

# ANNUAL MEETING OF STOCKHOLDERS OF ALAMO GROUP INC.

May 5, 2016

## PROXY VOTING INSTRUCTIONS

**INTERNET** - Access "[www.voteproxy.com](http://www.voteproxy.com)" and follow the on-screen instructions or scan the QR code with your smartphone. Have your proxy card available when you access the web page.



**TELEPHONE** - Call toll-free **1-800-PROXIES** (1-800-776-9437) in the United States or **1-718-921-8500** from foreign countries from any touch-tone telephone and follow the instructions. Have your proxy card available when you call.

Vote online/phone until 11:59 PM EST the day before the meeting.

**MAIL** - Sign, date and mail your proxy card in the envelope provided as soon as possible.

**IN PERSON** - You may vote your shares in person by attending the Annual Meeting.

**GO GREEN** - e-Consent makes it easy to go paperless. With e-Consent, you can quickly access your proxy material, statements and other eligible documents online, while reducing costs, clutter and paper waste. Enroll today via [www.amstock.com](http://www.amstock.com) to enjoy online access.

<b>COMPANY NUMBER</b>	
<b>ACCOUNT NUMBER</b>	

**NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:**  
The Notice of meeting, proxy statement, annual report and proxy card are available at [www.alamo-group.com](http://www.alamo-group.com).

↓ Please detach along perforated line and mail in the envelope provided IF you are not voting via telephone or the Internet. ↓

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**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" PROPOSALS 1, 2, 3 AND 4.**  
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE

**This proxy will be voted as directed. In the absence of such direction, the proxy will be voted "FOR" the nominees listed in Proposal 1 and "FOR" the proposals set forth in Proposal 2, Proposal 3 and Proposal 4.**

- |   | FOR                      | AGAINST                  | ABSTAIN                  |
|---|--------------------------|--------------------------|--------------------------|
| 1. Election of Directors:   |                          |                          |                          |
| Roderick R. Baty  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Robert P. Bauer   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Helen W. Cornell  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Eric P. Etchart   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| David W. Grzelak  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Gary L. Martin  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Ronald A. Robinson  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To approve an amendment to the Company's Bylaws to provide that the majority of the Company's stockholders may remove any director from office, with or without cause. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To approve amendments to the Company's Bylaws and Certificate of Incorporation to remove certain supermajority voting requirements.                                    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To ratify the Audit Committee's appointment of KPMG LLP as the Company's independent auditors for the 2016 fiscal year.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. In their discretion, act upon such other business as may properly come before the meeting.   |                          |                          |                          |

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

This proxy when properly executed will be voted in the manner directed herein by the undersigned. I plan to attend the meeting.

Signature of Stockholder  Date:  Signature of Stockholder  Date:

**Note:** Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, corporate officer, custodian, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

ANNUAL MEETING OF STOCKHOLDERS OF

ALAMO GROUP INC.

May 5, 2016

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THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" PROPOSALS 1, 2, 3 AND 4. PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE [X]

This proxy will be voted as directed. In the absence of such direction, the proxy will be voted "FOR" the nominees listed in Proposal 1 and "FOR" the proposals set forth in Proposal 2, Proposal 3 and Proposal 4.

- 1. Election of Directors: Roderick R. Baty, Robert P. Bauer, Helen W. Cornell, Eric P. Etchart, David W. Grzelak, Gary L. Martin, Ronald A. Robinson. 2. To approve an amendment to the Company's Bylaws to provide that the majority of the Company's stockholders may remove any director from office, with or without cause. 3. To approve amendments to the Company's Bylaws and Certificate of Incorporation to remove certain supermajority voting requirements. 4. To ratify the Audit Committee's appointment of KPMG LLP as the Company's independent auditors for the 2016 fiscal year. 5. In their discretion, act upon such other business as may properly come before the meeting.

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Signature of Stockholder [ ] Date: [ ] Signature of Stockholder [ ] Date: [ ]

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, corporate officer, custodian, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

□



**ALAMO GROUP INC.**

**Proxy for 2016 Annual Meeting of Stockholders**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

The undersigned hereby appoints Ronald A. Robinson or Robert H. George or any one of them, proxies or proxy with full power of substitution and revocation as to each of them, to represent the undersigned and to act and vote, with all powers which the undersigned would possess if personally present at the Annual Meeting of Stockholders of Alamo Group Inc., to be held on Thursday, May 5, 2016 at 9:00 a.m., local time, at the Hotel Contessa, 306 W. Market Street, San Antonio, Texas, on the following matters and in their discretion on any other matters which may come before the Meeting or any adjournments thereof. Receipt of Notice-Proxy Statement dated March 18, 2016 is acknowledged.

**(Continued and to be signed on the reverse side)**