

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Quarterly Period Ended January 31, 2017

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Transition Period from to

Commission File Number 1-14959

BRADY CORPORATION

(Exact name of registrant as specified in its charter)

Wisconsin
(State or other jurisdiction of
incorporation or organization)

39-0178960
(I.R.S. Employer
Identification No.)

6555 West Good Hope Road, Milwaukee, Wisconsin
(Address of principal executive offices)

53223
(Zip Code)

(414) 358-6600
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer", and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒
Non-accelerated filer ☐

Accelerated filer ☐
Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

APPLICABLE ONLY TO CORPORATE ISSUERS

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

As of February 21, 2017, there were 47,615,579 outstanding shares of Class A Nonvoting Common Stock and 3,538,628 shares of Class B Voting Common Stock. The Class B Voting Common Stock, all of which is held by affiliates of the Registrant, is the only voting stock.

FORM 10-Q
BRADY CORPORATION
INDEX

	Page
PART I. Financial Information	3
Item 1. Financial Statements (Unaudited)	3
Condensed Consolidated Balance Sheets	3
Condensed Consolidated Statements of Earnings	4
Condensed Consolidated Statements of Comprehensive Income	5
Condensed Consolidated Statements of Cash Flows	6
Notes to Condensed Consolidated Financial Statements	7
Item 2. Management’s Discussion and Analysis of Results of Operations and Financial Condition	18
Item 3. Quantitative and Qualitative Disclosures About Market Risk	27
Item 4. Controls and Procedures	27
PART II. Other Information	28
Item 6. Exhibits	28
Signatures	29

PART I. FINANCIAL INFORMATION
ITEM 1. FINANCIAL STATEMENTS
BRADY CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

(Dollars in Thousands, Unaudited)

	January 31, 2017	July 31, 2016
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 125,208	\$ 141,228
Accounts receivable—net	140,018	147,333
Inventories:		
Finished products	60,642	64,313
Work-in-process	17,029	16,678
Raw materials and supplies	19,737	18,436
Total inventories	97,408	99,427
Prepaid expenses and other current assets	19,051	19,436
Total current assets	381,685	407,424
Other assets:		
Goodwill	424,857	429,871
Other intangible assets	55,980	59,806
Deferred income taxes	27,403	27,238
Other	16,327	17,181
Property, plant and equipment:		
Cost:		
Land	7,272	5,809
Buildings and improvements	94,542	95,355
Machinery and equipment	254,688	256,549
Construction in progress	3,168	2,842
	359,670	360,555
Less accumulated depreciation	262,786	258,111
Property, plant and equipment—net	96,884	102,444
Total	\$ 1,003,136	\$ 1,043,964
LIABILITIES AND STOCKHOLDERS' INVESTMENT		
Current liabilities:		
Notes payable	\$ 5,691	\$ 4,928
Accounts payable	58,515	62,245
Wages and amounts withheld from employees	39,157	45,998
Taxes, other than income taxes	6,617	7,403
Accrued income taxes	2,011	6,136
Other current liabilities	38,210	40,017
Total current liabilities	150,201	166,727
Long-term obligations, less current maturities	157,223	211,982
Other liabilities	60,820	61,657
Total liabilities	368,244	440,366
Stockholders' investment:		
Class A nonvoting common stock—Issued 51,261,487 and 51,261,487 shares, respectively and outstanding 47,594,684 and 46,920,974 shares, respectively	513	513
Class B voting common stock—Issued and outstanding, 3,538,628 shares	35	35
Additional paid-in capital	317,587	317,001
Earnings retained in the business	480,368	453,371
Treasury stock—3,666,803 and 4,340,513 shares, respectively of Class A nonvoting common stock, at cost	(90,998)	(108,714)
Accumulated other comprehensive loss	(68,214)	(54,745)
Other	(4,399)	(3,863)
Total stockholders' investment	634,892	603,598
Total	\$ 1,003,136	\$ 1,043,964

See Notes to Condensed Consolidated Financial Statements.

BRADY CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS
(Dollars in Thousands, Except Per Share Amounts, Unaudited)

	Three months ended January 31,		Six months ended January 31,	
	2017	2016	2017	2016
Net sales	\$ 268,001	\$ 268,630	\$ 548,177	\$ 551,703
Cost of products sold	133,843	135,738	273,661	279,462
Gross margin	134,158	132,892	274,516	272,241
Operating expenses:				
Research and development	9,481	9,097	18,627	17,666
Selling, general and administrative	94,715	100,206	192,719	200,884
Total operating expenses	104,196	109,303	211,346	218,550
Operating income	29,962	23,589	63,170	53,691
Other income (expense):				
Investment and other income (expense)	596	(992)	107	(1,751)
Interest expense	(1,458)	(2,130)	(3,190)	(4,281)
Earnings before income taxes	29,100	20,467	60,087	47,659
Income tax expense	3,803	5,177	12,237	13,666
Net earnings	\$ 25,297	\$ 15,290	\$ 47,850	\$ 33,993
Net earnings per Class A Nonvoting Common Share:				
Basic	\$ 0.50	\$ 0.30	\$ 0.94	\$ 0.67
Diluted	\$ 0.49	\$ 0.30	\$ 0.93	\$ 0.67
Dividends	\$ 0.21	\$ 0.20	\$ 0.41	\$ 0.41
Net earnings per Class B Voting Common Share:				
Basic	\$ 0.50	\$ 0.30	\$ 0.93	\$ 0.65
Diluted	\$ 0.49	\$ 0.30	\$ 0.91	\$ 0.65
Dividends	\$ 0.21	\$ 0.20	\$ 0.39	\$ 0.39
Weighted average common shares outstanding (in thousands):				
Basic	51,054	50,527	50,844	50,778
Diluted	51,954	50,647	51,721	50,868

See Notes to Condensed Consolidated Financial Statements.

BRADY CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Dollars in Thousands, Unaudited)

	Three months ended January 31,		Six months ended January 31,	
	2017	2016	2017	2016
Net earnings	\$ 25,297	\$ 15,290	\$ 47,850	\$ 33,993
Other comprehensive loss:				
Foreign currency translation adjustments	(2,292)	(7,463)	(16,546)	(13,946)
Net investment hedge translation adjustments	1,426	2,671	5,448	3,542
Long-term intercompany loan translation adjustments	558	(2,396)	(279)	(3,820)
Cash flow hedges:				
Net loss recognized in other comprehensive loss	(403)	(302)	(106)	(562)
Reclassification adjustment for losses (gains) included in net earnings	10	115	415	(342)
	(393)	(187)	309	(904)
Pension and other post-retirement benefits:				
Net gain recognized in other comprehensive loss	72	—	72	—
Actuarial gain amortization	(136)	(161)	(272)	(323)
Prior service credit amortization	—	(414)	—	(1,035)
	(64)	(575)	(200)	(1,358)
Other comprehensive loss, before tax	(765)	(7,950)	(11,268)	(16,486)
Income tax expense related to items of other comprehensive loss	(535)	(979)	(2,201)	(835)
Other comprehensive loss, net of tax	(1,300)	(8,929)	(13,469)	(17,321)
Comprehensive income	<u>\$ 23,997</u>	<u>\$ 6,361</u>	<u>\$ 34,381</u>	<u>\$ 16,672</u>

See Notes to Condensed Consolidated Financial Statements.

