1) These awards consist of stock option awards granted under the Company s 2015 Long-Term Incentive Plan. The stock options vest 25% per year over four years on November 1 of each year following the date of grant. The amounts shown reflect the grant date fair value as computed in accordance with ASC 718, Stock Compensation. The assumptions used to calculate the grant date fair value of stock option awards are included in Note 18 to the consolidated financial statements contained in the Company s Annual Report on Form 10-K for the fiscal year ended August 31, 2018.

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(2) These amounts represent annual cash incentive awards received under the Company s Management Incentive Plan for each fiscal year. Mr. Marion only participated in the Company s Management Incentive Plan for the final eight months of fiscal 2018 because his participation commenced upon his assumption of primary responsibility for Infrastructure in January 2018. Prior to such time, Mr. Marion participated in the Company s employee incentive and long-term incentive plans. For fiscal 2018, Mr. Marion s cash incentive award under the Company s Management Incentive Plan was $127,600 while his cash incentive awards under the Company s employee incentive and long-term incentive plans were $93,395. Mr. Ketcham did not participate in the Company s Management Incentive Plan in fiscal 2016 because he joined the Company in the second half of the year.

(3) These awards consist of both RSUs and PSUs granted under the Company s 2015 Long-Term Incentive Plan. The RSUs vest 33 1/3% per year over three years and the PSUs cliff vest on November 1 following the end of their respective three-year performance periods. The amount shown reflects the aggregate grant date fair value computed in accordance with Financial Accounting Standards Board Accounting Standards Codification (ASC 718), Stock Compensation, assuming a payout at target for equity incentive plan awards. Assuming the maximum level of performance was achieved for the PSUs awarded in fiscal 2018, the grant date fair value of these awards would have been: Mr. Hassinger, $4,613,306; Mr. Ketcham, $353,714; Mr. Wood, $353,714; Mr. Marion, $163,481; and Mr. Downing, $346,076.

(4) Consists of $12,365 in matching contributions to the Company s defined contribution profit-sharing and 401(k) plan for fiscal 2018 and $22,615 representing a $2,000 monthly car allowance.

In addition, the Company retained an outside relocation administrator, which purchased Mr. Hassinger s Indiana residence for $762,250, which was equal to the average of two independent valuations of the home. The Company also agreed to pay the closing costs associated with Mr. Hassinger s sale of the home and purchase of his new home and certain associated fees and expenses related to the purchase and resale of the home. The Company also provided tax gross-ups to Mr. Hassinger to the extent his relocation benefits were taxable to him. As a result, pursuant to Securities and Exchange Commission disclosure rules, this amount also includes (i) $42,490 in relocation benefits provided to Mr. Hassinger, including moving expenses, travel expenses, closing costs associated with his purchase of a new home and certain associated fees and expenses, and other miscellaneous relocation costs and (ii) $43,228 for the related tax gross-up payments to the extent the foregoing relocation benefits were taxable to him.

(5) Mr. Ketcham did not participate in the Company s Management Incentive Plan in fiscal 2016 because he joined the Company on April 11, 2016 (i.e., in the second half of the year). In lieu of such participation, Mr. Ketcham received a fixed bonus of $65,000 for the portion of fiscal 2016 during which he was employed by the Company.

(6) This award consists entirely of RSUs granted under the Company s 2015 Long-Term Incentive Plan. These RSUs vest 33 1/3% per year over three years on November 1 of each year following the date of grant. The amount shown equals the grant date fair value of the Company s common stock multiplied by the actual number of RSUs awarded.

(7) Consists of $8,123 in matching contributions to the Company s defined contribution profit-sharing and 401(k) plan for fiscal 2018, $2,481 in premiums for supplemental life insurance for fiscal 2018, and $1,385 in fees for participation in a concierge executive health program.

(8) Mr. Downing served as the Company s President Agricultural Irrigation until May 9, 2016, at which time Mr. Wood assumed the role of President Irrigation and Mr. Downing assumed the role of Executive Vice President. Mr. Downing served as Executive Vice President until January 2, 2018, after which he continued to serve the Company in a non-executive capacity through June 30, 2018.

