

**Douglas Dynamics, Inc.****PLOW NYSE****Industrial Machinery / Equipment**

Market Capitalization USD:

\$281.21 mm**CONCERN LEVEL: AVERAGE**

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

CEO: James L. Janik**Age: 55****CEO Since: 2004**

	2009	2010	2011
Base Salary		\$400,005	\$412,006
Discretionary Bonus		\$0	\$0
Annual Cash Incentive		\$684,868	\$485,113
Benefits and Perquisites		\$2,353	\$4,476
TOTAL ANNUAL COMPENSATION		\$1,087,226	\$901,595
Increase in Post-Retirement Benefits		\$71,009	\$134,497
Stock Option Awards		\$0	\$0
Stock Awards		\$1,611,927	\$552,497
TOTAL COMPENSATION		\$2,770,162	\$1,588,589
Median of Other Named Executive Officers Total Compensation		\$972,167	\$750,683
Value Realized on Exercise of Stock Option		\$1,158,553	\$1,647,890
Value Realized on Vesting of Stock		\$920,247	\$351,116
TOTAL REALIZED EQUITY COMPENSATION		\$2,078,800	\$1,999,006

Proxy Date: 30 Mar 2012

Annual Meeting Date: 2 May 2012

Equity Reserves: 8.30%

Stock Option Run Rate: 0.00%

Douglas Dynamics, Inc.

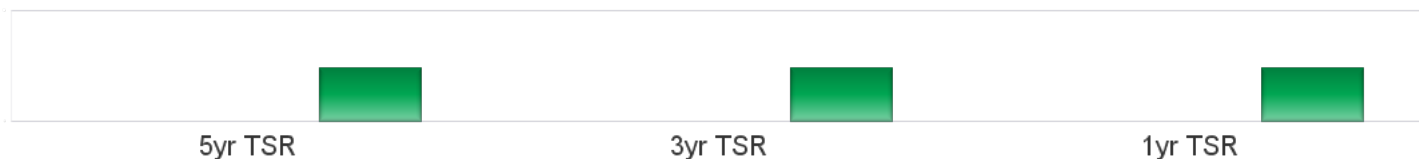
PLOW NYSE

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Performance Comparison

■ vs S&P500 ■ vs Industry ■ PLOW



Peer Comparisons (TRBC) = Industrial Machinery / Equipment

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
PLOW	Douglas Dynamics, Inc.		\$2,770,162	\$1,588,589	\$281,209,995
ROLL	RBC Bearings Incorporated	\$2,306,600	\$2,089,313		\$745,632,307
KAMN	Kaman Corporation	\$2,707,700	\$2,137,301	\$2,628,654	\$733,939,405
BGG	Briggs & Stratton Corporation	\$4,569,696	\$9,037,659		\$683,454,633
ESE	ESCO Technologies Inc.	\$2,277,481	\$2,558,452	\$2,815,094	\$678,705,985
TNC	Tennant Company	\$2,785,758	\$3,562,576	\$3,097,732	\$669,633,647
OSIS	OSI Systems, Inc.	\$3,180,243	\$4,101,135		\$657,058,336

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Arctic Cat, Inc., Polaris Industries, Inc., Briggs & Stratton Corp, Reddy Ice Holdings, Inc., Cascade Corporation, The Toro Company, Lindsay Corporation, Twin Disc, Inc., Modine Manufacturing Company

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
James D. Staley	Chairman	62	Male	2	Outside
Donald Sturdivant	Member	51	Male	2	Outside
Jack O. Peiffer	Member	78	Male	8	Outside Related
James L. Packard	Member	69	Male	2	Outside
Kenneth W. Krueger	Member	55	Male	1	Outside
Michael W. Wickham	Member	65	Male	8	Outside Related

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