BRADY CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Dollars in Thousands, Unaudited)

	Six months ended January 31,	
	2017	2016
Operating activities:		
Net earnings	\$ 47,850	\$ 33,993
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	14,102	17,502
Stock-based compensation expense	5,394	4,569
Deferred income taxes	(4,547)	3,338
Changes in operating assets and liabilities:		
Accounts receivable	3,407	3,204
Inventories	224	3,403
Prepaid expenses and other assets	220	(3,811)
Accounts payable and other liabilities	(9,384)	(1,618)
Income taxes	(3,932)	(2,326)
Net cash provided by operating activities	53,334	58,254
Investing activities:		
Purchases of property, plant and equipment	(7,235)	(3,928)
Other	593	2,521
Net cash used in investing activities	(6,642)	(1,407)
Financing activities:		
Payment of dividends	(20,852)	(20,425)
Proceeds from exercise of stock options	14,659	53
Purchases of treasury stock	—	(23,397)
Repayments on borrowing on credit facilities	(50,469)	(437)
Debt issuance costs	—	(803)
Income tax on equity-based compensation, and other	(640)	(1,299)
Net cash used in financing activities	(57,302)	(46,308)
Effect of exchange rate changes on cash	(5,410)	(4,833)
Net (decrease) increase in cash and cash equivalents	(16,020)	5,706
Cash and cash equivalents, beginning of period	141,228	114,492
Cash and cash equivalents, end of period	\$ 125,208	\$ 120,198

See Notes to Condensed Consolidated Financial Statements

BRADY CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
Six Months Ended January 31, 2017
(Unaudited)
(In thousands, except share and per share amounts)

NOTE A — Basis of Presentation

The condensed consolidated financial statements included herein have been prepared by Brady Corporation and subsidiaries (the "Company," "Brady," "we," or "our") without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. In the opinion of the Company, the foregoing statements contain all adjustments, consisting only of normal recurring adjustments necessary to present fairly the financial position of the Company as of January 31, 2017 and July 31, 2016, its results of operations and comprehensive income for the three and six months ended January 31, 2017 and 2016, and cash flows for the six months ended January 31, 2017 and 2016. The consolidated balance sheet as of July 31, 2016 has been derived from the audited consolidated financial statements as of that date. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP") requires management to make estimates and assumptions that affect the reported amounts therein. Due to the inherent uncertainty involved in making estimates, actual results in future periods may differ from the estimates.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been omitted pursuant to rules and regulations of the Securities and Exchange Commission. Accordingly, the condensed consolidated financial statements do not include all of the information and footnotes required by GAAP for complete financial statement presentation. It is suggested that these condensed consolidated financial statements be read in conjunction with the consolidated financial statements and the notes thereto included in the Company's annual report on Form 10-K for the year ended July 31, 2016.

NOTE B — Goodwill and Other Intangible Assets

Changes in the carrying amount of goodwill for the six months ended January 31, 2017, were as follows:

	IDS	WPS	Total
Balance as of July 31, 2016	\$ 384,529	\$ 45,342	\$ 429,871
Translation adjustments	(4,751)	(263)	(5,014)
Realignment of businesses between segments	2,490	(2,490)	—
Balance as of January 31, 2017	\$ 382,268	\$ 42,589	\$ 424,857

Goodwill at January 31, 2017 and July 31, 2016, included \$118,637 and \$209,392 of accumulated impairment losses within the Identification Solutions ("IDS") and Workplace Safety ("WPS") segments, respectively, for a total of \$328,029. There were no impairment charges recorded during the six months ended January 31, 2017.

As further discussed in Note E - Segment Information, the Company realigned certain businesses between the WPS and IDS reportable segments effective August 1, 2016. In accordance with ASC 350, "Intangibles - Goodwill and Other," the Company completed a relative fair value calculation of the businesses that were realigned and moved the corresponding goodwill balance of \$2,490 between the two reportable segments.

Other intangible assets include patents, trademarks, customer relationships, non-compete agreements and other intangible assets with finite lives being amortized in accordance with the accounting guidance for other intangible assets. The Company also has unamortized indefinite-lived trademarks that are classified as other intangible assets. The net book value of these assets was as follows:

	January 31, 2017				July 31, 2016			
	Weighted Average Amortization Period (Years)	Gross Carrying Amount	Accumulated Amortization	Net Book Value	Weighted Average Amortization Period (Years)	Gross Carrying Amount	Accumulated Amortization	Net Book Value
Amortized other intangible assets:								
Patents	5	\$ 12,283	\$ (11,278)	\$ 1,005	5	\$ 12,252	\$ (11,063)	\$ 1,189
Trademarks and other	5	14,252	(13,720)	532	5	14,359	(13,709)	650
Customer relationships	7	134,209	(102,539)	31,670	7	135,795	(100,830)	34,965
Non-compete agreements and other	4	9,118	(9,118)	—	4	9,153	(9,142)	11
Unamortized other intangible assets:								
Trademarks	N/A	22,773	—	22,773	N/A	22,991	—	22,991
Total		<u>\$ 192,635</u>	<u>\$ (136,655)</u>	<u>\$ 55,980</u>		<u>\$ 194,550</u>	<u>\$ (134,744)</u>	<u>\$ 59,806</u>

The decrease in the gross carrying amount of other intangible assets as of January 31, 2017, compared to July 31, 2016, was due to the effect of currency fluctuations during the six-month period.

The gross carrying amount of goodwill and other intangible assets in the condensed consolidated balance sheet at January 31, 2017 differs from the value assigned to them in the original allocation of purchase price due to impairments and the effect of currency fluctuations between the date of acquisition and January 31, 2017.

Amortization expense on intangible assets was \$1,688 and \$2,595 for the three months ended January 31, 2017 and 2016, respectively, and \$3,583 and \$5,228 for the six months ended January 31, 2017 and 2016, respectively. The amortization over each of the next five fiscal years is projected to be \$7,356, \$6,680, \$6,412, \$5,909 and \$5,864 for the fiscal years ending July 31, 2017, 2018, 2019, 2020 and 2021, respectively.

NOTE C — Other Comprehensive Loss

Other comprehensive loss consists of foreign currency translation adjustments, unrealized gains and losses from cash flow hedges and net investment hedges, and the unamortized gain on post-retirement plans, net of their related tax effects.