(9) Consists of $4,760 in matching contributions to the Company s defined contribution profit-sharing and 401(k) plan for fiscal 2018, $803 in premiums for supplemental life insurance for fiscal 2018, and $1,385 in fees for participation in a concierge executive health program.

(10) Mr. Marion has been employed by the Company since April 2011 and was appointed as an executive officer of the Company effective January 30, 2018.

(11)

Consists of $8,450 in matching contributions to the Company s defined contribution profit-sharing and 401(k) plan for fiscal 2018.

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(12) Mr. Parod stepped down as the Company s President and Chief Executive Officer and as a member of the Company s Board of Directors effective October 16, 2017. He continued to serve as the Company s President Emeritus through December 1, 2017.

(13) Consists of $1,828 in premiums for supplemental life insurance for fiscal 2018, $5,538 representing a $2,000 monthly car allowance, and $43,154 in vacation payout.

(14) Consists of $4,573 in matching contributions to the Company s defined contribution profit-sharing and 401(k) plan for fiscal 2018, $3,199 in premiums for supplemental life insurance for fiscal 2018, $2,025 in fees for participation in a concierge executive health program, $36,538 in vacation payout, and $253,333 in separation pay.

The following table sets forth information concerning each grant of an award made to the Company s Named Executive Officers during the last completed fiscal year under the Company s 2015 Long-Term Incentive Plan and Management Incentive Plan for fiscal 2018. Mr. Parod is intentionally omitted from this table since he did not receive any grants of plan-based awards during fiscal 2018.

GRANTS OF PLAN-BASED AWARDS

			Number of Non-Equity Incentive Plan Units Granted	Estimated Future Payouts Under Non-Equity Incentive Plan Awards[1]			Estimated Future Payouts Under Equity Incentive Plan Awards[2]			All other Stock Awards: Number of Shares of Stock or Units[3]	All Other Option Awards: Number of Securities Under-lying Options[4]	Exercise or Base Price of Option Awards ($/Sh)[5]	G da va sto op av
	Grant Date	Approval Date	(#)	Thres-hold ($)	Target ($)	Maxi-mum ($)	Thres-hold (#)	Target (#)	Maxi-mum (#)	(#)	(#)		
L. Hassinger	10/16/17	7/17/17								33,658			2,8
	10/31/17	10/31/17		165,000	750,000	1,500,000	3,277	6,553	13,106	6,553	19,525	$ 91.56	1,7
Ketcham	10/31/17	10/31/17		43,560	198,000	396,000	633	1,266	2,532	1,266	3,840	$ 91.56	3
	7/2/18	6/20/18								204			
A. Wood	10/31/17	10/31/17		45,375	206,250	412,500	633	1,266	2,532	1,266	3,840	$ 91.56	3
	7/2/18	6/20/18								204			
Marion	10/31/17	10/31/17								546			
	1/30/18	1/30/18		24,200	110,000	220,000	276	551	1,102		1,639	$ 90.71	
	7/2/18	6/20/18								204			
. Downing	10/31/17	10/31/17		45,980	209,000	418,000	655	1,310	2,620	1,310	3,905	$ 91.56	3

(1) Amounts reflect grants made under the Management Incentive Plan for fiscal 2018 (the 2018 MIP is discussed in the Compensation Discussion and Analysis section). Actual payouts earned under the program for fiscal 2018 can be found in the Non-Equity Incentive Plan Compensation column of the Summary Compensation Table. Amounts granted to Messrs. Hassinger and Marion have been prorated for the period in which each participated in the 2018 MIP.

(2)

These awards consist of PSUs granted in fiscal 2018 under the Company s 2015 Long-Term Incentive Plan for the fiscal 2018 to fiscal 2020 performance period. The amounts shown equal the aggregate number of shares of common stock into which the PSUs will convert if certain threshold, target and maximum performance objectives are met.

