

KADANT INC AGM Date: 2013-05-22

1.1 Re-elect Jonathan W. Painter

For

1.2 Re-elect William A. Rainville

Withhold

Chairman. Not independent by PIRC as he served as the company's President through August 31, 2009 and Chief Executive Officer through January 3, 2010. He has also been on the board for more than nine years. Given that the Company uses the plurality voting system, there is insufficient independence on the Board.

2 Approve Pay Structure

Oppose

The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of our opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. Disclosure can be improved. It is not clear what the cap on incentive payments are. This concern is further raised by excessive pay packages, as evidenced by the generous variable payouts in the year under review. Also, contracts allows for accelerated vesting of all outstanding equity awards on a change of control. This could potentially lead to excessive pay in such circumstances. Based upon these concerns we oppose.

3 Appoint the auditors

For