The following table illustrates the changes in the balances of each component of accumulated other comprehensive loss, net of tax, for the six months ended January 31, 2017:

	Unrealized loss on cash flow hedges	Unamortized gain on post-retirement plans	Foreign currency translation adjustments	Accumulated other comprehensive loss
Beginning balance, July 31, 2016	\$ (857)	\$ 2,236	\$ (56,124)	\$ (54,745)
Other comprehensive loss before reclassification	(80)	72	(13,442)	(13,450)
Amounts reclassified from accumulated other comprehensive loss	253	(272)	—	(19)
Ending balance, January 31, 2017	<u>\$ (684)</u>	<u>\$ 2,036</u>	<u>\$ (69,566)</u>	<u>\$ (68,214)</u>

The increase in accumulated other comprehensive loss as of January 31, 2017, compared to July 31, 2016, was primarily due to the appreciation of the U.S. dollar against certain other currencies during the six month period. The foreign currency translation adjustments column in the table above includes the impact of foreign currency translation, foreign currency translation on intercompany notes, and the settlements of net investment hedges, net of tax. Of the total \$19 in amounts reclassified from accumulated other comprehensive loss, the \$253 loss on cash flow hedges was reclassified into cost of products sold, and the \$272 gain on post-retirement plans was reclassified into selling, general and administrative expenses ("SG&A") on the condensed consolidated statement of earnings for the six months ended January 31, 2017.

The changes in accumulated other comprehensive loss by component, net of tax, for the six months ended January 31, 2016, were as follows:

	Unrealized gain (loss) on cash flow hedges	Unamortized gain on post-retirement plans	Foreign currency translation adjustments	Accumulated other comprehensive loss
Beginning balance, July 31, 2015	\$ 9	\$ 3,438	\$ (48,481)	\$ (45,034)
Other comprehensive loss before reclassification	(141)	—	(15,613)	(15,754)
Amounts reclassified from accumulated other comprehensive loss	(209)	(1,358)	—	(1,567)
Ending balance, January 31, 2016	<u>\$ (341)</u>	<u>\$ 2,080</u>	<u>\$ (64,094)</u>	<u>\$ (62,355)</u>

The increase in accumulated other comprehensive loss as of January 31, 2016, compared to July 31, 2015, was primarily due the appreciation of the U.S. dollar against certain other currencies during the six-month period. The foreign currency translation adjustments column in the table above includes the impact of foreign currency translation, foreign currency translation on intercompany notes, and the settlements of net investment hedges, net of tax. Of the total \$1,567 in amounts reclassified from accumulated other comprehensive loss, the \$209 gain on cash flow hedges was reclassified into cost of products sold, and the \$1,358 gain on post-retirement plans was reclassified into SG&A on the condensed consolidated statement of earnings for the six months ended January 31, 2016.

The following table illustrates the income tax expense on the components of other comprehensive loss for the three and six months ended January 31, 2017 and 2016:

	Three months ended January 31,		Six months ended January 31,	
	2017	2016	2017	2016
Income tax expense related to items of other comprehensive loss:				
Net investment hedge translation adjustments	\$ (556)	\$ (1,042)	\$ (2,125)	\$ (1,381)
Cash flow hedges	(8)	56	(137)	554
Other income tax adjustments and currency translation	29	7	61	(8)
Income tax expense related to items of other comprehensive loss	<u>\$ (535)</u>	<u>\$ (979)</u>	<u>\$ (2,201)</u>	<u>\$ (835)</u>

NOTE D — Net Earnings per Common Share

Reconciliations of the numerator and denominator of the basic and diluted per share computations for the Company's Class A and Class B common stock are summarized as follows:

	Three months ended January 31,		Six months ended January 31,	
	2017	2016	2017	2016
Numerator: (in thousands)				
Earnings (Numerator for basic and diluted Class A Nonvoting Common Share)	\$ 25,297	\$ 15,290	\$ 47,850	\$ 33,993
Less:				
Preferential dividends	—	—	(788)	(783)
Preferential dividends on dilutive stock options	—	—	(14)	(1)
Numerator for basic and diluted earnings per Class B Voting Common Share	\$ 25,297	\$ 15,290	\$ 47,048	\$ 33,209
Denominator: (in thousands)				
Denominator for basic earnings per share for both Class A and Class B	\$ 51,054	\$ 50,527	\$ 50,844	\$ 50,778
Plus: Effect of dilutive stock options and restricted stock units	900	120	877	90
Denominator for diluted earnings per share for both Class A and Class B	\$ 51,954	\$ 50,647	\$ 51,721	\$ 50,868
Net earnings per Class A Nonvoting Common Share:				
Basic	\$ 0.50	\$ 0.30	\$ 0.94	\$ 0.67
Diluted	\$ 0.49	\$ 0.30	\$ 0.93	\$ 0.67
Net earnings per Class B Voting Common Share:				
Basic	\$ 0.50	\$ 0.30	\$ 0.93	\$ 0.65
Diluted	\$ 0.49	\$ 0.30	\$ 0.91	\$ 0.65

Options to purchase 768,617 and 3,923,000 shares of Class A Nonvoting Common Stock for the three months ended January 31, 2017 and 2016, respectively, and 770,010 and 4,048,000 shares for the six months ended January 31, 2017 and 2016, respectively, were not included in the computation of diluted net earnings or loss per share because the option exercise price was greater than the average market price of the common shares and, therefore, the effect would have been anti-dilutive.

NOTE E — Segment Information

The Company is organized and managed on a global basis within three operating segments, Identification Solutions ("IDS"), Workplace Safety ("WPS"), and People Identification ("People ID"), which aggregate into two reportable segments that are organized around businesses with consistent products and services: IDS and WPS. The Identification Solutions and People ID operating segments aggregate into the IDS reporting segment, while the WPS reporting segment is comprised solely of the Workplace Safety operating segment.

Effective August 1, 2016, the Company changed its internal measure of segment profit and loss that is reported to the chief operating decision maker for purposes of making decisions about allocating resources to the segment and assessing its performance. Prior to August 1, 2016, certain administrative costs were excluded from the measure of segment profit and loss. Effective August 1, 2016, a portion of these administrative costs have been included within the IDS and WPS segments, which includes the cost of finance, information technology, human resources, and certain other administrative costs. Interest expense, investment and other income (expense), income taxes, and certain corporate administrative expenses continue to be excluded when evaluating segment performance.

Also effective August 1, 2016, the Company realigned certain businesses between the WPS and IDS reportable segments, resulting in increased revenues and segment profit in the IDS segment and equal and offsetting declines in revenues and segment profit in the WPS segment. The Company's accompanying segment information has been restated to reflect the change in measurement of segment profit and loss and the realignment of businesses.