(3) These awards consist of RSUs granted in fiscal 2018 under the Company s 2015 Long-Term Incentive Plan, including RSUs issued to Mr. Hassinger on his start date and RSUs issued in special recognition of management efforts in connection with the Company s Foundation for Growth initiative. The amounts shown equal the aggregate number of shares of common stock into which the RSUs will convert if the grantee maintains his employment with the Company for the entire vesting period. These RSUs vest according to a three-year schedule, with one-third of the RSUs vesting on November 1 of each fiscal year following the fiscal year of the award.

(4) These awards consist of stock options granted in fiscal 2018 under the Company s 2015 Long-Term Incentive Plan. The amounts shown equal the aggregate number of shares of common stock into which the stock options will convert if the grantee maintains his employment with the Company for the entire vesting period. These options vest according to a four-year schedule, with one-fourth of the options vesting on November 1 of each fiscal year following the fiscal year of the award.

(5) The exercise price is the closing price of the Company s common stock on the date of grant.

(6) Amounts are computed in accordance with ASC 718, *Stock Compensation.* PSUs are valued assuming a payout at target. The assumptions used to calculate the grant date fair value of stock option awards are included in Note 18 to the consolidated financial statements contained in the Company s Annual Report on Form 10-K for the fiscal year ended August 31, 2018.

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The following table sets forth information concerning unexercised options, stock that has not vested and equity incentive plan awards for each of the Company s Named Executive Officers that were outstanding as of the end of the last completed fiscal year. Messrs. Parod and Downing have been intentionally omitted from this table due to their departures from the Company prior to the end of fiscal 2018, which resulted in neither officer having any outstanding equity awards at fiscal year-end.

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

	Option Awards					Stock Awards			
Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Been Vested ($)[1]	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($)[1]
Timothy L. Hassinger		19,525		$ 91.56	10/31/2027				
						40,211[2]	$ 3,851,007		
								6,553[3]	$ 627,581
Brian L. Ketcham	999	3,000		$ 78.23	10/21/2026				
		3,840		$ 91.56	10/31/2027				
						2,853[2]	$ 273,232		
								2,608[3]	$ 249,768
Randy A. Wood	880			$ 58.10	10/31/2021				
	681			$ 75.68	10/24/2022				
	907			$ 76.37	10/25/2023				
	921	308		$ 83.53	10/24/2024				
	1,076	1,076		$ 67.68	10/23/2025				
	952	2,857		$ 78.23	10/21/2026				
		3,840		$ 91.56	10/31/2027				
						2,618[2]	$ 250,726		
								3,430[3]	$ 328,491
J. Scott Marion	548			$ 75.68	10/24/2022				
	825			$ 76.37	10/25/2023				
		1,639		$ 90.71	1/30/2028				
						1,164[2]	$ 111,476		

	551[3]	$ 52,769

(1) The market value of unearned shares is calculated using $95.77 per share, which was the closing market price of the Company s common stock on the NYSE on the last day of fiscal 2018.

(2) These awards consist of RSUs granted under the Company s 2015 Long-Term Incentive Plan. These RSUs vest 33 1/3% per year, vesting ratably on each November 1 following the end of the fiscal year of their respective grant date.

(3) These awards consist of PSUs granted under the Company s 2015 Long-Term Incentive Plan. These PSUs cliff vest on November 1 following the end of their respective three-year performance period. Each PSU converts into one share of common stock if target levels of performance are achieved, but may ultimately convert into a larger or smaller amount of stock depending upon actual performance achieved over the relevant three-year performance period.

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The following table sets forth information concerning exercised options and vesting of stock awards for each of the Company s Named Executive Officers as of the end of the last completed fiscal year.

