

Hillenbrand Inc.

Hillenbrand Inc., One Batesville Blvd., Batesville, 47006, operates Batesville, which sells burial caskets and other death-care products. Hillenbrand also operates a Process Equipment Group, which makes material-handling equipment and systems. In the fiscal year that ended Sept. 30, 2011, the company earned \$106.1 million, or \$1.71 a share, on revenue of \$883.4 million. That compares with net income of \$92.3 million, or \$1.49 a share, on revenue of \$749.2 million a year earlier. The company's website is www.hillenbrandinc.com, and its New York Stock Exchange ticker symbol is HI. Information for Proxy Corner was taken from Yahoo Finance and from the company's proxy statement dated Jan. 5, 2012.

VALUE	1/31/12	1/31/11
Shares of common stock outstanding	62.5 million	62.3 million
Market value of one common share	\$23.53	\$21.61
Market value of common stock	\$1.47 billion	\$1.35 billion

NOTEWORTHY CONTROL

BlackRock Inc.

Number of common shares: 4,352,676
Percentage of common shares: 6.9

The Vanguard Group Inc.

Number of common shares: 3,257,540
Percentage of common shares: 5.2

Franklin Advisory Services

Number of common shares: 4,762,614
Percentage of common shares: 7.6

EXECUTIVE COMPENSATION

	Total '11 compensation	Salary Bonus	Stock and option grants (1)	All other pay (2)	% change (3)
Kenneth Camp CEO, president	\$4,657,991	\$713,561 \$0	\$2,232,628	\$1,708,802	-15.7%
Joe Raver senior vice president	\$1,792,080	\$437,395 \$0	\$684,643	\$670,042	11.9%
Kimberly Dennis senior vice president	\$2,299,269	\$201,644 \$0	\$1,999,625	\$98,000	NA
Cynthia Lucchese chief financial officer	\$1,053,771	\$335,107 \$0	\$527,847	\$190,817	-6.7%
John Zerkle general counsel	\$977,631	\$310,295 \$0	\$485,934	\$181,402	--5.2%

(1) Grant date fair value of stock and options awards, as calculated in company's proxy statement in its grant of plan-based awards table.

(2) Includes non-equity incentive plan compensation, above-market or preferential earnings on deferred compensation and all other annual compensation.

(3) Percentage increase or decrease in executive's total compensation vs. previous year.

DIRECTORS

Edward Cloues, 64

Occupation: prior CEO of K-Tron International Inc.
Number of common shares: 6,403
Previous year: 2,045

Ray Hillenbrand, 77

Occupation: chairman of board, former senior vice president of Hillenbrand Industries Inc.
Number of common shares: 765,544
Previous year: 763,952

Helen Cornell, 53

Occupation: retired chief financial officer of Gardner Denver Inc.
Number of common shares: 1,500
Previous year: NA

F. Joseph Loughrey, 62

Occupation: retired president of Cummins Inc.
Number of common shares: 20,426
Previous year: 15,855

Edwardo Menasce, 66

Occupation: retired president of Enterprise Solutions Group of Verizon Communications
Number of common shares: 22,888
Previous year: 17,945

Kenneth Camp, 66

Occupation: president and CEO of company
Number of common shares: 1,081,212
Previous year: 1,088,331

Stuart Taylor II, 51

Occupation: CEO of The Taylor Group LLC
Number of common shares: 23,107
Previous year: 15,374

W August Hillenbrand, 71

Occupation: former CEO of company
Number of common shares: 1,138,463
Previous year: 1,190,617

Mark DeLuzio, 55

Occupation: president of Lean Horizons Consulting
Number of common shares: 26,859
Previous year: 19,229

Thomas Johnson, 61

Occupation: chairman of Johnson Consulting Group
Number of common shares: 20,391
Previous year: 15,714

James Henderson, 77

Occupation: vice chairman of board, retired CEO of Cummins Ind.
Number of common shares: 33,391
Previous year: 20,714

Neil Novich, 57

Occupation: former CEO of Ryerson Inc.
Number of common shares: 9,730
Previous year: 4,601

All officers and directors as a group (22 people) control 4,206,168 shares, or 6.6 percent, of the company's common stock. In the previous year, officers and directors (22 people) controlled 4,053,120 shares, or 6.4 percent, of the company's common stock.