The following is a summary of segment information for the three and six months ended January 31, 2017 and 2016:

	Three months ended January 31,		Six months ended January 31,	
	2017	2016	2017	2016
Sales to External Customers				
ID Solutions	\$ 190,962	\$ 189,780	\$ 392,226	\$ 390,800
Workplace Safety	77,039	78,850	155,951	160,903
Total Company	<u>\$ 268,001</u>	<u>\$ 268,630</u>	<u>\$ 548,177</u>	<u>\$ 551,703</u>
Segment Profit				
ID Solutions	\$ 28,961	\$ 23,056	\$ 62,035	\$ 48,487
Workplace Safety	6,059	6,296	12,504	15,678
Total Company	<u>\$ 35,020</u>	<u>\$ 29,352</u>	<u>\$ 74,539</u>	<u>\$ 64,165</u>

The following is a reconciliation of segment profit to earnings before income taxes for the three and six months ended January 31, 2017 and 2016:

	Three months ended January 31,		Six months ended January 31,	
	2017	2016	2017	2016
Total profit from reportable segments	\$ 35,020	\$ 29,352	\$ 74,539	\$ 64,165
Unallocated amounts:				
Administrative costs	(5,058)	(5,763)	(11,369)	(10,474)
Investment and other income (expense)	596	(992)	107	(1,751)
Interest expense	(1,458)	(2,130)	(3,190)	(4,281)
Earnings before income taxes	<u>\$ 29,100</u>	<u>\$ 20,467</u>	<u>\$ 60,087</u>	<u>\$ 47,659</u>

NOTE F – Stock-Based Compensation

The Company has an incentive stock plan under which the Board of Directors may grant nonqualified stock options to purchase shares of Class A Nonvoting Common Stock, restricted stock units ("RSUs"), or restricted and unrestricted shares of Class A Nonvoting Common Stock to employees and non-employee directors. Certain awards may be subject to pre-established performance goals.

The options issued under the plan have an exercise price equal to the fair market value of the underlying stock at the date of grant and generally vest over a three-year service period, with one-third becoming exercisable one year after the grant date and one-third additional in each of the succeeding two years. Options issued under the plan, referred to herein as "service-based" stock options, generally expire 10 years from the date of grant.

Restricted and unrestricted shares and RSUs issued under the plan have a grant date fair value equal to the fair market value of the underlying stock at the date of grant. Shares issued under the plan are referred to herein as either "service-based" or "performance-based" restricted shares and RSUs. The service-based RSUs granted under the plan generally vest over a three-year service period, with one-third becoming exercisable one year after the grant date and one-third additional in each of the succeeding two years. The performance-based RSUs granted under the plan generally vest at the end of a three-year service period provided specified company financial performance metrics are met.

As of January 31, 2017, the Company has reserved 3,784,771 shares of Class A Nonvoting Common Stock for outstanding stock options, RSUs, and restricted shares and 4,477,197 shares of Class A Nonvoting Common Stock remain for future issuance of stock options, RSUs, and restricted and unrestricted shares under the plan. The Company uses treasury stock or will issue new Class A Nonvoting Common Stock to deliver shares under the plan.

The Company recognizes the compensation cost of all share-based awards at the time it is deemed probable the award will vest. This cost is recognized on a straight-line basis over the vesting period of the award. If it is determined that it is unlikely the award will vest, the expense recognized to date for the award is reversed in the period in which this is evident and the remaining expense is not recorded. Total stock-based compensation expense recognized by the Company during the three months ended January 31, 2017 and 2016, was \$2,238 (\$1,387 net of taxes) and \$1,973 (\$1,223 net of taxes), respectively. Expense recognized during the six months ended January 31, 2017 and 2016, was \$5,394 (\$3,344 net of taxes) and \$4,569 (\$2,833 net of taxes), respectively.

As of January 31, 2017, total unrecognized compensation cost related to stock-based compensation awards was \$17,455 pre-tax, net of estimated forfeitures, which the Company expects to recognize over a weighted-average period of 2.3 years.

The Company has estimated the grant date fair value of its service-based stock option awards granted during the six months ended January 31, 2017 and 2016, using the Black-Scholes option valuation model. The weighted-average assumptions used in the Black-Scholes valuation model are reflected in the following table:

Black-Scholes Option Valuation Assumptions	Six months ended January 31,	
	2017	2016
Expected term (in years)	6.11	6.11
Expected volatility	29.43%	29.95%
Expected dividend yield	2.70%	2.59%
Risk-free interest rate	1.26%	1.64%
Weighted-average market value of underlying stock at grant date	\$ 35.13	\$ 20.02
Weighted-average exercise price	\$ 35.13	\$ 20.02
Weighted-average fair value of options granted during the period	\$ 7.56	\$ 4.58

The Company uses historical data regarding stock option exercise behaviors to estimate the expected term of options granted based on the period of time that options granted are expected to be outstanding. Expected volatilities are based on the historical volatility of the Company's stock. The expected dividend yield is based on the Company's historical dividend payments and historical yield. The risk-free interest rate is based on the U.S. Treasury yield curve in effect on the grant date for the length of time corresponding to the expected term of the option. The market value is calculated as the average of the high and the low stock price on the date of the grant.

A summary of stock option activity under the Company's share-based compensation plans for the six months ended January 31, 2017, is presented below:

Options	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding at July 31, 2016	3,714,039	\$ 27.34		
New grants	378,015	35.13		
Exercised	(699,866)	26.65		
Forfeited or expired	(292,529)	35.55		
Outstanding at January 31, 2017	3,099,659	\$ 27.67	6.2	\$ 26,084,674
Exercisable at January 31, 2017	2,037,018	\$ 28.67	4.7	\$ 15,296,818

There were 2,037,018 and 2,723,184 options exercisable with a weighted average exercise price of \$28.67 and \$30.00 at January 31, 2017 and 2016, respectively. The total intrinsic value of options exercised during the six months ended January 31, 2017 and 2016, based upon the average market price at the time of exercise during the period, was \$6,719 and \$7, respectively. The total fair value of stock options vested during the six months ended January 31, 2017 and 2016, was \$2,890 and \$3,131, respectively.

The cash received from the exercise of options during the three months ended January 31, 2017 and 2016, was \$5,846 and \$53, respectively. The cash received from the exercise of options during the six months ended January 31, 2017, and 2016 was \$14,659 and \$53, respectively. The tax benefit on options exercised during the three months ended January 31, 2017 and 2016, was \$353 and \$3, respectively. The tax benefit on options exercised during the six months ended January 31, 2017 and 2016, was \$1,453 and \$3, respectively.

The following table summarizes the RSU activity under the Company's share-based compensation plans for the six months ended January 31, 2017:

Service-Based RSUs	Shares	Weighted Average Grant Date Fair Value
Outstanding at July 31, 2016	678,381	\$ 23.57
New grants	93,161	35.12
Vested	(109,687)	22.60
Forfeited	(34,949)	24.33
Outstanding at January 31, 2017	626,906	\$ 25.41

The service-based RSUs granted during the six months ended January 31, 2016, had a weighted-average grant date fair value of \$20.07. The total fair value of service-based RSUs vested during the six months ended January 31, 2017 and 2016, was \$3,853 and \$1,471, respectively.

Performance-Based RSUs	Shares	Weighted Average Grant Date Fair Value
Outstanding at July 31, 2016	—	\$ —
New grants	58,206	32.03
Vested	—	—
Forfeited	—	—
Outstanding at January 31, 2017	58,206	\$ 32.03

No performance-based RSUs were granted during the six months ended January 31, 2016. The aggregate intrinsic value of unvested service-based and performance-based RSUs outstanding at January 31, 2017, and expected to vest, was \$24,904.

NOTE G — Fair Value Measurements

In accordance with fair value accounting guidance, the Company's assets and liabilities measured at fair market value are classified in one of the following categories:

Level 1 — Assets or liabilities for which fair value is based on unadjusted quoted prices in active markets for identical instruments that are accessible as of the reporting date.