OPTION EXERCISES AND STOCK VESTED

	Option Awards		Stock Awards	
Name	**Number of Shares Acquired on Exercise (#)**	**Value Realized on Exercise ($)**	**Number of Shares Acquired on Vesting (#)**	**Value Realized on Vesting ($)**
Timothy L. Hassinger				
Brian L. Ketcham			935[1]	$ 85,683
Randy A. Wood			921[1]	$ 84,400
J. Scott Marion			473[1]	$ 43,346
Richard W. Parod	11,522	$ 151,111	4,980[1]	$ 456,367
David B. Downing	10,320	141,833	1,402[1]	$ 128,479

(1) These awards consist of the portion of RSUs granted during fiscal 2015, 2016 and 2017 that vested and converted into shares of common stock during fiscal 2018. The value realized upon vesting was calculated by multiplying the number of vesting RSUs by the $91.64 closing price of the Company s common stock on November 1, 2017.

Pension Benefits

The Company does not provide for any defined benefit and actuarial pension plans for its Named Executive Officers. Accordingly, no tabular disclosure is being provided under this heading.

Nonqualified Deferred Compensation

The Company does not provide for any deferred compensation arrangements for its Named Executive Officers. Accordingly, no tabular disclosure is being provided under this heading.

Compensation of Directors

In addition to the regular compensation reviews that the Committee conducts for the executive officer compensation program (as discussed in the Compensation Discussion and Analysis), the Committee also evaluates the Company s compensation program for its Board of Directors. Based substantially upon Meridian s compensation analysis, the Committee recommended that no changes be made to the Board compensation program for fiscal 2018.

For fiscal 2018, non-employee directors of the Company received annual cash retainers of $60,000. Members of the Audit Committee, Human Resources and Compensation Committee and Corporate Governance and Nominating Committee received an additional cash retainer of $5,000, $3,000 and $2,000, respectively. In addition, for fiscal 2018, the Chairman of the Board of Directors received $45,000 for serving in that capacity, the Chairman of the Audit Committee received $10,000 for serving as such Chairman, the Chairman of the Human Resources and Compensation Committee received $8,000 for serving as such Chairman, and the Chairman of the Corporate Governance and Nominating Committee received $5,000 for serving as such Chairman. Directors are reimbursed for expenses they

incur in attending meetings and are reimbursed for attending continuing education programs up to $5,000 per year or as otherwise approved by the Chairman of the Board of Directors.

Additionally, for fiscal 2018, each non-employee director received an annual grant of RSUs with an award value of $80,000 with the award being made on the date of the Annual Meeting. The number of RSUs to be

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awarded is based on the closing price of the Company s common stock on the grant date, and the RSUs are payable in shares of common stock under the 2015 Long-Term Incentive Plan. Accordingly, on January 30, 2018, each of Messrs. Brunner, Christodolou, Jagodinski, Nahl, Rayburn, Walter and Welsh received an award of 881 RSUs. The RSUs vested on November 1, 2018.

For fiscal 2018, new directors who are not employees of the Company would have received a one-time grant of RSUs with an award value equal to the prorated amount of the last annual grant of RSUs based on the amount of time the new director will serve on the Board of Directors until the next annual meeting of stockholders, with the grant being made on the date of their first regular Board meeting as a director. The number of units awarded would equal the prorated amount divided by the closing stock price on the date of grant. These RSUs vest on the earlier of November 1 following the date of grant or the date of the next annual meeting of stockholders. Ms. Madere joined the Board of Directors in February 2018 and received a prorated award of 860 RSUs which vested on November 1, 2018.

In December 2014, the Board adopted formal stock ownership guidelines applicable to both senior management and directors. Directors are expected to maintain stock ownership equal to five times the Board annual cash retainer within five years of their election as a director. In addition to shares owned by the directors, outstanding RSUs are counted toward the ownership requirement. With the exception of Ms. Madere, who joined the Board in February 2018, all non-employee directors maintain stock ownership in excess of the Board s stock ownership guidelines as of October 19, 2018.

The following table sets forth the compensation paid to the Company s directors in fiscal 2018. Mr. Parod served as a director until October 16, 2017 and Mr. Hassinger has served as a director since October 16, 2017, but their compensation is discussed within the various tables included within the Compensation Discussion and Analysis contained within this Proxy Statement.