Level 2 — Assets or liabilities for which fair value is based on other significant pricing inputs that are either directly or indirectly observable.

Level 3 — Assets or liabilities for which fair value is based on significant unobservable pricing inputs to the extent little or no market data is available, which result in the use of management's own assumptions.

The following tables set forth by level within the fair value hierarchy our financial assets and liabilities that were accounted for at fair value on a recurring basis at January 31, 2017 and July 31, 2016, according to the valuation techniques the Company used to determine their fair values.

	Inputs Considered As		Fair Values	Balance Sheet Classifications
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)		
January 31, 2017				
Trading securities	\$ 13,254	\$ —	\$ 13,254	Other assets
Foreign exchange contracts	—	427	427	Prepaid expenses and other current assets
Total Assets	\$ 13,254	\$ 427	\$ 13,681	
Foreign exchange contracts	\$ —	\$ 941	\$ 941	Other current liabilities
Total Liabilities	\$ —	\$ 941	\$ 941	
July 31, 2016				
Trading securities	\$ 13,834	\$ —	\$ 13,834	Other assets
Foreign exchange contracts	—	2,138	2,138	Prepaid expenses and other current assets
Total Assets	\$ 13,834	\$ 2,138	\$ 15,972	
Foreign exchange contracts	\$ —	\$ 738	\$ 738	Other current liabilities
Total Liabilities	\$ —	\$ 738	\$ 738	

The following methods and assumptions were used to estimate the fair value of each class of financial instrument:

Trading securities: The Company's deferred compensation investments consist of investments in mutual funds. These investments were classified as Level 1 as the shares of these investments trade with sufficient frequency and volume to enable us to obtain pricing information on an ongoing basis.

Foreign exchange contracts: The Company's foreign exchange contracts were classified as Level 2 as the fair value was based on the present value of the future cash flows using external models that use observable inputs, such as interest rates, yield curves and foreign exchange rates. See Note H, "Derivatives and Hedging Activities," for additional information.

There have been no transfers of assets or liabilities between the fair value hierarchy levels outlined above during the six months ended January 31, 2017. In addition, the Company had no significant measurements of assets or liabilities at fair value on a nonrecurring basis subsequent to their initial recognition during the six months ended January 31, 2017.

The Company's financial instruments, other than those presented in the disclosures above, include cash and cash equivalents, accounts receivable, notes payable, accounts payable, and other liabilities. The fair values of these financial instruments approximated carrying values because of their short-term nature.

The estimated fair value of the Company's short-term and long-term debt obligations, excluding notes payable, based on the quoted market prices for similar issues and on the current rates offered for debt of similar maturities was \$162,711 and \$218,977 at January 31, 2017 and July 31, 2016, respectively, as compared to the carrying value of \$157,223 and \$211,982 at January 31, 2017 and July 31, 2016, respectively.

NOTE H — Derivatives and Hedging Activities

The Company utilizes forward foreign exchange currency contracts to reduce the exchange rate risk of specific foreign currency denominated transactions. These contracts typically require the exchange of a foreign currency for U.S. dollars at a fixed rate at a future date, with maturities of less than 18 months, which qualify as cash flow hedges or net investment hedges under the accounting guidance for derivative instruments and hedging activities. The primary objective of the Company's foreign currency exchange risk management program is to minimize the impact of currency movements due to transactions in other than the respective subsidiaries' functional currency and to minimize the impact of currency movements on the Company's net investment denominated in a currency other than the U.S. dollar. To achieve this objective, the Company hedges a portion of known exposures using forward foreign exchange currency contracts. As of January 31, 2017 and July 31, 2016, the notional amount of outstanding forward exchange contracts was \$104,540 and \$186,093, respectively.

The Company hedges a portion of known exposures using forward exchange contracts. Main exposures are related to transactions denominated in the British Pound, the Euro, Canadian Dollar, Australian Dollar, Mexican Peso, and Singapore Dollar. Generally, these risk management transactions will involve the use of foreign currency derivatives to minimize the impact of currency movements on non-functional currency transactions.

Hedge effectiveness is determined by how closely the changes in fair value of the hedging instrument offset the changes in the fair value or cash flows of the hedged item. Hedge accounting is permitted only if the hedging relationship is expected to be highly effective at the inception of the hedge and on an on-going basis. Gains or losses on the derivative related to hedge ineffectiveness are recognized in current earnings.

Cash Flow Hedges

The Company has designated a portion of its foreign exchange contracts as cash flow hedges and recorded these contracts at fair value on the condensed consolidated balance sheets. For these instruments, the effective portion of the gain or loss on the derivative is reported as a component of OCI and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings. As of January 31, 2017 and 2016, unrealized losses of \$451 and \$608 have been included in OCI, respectively. Balances are reclassified from OCI to earnings when the hedged transactions impact earnings. For the three months ended January 31, 2017 and 2016, the Company reclassified losses of \$10 and \$115 from OCI into earnings, respectively. For the six months ended January 31, 2017 and 2016, the Company reclassified losses of \$415 and gains of \$342 from OCI into earnings, respectively. At January 31, 2017, the U.S. dollar equivalent of these outstanding forward foreign exchange contracts totaled \$17,284, including contracts to sell Euros, Canadian Dollars, Australian Dollars, and U.S. Dollars.

Net Investment Hedges

The Company has also designated intercompany and third party foreign currency denominated debt instruments as net investment hedges. At January 31, 2017, the Company designated £25,036 of intercompany loans as net investment hedges to hedge portions of its net investment in British foreign operations. On May 13, 2010, the Company completed the private placement of €75 million aggregate principal amount of senior unsecured notes to accredited institutional investors. This Euro-denominated debt obligation was designated as a net investment hedge to selectively hedge portions of its net investment in European operations. The Company's foreign denominated debt obligations are valued under a market approach using publicized spot prices.

Non-Designated Hedges

For the three and six months ended January 31, 2017, the Company recognized losses of \$3,313 and \$5,046 respectively, in "Investment and other income" on the condensed consolidated statements of earnings related to non-designated hedges. For the three and six months ended January 31, 2016, the Company recognized losses of \$100 and gains of \$513, respectively.

Fair values of derivative instruments in the condensed consolidated balance sheets were as follows:

	Asset Derivatives				Liability Derivatives			
	January 31, 2017		July 31, 2016		January 31, 2017		July 31, 2016	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Derivatives designated as hedging instruments								
Cash flow hedges								
Foreign exchange contracts	Prepaid expenses and other current assets	\$ 425	Prepaid expenses and other current assets	\$ 265	Other current liabilities	\$ 803	Other current liabilities	\$ 670
Net investment hedges								
Foreign currency denominated debt	Prepaid expenses and other current assets	—	Prepaid expenses and other current assets	—	Long term obligations, less current maturities	111,440	Long term obligations, less current maturities	116,888
Total derivatives designated as hedging instruments		\$ 425		\$ 265		\$ 112,243		\$ 117,558
Derivatives not designated as hedging instruments								
Foreign exchange contracts	Prepaid expenses and other current assets	\$ 2	Prepaid expenses and other current assets	\$ 1,873	Other current liabilities	\$ 138	Other current liabilities	\$ 68
Total derivatives not designated as hedging instruments		\$ 2		\$ 1,873		\$ 138		\$ 68

NOTE I — Income Taxes

During the three months ended January 31, 2017, the Company recorded a \$5,908 tax benefit for the repatriation of \$126,948 of cash. This non-cash tax benefit was primarily due to foreign tax credits generated as a result of the cash repatriation that occurred during the three months ended January 31, 2017.

NOTE J — New Accounting Pronouncements

In February 2016, the FASB issued ASU 2016-02, "Leases," which replaces the current lease accounting standard. The update will require, among other items, lessees to recognize the assets and liabilities that arise from most leases on the balance sheet. This guidance is effective for annual periods beginning after December 15, 2018, and interim periods within those annual periods. The ASU must be adopted using a modified retrospective approach and early adoption is permitted. The Company is currently evaluating the impact of this update on its consolidated financial statements.

In May 2014, the FASB issued ASU 2014-09, "Revenue from Contracts with Customers," which eliminates the transaction-and industry-specific revenue recognition guidance under current GAAP and replaces it with a principles-based approach for determining revenue recognition. The new guidance requires revenue recognition when control of the goods or services transfers to the customer, replacing the existing guidance which requires revenue recognition when the risks and rewards transfer to the customer. Under the new guidance, companies should recognize revenues in amounts that reflect the payment to which a company expects to be entitled in exchange for those goods or services.

ASU 2014-09 (and related updates) is effective for interim and annual periods beginning after December 15, 2017, and interim periods within those annual periods, with early adoption permitted for annual periods beginning after December 15, 2016. The Company intends to adopt this standard beginning August 1, 2018. Entities have the option of using either a full retrospective or a modified retrospective approach for the adoption of the standard. The Company is currently assessing the new guidance and whether to adopt using a full retrospective or a modified retrospective approach. Management will conduct surveys of its various business units and analyze contracts and agreements during fiscal 2017 to ensure that all components of the new guidance are appropriately considered for the impact on its consolidated financial statements and disclosures upon adoption.

NOTE K — Subsequent Events

On February 22, 2017, the Board of Directors declared a quarterly cash dividend to shareholders of the Company's Class A and Class B Common Stock of \$0.2050 per share payable on April 28, 2017, to shareholders of record at the close of business on April 7, 2017.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL CONDITION

Overview

Brady Corporation is a global manufacturer and supplier of identification solutions and workplace safety products that identify and protect premises, products and people. The IDS segment is primarily involved in the design, manufacture, and distribution of high-performance and innovative identification and healthcare products. The WPS segment provides workplace safety and compliance products, half of which are internally manufactured and half are externally sourced. Approximately 45% of our total sales are derived outside of the United States. Foreign sales within the IDS and WPS segments are approximately 40% and 70%, respectively.

The ability to provide customers with a vast array of proprietary, customized and diverse products for use in various applications across multiple customers and geographies, along with a commitment to quality and service, have made Brady a leader in many of its markets. The long-term sales growth and profitability of our segments will depend not only on improved demand in end markets and the overall economic environment, but also on our ability to continuously improve operational excellence, focus on the customer, develop and market innovative new products, and to advance our digital capabilities. In our IDS business, our strategy for growth includes an increased focus on key customers, industries and products and improving the efficiency and effectiveness of the research and development ("R&D") function. In our WPS business, our strategy for growth includes a focus on workplace safety critical industries, innovative new product offerings, and increased investment in digital capabilities.

The Company is targeting the following key initiatives in fiscal 2017:

- Enhancing our innovation development process and the speed to deliver high-value, innovative products that align with our target markets.
- Driving operational excellence and providing our customers with the highest level of customer service.
- Performing comprehensive product reviews to optimize our product offerings.
- Expanding our digital presence with a heightened focus on mobile technologies.
- Growing through focused sales and marketing efforts in selected vertical markets and strategic accounts.
- Enhancing our global employee development process to attract and retain key talent.

Results of Operations

A comparison of results of operating income for the three and six months ended January 31, 2017 and 2016, is as follows:

(Dollars in thousands)	Three months ended January 31,				Six months ended January 31,			
	2017	% Sales	2016	% Sales	2017	% Sales	2016	% Sales
Net Sales	\$ 268,001		\$ 268,630		\$ 548,177		\$ 551,703	
Gross Margin	134,158	50.1%	132,892	49.5%	274,516	50.1%	272,241	49.3%
Operating Expenses:								
Research and Development	9,481	3.5%	9,097	3.4%	18,627	3.4%	17,666	3.2%
Selling, General and Administrative	94,715	35.3%	100,206	37.3%	192,719	35.2%	200,884	36.4%
Total operating expenses	104,196	38.9%	109,303	40.7%	211,346	38.6%	218,550	39.6%
Operating Income	\$ 29,962	11.2%	\$ 23,589	8.8%	\$ 63,170	11.5%	\$ 53,691	9.7%

References in this Form 10-Q to "organic sales" refer to sales calculated in accordance with U.S. GAAP, excluding the impact of foreign currency translation. The Company's organic sales disclosures exclude the effects of foreign currency translation as foreign currency translation is subject to volatility that can obscure underlying business trends. Management believes that the non-GAAP financial measure of organic sales is meaningful to investors as it provides them with useful information to aid in identifying underlying sales trends in our businesses and facilitating comparisons of our sales performance with prior periods.

Sales for the three months ended January 31, 2017, decreased 0.2% to \$268.0 million, compared to \$268.6 million in the same period of the prior year, which consisted of organic sales growth of 1.3% and a negative currency impact of 1.5% due to the strengthening of the U.S. Dollar against certain other currencies as compared to the same period in the prior year. Organic sales grew 1.9% in the IDS segment and declined 0.2% in the WPS segment during the three months ended January 31, 2017, compared to the same period in the prior year. The IDS segment realized sales growth in the Product ID, Wire ID, and Safety and Facility ID product lines, partially offset by a decline in the Product ID product line while the Healthcare ID product line was essentially flat compared to the prior year. Catalog sales in the WPS segment declined, but were partially offset by sales growth in the digital channel.

Sales for the six months ended January 31, 2017, decreased 0.6% to \$548.2 million, compared to \$551.7 million in the same period of the prior year, which consisted of a organic sales growth of 0.5% and a negative currency impact of 1.1%. Organic sales grew 1.3% in the IDS segment and declined 1.3% in the WPS segment during the six months ended January 31, 2017, compared to the same period in the prior year. The IDS segment realized sales growth in the Healthcare ID, Product ID, and Wire ID product lines, partially offset by sales declines in the Safety and Facility ID product line. Catalog sales in the WPS segment declined, but were partially offset by sales growth in the digital channel.