DIRECTOR COMPENSATION

Name	Fees Earned or Paid in Cash ($)	Stock Awards ($)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Total ($)
Robert E. Brunner	73,000	80,000(1)					153,000
Michael N. Christodolou	70,000	80,000(1)					150,000
W. Thomas Jagodinski	77,000	80,000(1)					157,000
Consuelo E. Madere	35,389	76,770(1)					112,159
Michael C. Nahl	110,000	80,000(1)					190,000
David B. Rayburn	68,000	80,000(1)					148,000
Michael D. Walter	70,000	80,000(1)					150,000
William F. Welsh II	68,000	80,000(1)					148,000

(1) These awards consist of RSUs granted in fiscal 2018 under the Company s 2015 Long Term Incentive Plan. These RSUs vested on November 1, 2018. As a new director in fiscal 2018, Ms. Madere received a one-time grant of RSUs with an award value equal to the prorated amount of the last annual grant of RSUs made to directors based on the amount of time that Ms. Madere will serve on the Board of Directors until the upcoming annual meeting of stockholders, with the grant being made on the date of her first regular Board meeting as director. The number of units awarded was equal to the prorated amount divided by the closing stock price on the date of grant.

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Compensation Committee Interlocks and Insider Participation

During fiscal 2018, there were no compensation committee interlocks and no insider participation in compensation decisions that were required to be reported under the rules and regulations of the Securities Exchange Act of 1934, as amended.

Report of the Audit Committee

The following report of the Audit Committee shall not be deemed to be soliciting material or to be filed with the Securities and Exchange Commission, nor shall this report be incorporated by reference into any filing made by the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

The Audit Committee is comprised of W. Thomas Jagodinski (as Chairman), Michael N. Christodolou, Consuelo E. Madere, Michael C. Nahl, David B. Rayburn, and William F. Welsh II, each of whom is an independent director of the Company under the rules adopted by the Securities and Exchange Commission (SEC) and the New York Stock Exchange.

The Company s management is responsible for the preparation of the Company s financial statements and for maintaining an adequate system of internal controls and processes for that purpose. KPMG LLP (KPMG) acts as the Company s independent registered public accounting firm and they are responsible for conducting an independent audit of the Company s annual financial statements and effectiveness of internal control over financial reporting in accordance with generally accepted auditing standards and issuing reports on the results of their audits. The Audit Committee is responsible for providing independent, objective oversight of both of these processes.

The Audit Committee has reviewed and discussed the audited financial statements for the year ended August 31, 2018 with management of the Company and with representatives of KPMG. Our discussions with KPMG also included the matters required to be discussed with the Audit Committee under the applicable Public Company Accounting Oversight Board (PCAOB) standards and SEC regulations.

In addition, the Audit Committee reviewed the independence of KPMG. We have discussed KPMG s independence with them and have received written disclosures and a letter from KPMG regarding their independence as required by the applicable requirements of the PCAOB and SEC regarding the independent accountant s communications with the audit committee concerning independence.

Based on the reviews and discussions described above, the Audit Committee has recommended to the full Board of Directors that the audited financial statements of the Company for the year ended August 31, 2018 be included in the Company s Annual Report on Form 10-K to be filed with the SEC.

W. Thomas Jagodinski, Chairman

Michael N. Christodolou

Consuelo E. Madere

Michael C. Nahl

David B. Rayburn

William F. Welsh II

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PROPOSAL 2

RATIFICATION OF APPOINTMENT OF

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

KPMG LLP, the Company s independent registered public accounting firm since 2001, has been appointed by the Audit Committee as the independent registered public accounting firm for the Company and its subsidiaries for the fiscal year ending August 31, 2019. This appointment is being presented to the stockholders for ratification. The ratification of the appointment of the independent registered public accounting firm requires the affirmative vote of the holders of a majority of the votes cast virtually or by proxy by persons entitled to vote at the Annual Meeting. Abstentions and broker non-votes will not be considered votes cast with respect to ratification of the appointment and will not be counted as votes for or against the ratification.