Gross margin for the three months ended January 31, 2017, increased 1.0% to \$134.2 million, compared to \$132.9 million in the same period of the prior year, and increased 0.8% to \$274.5 million for the six months ended January 31, 2017, compared to \$272.2 million in the same period of the prior year. As a percentage of sales, gross margin increased to 50.1% for the three months ended January 31, 2017 from 49.5% in the same period of the prior year, and increased to 50.1% for the six months ended January 31, 2017, from 49.3% in the same period of the prior year. The increases in gross margin in both the three and six month periods were primarily due to our on-going efforts to streamline manufacturing processes and drive operational efficiencies in manufacturing facilities. These efforts resulted in reduced material, supplies and labor costs as well as improvements in excess inventory and scrap charges compared to the same periods in the prior year.

R&D expenses for the three months ended January 31, 2017, increased 4.2% to \$9.5 million, compared to \$9.1 million in the same period of the prior year, and increased 5.4% to \$18.6 million for the six months ended January 31, 2017, compared to \$17.7 million in the same period of the prior year. The increases in both the three and six month periods were due to the hiring of engineers as well as increased spending on printing and software solutions projects within our IDS businesses.

Selling, general and administrative expenses ("SG&A") include selling costs directly attributed to the IDS and WPS segments, as well as certain other expenses including finance, information technology, human resources, and other administrative expenses. SG&A decreased 5.5% to \$94.7 million for the three months ended January 31, 2017, and 4.1% to \$192.7 million for the six months ended January 31, 2017, compared to \$100.2 million and \$200.9 million in the same periods of the prior year, respectively. The declines in both the three and six month periods were primarily due to reduced selling expenses, due to efficiency gains, and continued efforts to control general and administrative costs, which were partially offset by increases in incentive-based compensation.

Operating income was \$30.0 million during the three months ended January 31, 2017, compared to \$23.6 million for the three months ended January 31, 2016. Operating income was \$63.2 million during the six months ended January 31, 2017, compared to \$53.7 million for the six months ended January 31, 2016. The increase was primarily due to increased gross margins in the IDS segment and reduced selling, general and administrative expenses in both the IDS and WPS segments. The increase in operating income compared to the same period in the prior year was partially offset by the negative impact of foreign currency fluctuations and increased R&D expense in 2017.

OPERATING INCOME TO NET EARNINGS

(Dollars in thousands)	Three months ended January 31,				Six months ended January 31,			
	2017	% Sales	2016	% Sales	2017	% Sales	2016	% Sales
Operating income	\$ 29,962	11.2 %	\$ 23,589	8.8 %	\$ 63,170	11.5 %	\$ 53,691	9.7 %
Other income (expense):								
Investment and other income (expense)	596	0.2 %	(992)	(0.4)%	107	— %	(1,751)	(0.3)%
Interest expense	(1,458)	(0.5)%	(2,130)	(0.8)%	(3,190)	(0.6)%	(4,281)	(0.8)%
Earnings before income tax	29,100	10.9 %	20,467	7.6 %	60,087	11.0 %	47,659	8.6 %
Income tax expense	3,803	1.4 %	5,177	1.9 %	12,237	2.2 %	13,666	2.5 %
Net earnings	<u>\$ 25,297</u>	<u>9.4 %</u>	<u>\$ 15,290</u>	<u>5.7 %</u>	<u>\$ 47,850</u>	<u>8.7 %</u>	<u>\$ 33,993</u>	<u>6.2 %</u>

Investment and other income was \$0.6 million for the three months ended January 31, 2017, and was \$0.1 million for the six months ended January 31, 2017, compared to investment and other expense of \$1.0 million and \$1.8 million in the same periods of the prior year, respectively. These changes during the three and six month periods were primarily due to reduced foreign currency losses and an increase in market value of securities held in executive deferred compensation plans.

Interest expense decreased to \$1.5 million from \$2.1 million for the three months, and decreased to \$3.2 million from \$4.3 million for the six months ended January 31, 2017, compared to the same periods in the prior year. For both the three and six month periods, the decrease was due to a reduction in the Company's outstanding debt balances.

The Company's income tax rate was 13.1% for the three months ended January 31, 2017, compared to 25.3% for the same period in the prior year. The income tax rate was 20.4% for the six months ended January 31, 2017, compared to 28.7% for the same period of the prior year. The decrease in the tax rates for both the three and six month periods were due to foreign tax credits generated from a cash repatriation to the U.S. during the three months ended January 31, 2017. The Company's anticipated annual income tax rate is expected to be in the mid- 20% range for fiscal year 2017.

Business Segment Operating Results

The Company is organized and managed on a global basis within two reportable segments: ID Solutions and Workplace Safety. Effective August 1, 2016, the Company changed its internal measure of segment profit and loss that is reported to the chief operating decision maker for purposes of making decisions about allocating resources to the segment and assessing its performance. Prior to August 1, 2016, administrative costs were excluded from the measure of segment profit and loss. Effective August 1, 2016, a portion of these administrative costs have been included within the IDS and WPS segments, which includes the cost of finance, information technology, human resources, and certain other administrative costs. Interest expense, investment and other income (expense), income taxes, and certain corporate administrative expenses continue to be excluded when evaluating segment performance.

Also effective August 1, 2016, the Company realigned certain businesses between the WPS and IDS reportable segments, resulting in increased revenues and segment profit in the IDS segment and equal and offsetting declines in revenues and segment profit in the WPS segment. The Company's accompanying segment information has been restated to reflect the change in measurement of segment profit and loss and the realignment of businesses.

The following is a summary of segment information for the three and six months ended January 31, 2017, and 2016:

(Dollars in thousands)	Three months ended January 31,		Six months ended January 31,	
	2017	2016	2017	2016
SALES TO EXTERNAL CUSTOMERS				
ID Solutions	\$ 190,962	\$ 189,780	\$ 392,226	\$ 390,800
Workplace Safety	77,039	78,850	155,951	160,903
Total	<u>\$ 268,001</u>	<u>\$ 268,630</u>	<u>\$ 548,177</u>	<u>\$ 551,703</u>
SALES GROWTH INFORMATION				
<i>ID Solutions</i>				
Organic	1.9 %	0.9 %	1.3 %	(0.7)%
Currency	(1.3)%	(4.6)%	(0.9)%	(5.0)%
Total	<u>0.6 %</u>	<u>(3.7)%</u>	<u>0.4 %</u>	<u>(5.7)%</u>
<i>Workplace Safety</i>				
Organic	(0.2)%	(0.6)%	(1.3)%	(1.4)%
Currency	(2.1)%	(7.2)%	(1.8)%	(8.5)%
Total	<u>(2.3)%</u>	<u>(7.8)%</u>	<u>(3.1)%</u>	<u>(9.9)%</u>
<i>Total Company</i>				
Organic	1.3 %	0.4 %	0.5 %	(0.9)%
Currency	(1.5)%	(5.4)%	(1.1)%	(6.0)%
Total	<u>(0.2)%</u>	<u>(5.0)%</u>	<u>(0.6)%</u>	<u>(6.9)%</u>
SEGMENT PROFIT				
ID Solutions	\$ 28,961	\$ 23,056	\$ 62,035	\$ 48,487
Workplace Safety	6,059	6,296	12,504	15,678
Total	<u>\$ 35,020</u>	<u>\$ 29,352</u>	<u>\$ 74,539</u>	<u>\$ 64,165</u>
SEGMENT PROFIT AS A PERCENT OF SALES				
ID Solutions	15.2 %	12.1 %	15.8 %	12.4 %
Workplace Safety	7.9 %	8.0 %	8.0 %	9.7 %
Total	<u>13.1 %</u>	<u>10.9 %</u>	<u>13.6 %</u>	<u>11.6 %</u>