If stockholders fail to ratify the appointment of KPMG LLP as the Company s independent registered public accounting firm, the Audit Committee will reconsider whether to retain KPMG LLP, but may ultimately decide to retain them. Any decision to retain KPMG LLP or another independent registered public accounting firm will be made by the Audit Committee and will not be resubmitted to stockholders. In addition, even if stockholders ratify the appointment of KPMG LLP, the Audit Committee retains the right to appoint a different independent registered public accounting firm for fiscal 2019 if it determines that it would be in the Company s best interests.

THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE FOR THE RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING AUGUST 31, 2019.

Representatives of KPMG LLP are expected to be present at the virtual Annual Meeting and will be provided an opportunity to make a statement and to respond to appropriate inquiries from stockholders present virtually at the Annual Meeting.

Accounting Fees and Services

The following table sets forth the aggregate fees for professional services rendered by KPMG for each of the last two fiscal years:

Category of Fee	Fiscal 2018	Fiscal 2017
Audit Fees(1)	$ 1,654,584	$ 1,512,021
Audit-Related Fees(2)	$ 25,130	$ 23,500
Tax Fees(3)	$ 4,634	
All Other Fees(4)	$ 8,980	$ 9,780
Total Fees	$ 1,693,328	$ 1,545,301

(1)

Audit fees consist of the audit of the Company s fiscal 2018 and fiscal 2017 annual financial statements and review of the Company s quarterly financial statements during fiscal 2018 and fiscal 2017.

(2) Audit-related fees were for audits of the Company s employee benefit plan.

(3) Tax fees were for tax consultation and tax compliance services.

(4) All other fees represent the amount paid by the Company for access to an online accounting and tax reference tool and an agreed-upon procedure.

As provided in its Charter, the Audit Committee must pre-approve all services provided to the Company by its independent auditor. The Audit Committee approved all services provided by KPMG LLP to the Company in fiscal 2018 and determined that the services listed above did not adversely affect KPMG LLP s independence in providing audit services.

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PROPOSAL 3

ADVISORY VOTE ON EXECUTIVE COMPENSATION

Section 951 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act) added Section 14A to the Securities Exchange Act of 1934 which requires, among other things, that companies with publicly-traded securities, such as Lindsay, take a separate non-binding vote at their annual meeting of stockholders to consider a resolution to approve the compensation of their named executive officers as disclosed in the proxy statement for the annual meeting in accordance with Securities and Exchange Commission regulations. To that end, the Board of Directors has submitted the following resolution to be voted on by the Company s stockholders at the Annual Meeting:

The stockholders of Lindsay Corporation hereby approve the compensation of the Company s Named Executive Officers as described in the definitive Proxy Statement relating to the Company s December 2018 Annual Meeting of Stockholders, including the sections thereof entitled Executive Compensation and Compensation Discussion and Analysis.

As described in the Compensation Discussion and Analysis, the overall goal of the Company s compensation policy is to maximize stockholder value by attracting, retaining and motivating the executive officers that are critical to its long-term success. It is also the belief of the Board of Directors that executive compensation should be designed to promote both the short-term and long-term economic goals of the Company and, accordingly, an important component of the Company s executive compensation philosophy is to closely align the financial interests of the Company s executive officers with those of the Company s stockholders. The Board and the Human Resources and Compensation Committee have a strong focus on paying for performance, with targeted incentive compensation for Named Executive Officers being over half of their total target compensation. **Stockholders are encouraged to carefully review the COMPENSATION DISCUSSION AND ANALYSIS and EXECUTIVE COMPENSATION sections of this Proxy Statement for a detailed discussion of the Company s executive compensation program.**

The vote on the compensation of the Company s Named Executive Officers is non-binding and does not require the Company to make any specific changes to the compensation of its Named Executive Officers or take any other action if the resolution is not approved by stockholders. However, the Board of Directors values and encourages constructive input from stockholders regarding the Company s compensation philosophy, policies and practices and believes that stockholder feedback on executive compensation provided by this non-binding vote can provide the Board and the Human Resources and Compensation Committee with useful information on investor sentiment about these important matters. The Board of Directors and the Human Resources and Compensation Committee will review the voting results and, to the extent there is a negative vote on this proposal, the Board of Directors expects to consider a number of steps, including consulting with significant stockholders to better understand the concerns that influenced the vote. The Board and the Human Resources and Compensation Committee intend to consider all constructive feedback obtained through this say-on-pay process in making future decisions regarding the compensation of the Company s Named Executive Officers.

The Company s stockholders approved the say on pay resolution presented at the Company s January 2018 Annual Meeting of Stockholders by a vote of approximately 97% of the votes cast on the proposal. The Human Resources and Compensation Committee believes the results of the January 2018 say on pay vote were a confirmation that the stockholders were in general agreement with the Human Resources and Compensation Committee s compensation philosophy.

The proposal to approve the resolution regarding the compensation of the Named Executive Officers will be deemed to be approved if a greater number of votes cast by persons entitled to vote at the Annual Meeting are voted in favor of the resolution than are voted against the resolution. Consequently, abstentions and broker non-votes will have no effect on the outcome of the vote on this resolution.

THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE FOR THE RESOLUTION TO APPROVE THE COMPENSATION OF THE COMPANY S NAMED EXECUTIVE OFFICERS.

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SUBMISSION OF STOCKHOLDER PROPOSALS

Only stockholders of record as of October 19, 2018 are entitled to bring business before the Annual Meeting or make nominations for directors. Stockholder proposals submitted for presentation at the Annual Meeting must have been received by the Secretary of the Company at its home office no earlier than August 20, 2018 and no later than September 19, 2018 (the Notice Period). Stockholder proposals submitted for presentation at the Annual Meeting received before or after the Notice Period will be considered untimely. Such proposals must set forth (i) as to each matter such stockholder proposes to bring before the Annual Meeting (x) a brief description of the business desired to be brought before the Annual Meeting and the reasons for conducting such business at the Annual Meeting, (y) any material interest of any Proposing Person (as defined below) in the proposed business; and (ii) as to such stockholder and any other Proposing Person (w) the name and address of such Proposing Person, (x) the class and number of shares of the Company s capital stock that are beneficially owned, directly or indirectly, by each such Proposing Person, (y) a brief description of any proxy, contract, arrangement, understanding or relationship pursuant to which any Proposing Party, either directly or acting in concert with another party or parties, has a right to vote any shares of capital stock of the Company, and (z) a brief description of any contract, arrangement or understanding with respect to the proposed business to which any Proposing Person is a party (collectively, the Required Information).

For purposes of providing a notice pursuant to the foregoing paragraph, or nominating a director pursuant to the following paragraph, Section 2.11(d) of the Company s By-Laws provides that Proposing Person means (a) any stockholder who submits a notice to the Secretary of the Company pursuant to Section 2.11(a) and/or, with respect to the nomination of directors, Section 2.11(c) of the Company s By-laws, (b) the beneficial owner or owners, if any, on whose behalf any such notice is submitted, (c) any party or parties acting in concert with such stockholder in connection with the business proposed and/or the person or persons nominated for election or re-election to the Board of Directors, and (d) any party or parties directly or indirectly controlling, controlled by, or under common control with any of the foregoing.

Nominations for directors may be submitted by stockholders by delivery of such nominations in writing to the Secretary of the Company during the Notice Period. Such nominations must set forth the Required Information above, except that in lieu of the information called for in part (z) above, the Required Information for a nomination shall instead include a brief description of any contract, arrangement or understanding with respect to any proposed nominee or nominees to which any Proposing Person is a party.

In order to be included in the Company s Proxy Statement and form of proxy relating to next year s Annual Meeting, stockholder proposals must be submitted by July 16, 2019 to the Secretary of the Company at its principal executive offices. The inclusion of any such proposal in such proxy material shall be subject to the requirements of the proxy rules adopted under the Securities Exchange Act of 1934, as amended. Pursuant to Section 2.11 of the Company s By-Laws, nominations for directors or stockholder proposals submitted for presentation at next year s Annual Meeting (other than proposals submitted for inclusion in the Company s Proxy Statement and form of proxy) must have been received by the Secretary of the Company at its principal executive offices no earlier than August 20, 2019 and no later than September 19, 2019. Any such nominations or proposals must be in accordance with the requirements and procedures outlined in the Company s By-Laws and summarized above in this section.

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OTHER MATTERS

Management does not intend to bring before the Annual Meeting any matters other than those disclosed in the Notice of Annual Meeting of Stockholders, and it does not know of any business which persons, other than management, intend to present at the Annual Meeting. The proxy for the Annual Meeting confers discretionary authority on the Board of Directors to vote on any matter properly presented for consideration at the Annual Meeting if the Company did not receive written notice of the matter on or before September 19, 2018.

The Company will bear the cost of soliciting proxies. To the extent necessary, proxies may also be solicited by directors, officers and employees of the Company in person, by telephone or through other forms of communication, but such persons will not receive any additional compensation for such solicitation. In addition, the Company will supply banks, brokers, dealers and other custodians, nominees and fiduciaries with proxy materials to enable them to send a copy of such materials by mail to each beneficial owner of shares of the Company s common stock which they hold of record and will, upon request, reimburse them for their reasonable expenses in so doing.

Stockholders and other interested parties may communicate with the Chairman of the Board of Directors, the Chairman of the Audit, Compensation or Corporate Governance and Nominating Committee, or any individual director by sending a letter to the attention of the appropriate person (which may be marked as confidential) addressed to the Secretary of the Company. All communications received by the Secretary will be forwarded to the appropriate Board member. In addition, it is the policy of the Board of Directors that the Company s directors shall attend and will generally be available to take questions from stockholders at the virtual Annual Meeting of Stockholders, whenever possible. All Board members attended last year s Annual Meeting.

The Company s Annual Report, including the Form 10-K and financial statements filed by the Company with the Securities and Exchange Commission, is being made available, together with this Proxy Statement, to all stockholders entitled to vote at the Annual Meeting. However, the Annual Report is not to be considered part of this proxy solicitation material.

By Order of the Board of Directors

/s/ ERIC R. ARNESON
Eric R. Arneson, Secretary

Omaha, Nebraska
November 13, 2018

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EXHIBIT A

RECONCILIATION OF GAAP TO NON-GAAP FINANCIAL MEASURES

(Unaudited)

The non-GAAP tables below disclose the impact on net earnings and diluted earnings per share of (1) income tax expense attributed to enactment of U.S. Tax Reform, and (2) gains and losses from businesses divested and held-for-sale, severance costs and consulting fees associated with the Company s Foundation for Growth Initiative (FFG costs). Management believes adjusted net earnings and adjusted diluted earnings per share are important indicators of the Company s business performance because they exclude items that may not be indicative of, or may be unrelated to, the Company s underlying operating results, and provide a useful baseline for analyzing trends in the business. Non-GAAP measures used by the Company may differ from similar measures used by other companies, even when similar terms are used to identify such measures. These adjusted financial measures should not be considered in isolation or as a substitute for reported net earnings and diluted earnings per share. These non-GAAP financial measures reflect an additional way of viewing the Company s operations that, when viewed with the GAAP results and the following reconciliations to the corresponding GAAP financial measures, management believes provides a more complete understanding of the Company s business.

	Twelve months ended	
(in thousands, except per share amounts)	**August 31, 2018**	**Diluted earnings per share**
Net earnings - reported GAAP measure	$ 20,277	$ 1.88
Impact of U.S. Tax Reform	2,496	0.23
FFG costs (gain) - after tax	8,844	0.82
Net earnings - adjusted	$ 31,617	$ 2.94
Average shares outstanding - diluted		10,772

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