The following is a reconciliation of segment profit to earnings before income taxes for the three and six months ended January 31, 2017 and 2016:

	Three months ended January 31,		Six months ended January 31,	
	2017	2016	2017	2016
Total profit from reportable segments	\$ 35,020	\$ 29,352	\$ 74,539	\$ 64,165
Unallocated amounts:				
Administrative costs	(5,058)	(5,763)	(11,369)	(10,474)
Investment and other income (expense)	596	(992)	107	(1,751)
Interest expense	(1,458)	(2,130)	(3,190)	(4,281)
Earnings before income taxes	<u>\$ 29,100</u>	<u>\$ 20,467</u>	<u>\$ 60,087</u>	<u>\$ 47,659</u>

ID Solutions

Approximately 70% of net sales in the IDS segment were generated in the Americas region, 20% in Europe and 10% in Asia. IDS sales increased 0.6% to \$191.0 million for the three months ended January 31, 2017, compared to \$189.8 million for the same period in the prior year, which consisted of organic sales growth of 1.9% and a negative currency impact of 1.3%. IDS sales increased 0.4% to \$392.2 million for the six months ended January 31, 2017, compared to \$390.8 million for the same period in the prior year. Organic sales increased 1.3% and currency fluctuations decreased sales by 0.9% during the six months ended January 31, 2017.

Organic sales in the Americas increased in the low-single digits for both the three and six months ended January 31, 2017, compared to the same periods in the prior year. Organic growth in the IDS Americas region for the three-month period was led by the Wire ID product line due to an increase in sales of printer consumables and, to a lesser extent, the Safety and Facility ID product line. This organic growth was partially offset by a decline in the Product ID product line while the Healthcare ID product line was essentially flat compared to the prior year. Organic growth in the IDS Americas region for the six-month period was led by the Healthcare ID product line due to an increase in sales to our core hospital customers and distributors and, to a lesser extent, the Wire ID and Safety and Facility ID product lines. This organic growth was partially offset by a decline in the Product ID product line, compared to the same period in the prior year. Organic sales growth in the United States and Canada was partially offset by an organic sales decline in Brazil for both the three and six-month periods.

The IDS business in Europe realized mid-single digit organic sales growth for the three months ended January 31, 2017, compared to the same period in the prior year. The IDS Europe region realized organic sales growth in the Product ID, Wire ID, and Safety and Facility ID product lines for the three months ended January 31, 2017, compared to the same period in the prior year. Organic sales grew in the low-single digits for the six months ended January 31, 2017, compared to the same period in the prior year. Organic sales for the six months ended January 31, 2017 grew in the Product ID and Wire ID product lines, partially offset by declines in the Safety and Facility ID product lines, compared to the same period in the prior year. Organic sales growth in western Europe was partially offset by organic sales declines in certain emerging markets for both the three and six-month periods.

Organic sales in Asia grew in the low-single digits for both the three and six months ended January 31, 2017, compared to the same periods in the prior year. The IDS APAC region realized organic sales growth in the OEM and MRO product categories for the three months ended January 31, 2017, compared to the same period in the prior year. Organic sales for the six months ended January 31, 2017, grew in the OEM product category, which was partially offset by a decline in the MRO product category, compared to the same period in the prior year. Organic sales increased throughout Asia for the three and six-month periods except for China where sales decreased in the low-single digits in the same periods.

Segment profit increased to \$29.0 million for the three months ended January 31, 2017, compared to \$23.1 million in the same period in the prior year. As a percentage of sales, segment profit increased to 15.2% from 12.1% in the same period of the prior year. Segment profit increased to \$62.0 million from \$48.5 million for the six months ended January 31, 2017, compared to the same period in the prior year. As a percentage of sales, segment profit increased to 15.8% from 12.4% for same period in the prior year. The increase in segment profit for both the three and six month periods was primarily driven by sales growth and operational efficiencies in our manufacturing processes in all regions.

WPS

Approximately 50% of net sales in the WPS segment were generated in Europe, 35% in the Americas and 15% in Australia. WPS sales decreased 2.3% to \$77.0 million for the three months and 3.1% to \$156.0 million for the six months ended January 31, 2017, compared to \$78.9 million and \$160.9 million, respectively, for the same periods in the prior year. Organic sales declined 0.2% and 1.3% in the three and six months ended January 31, 2017, respectively, compared to the same periods in the prior year. Currency fluctuations decreased sales by 2.1% and 1.8% for the three and six months ended January 31, 2017, respectively, due to the strengthening of the U.S. dollar against certain other major currencies as compared to the same periods in the prior year.

The WPS business in Europe realized mid-single digit organic sales growth for the three and six months ended January 31, 2017, compared to the same periods in the prior year. This growth was driven primarily by Germany, France, and Belgium due to improvements in website functionality and key account management. The region experienced double-digit growth in digital sales and low-single digit sales growth through the catalog channel during the three and six months ended January 31, 2017, compared to the same periods in the prior year.

Organic sales in the Americas declined in the high-single digits for the three and six months ended January 31, 2017, compared to the same periods in the prior year. This decrease was primarily in North America due lower response rates to catalog promotions and continued pricing pressures in industrial end markets.

Organic sales in Australia grew in the mid-single digits for the three months ended January 31, 2017, following an extended period of organic sales declines. The Australian business experienced a low-single digit decline for the six months ended January 31, 2017, compared to the same period in the prior year. The organic sales decline in Australia for the six month period was due to its higher concentration in industries that are experiencing economic challenges, which include manufacturing and mining production. The organic sales decline in the six month period was partially offset by organic growth in the three month period driven by focused sales and marketing efforts in selected vertical markets and strategic accounts.

Segment profit decreased to \$6.1 million from \$6.3 million for the three months, and to \$12.5 million from \$15.7 million for the six months ended January 31, 2017, compared to the same periods in the prior year. As a percentage of sales, segment profit decreased to 7.9% from 8.0% for the three months, and to 8.0% from 9.7% for the six months ended January 31, 2017, compared to the same periods in the prior year. The decrease in segment profit was primarily due to the decline in sales and compressed gross profit margins partially due to pricing, which were partially offset by reduced selling, general and administrative expenses.

Financial Condition

Cash and cash equivalents decreased by \$16.0 million and increased by \$5.7 million during the six months ended January 31, 2017 and 2016, respectively. The significant changes were as follows:

(Dollars in thousands)	Six months ended January 31,	
	2017	2016
Net cash flow provided by (used in):		
Operating activities	\$ 53,334	\$ 58,254
Investing activities	(6,642)	(1,407)
Financing activities	(57,302)	(46,308)
Effect of exchange rate changes on cash	(5,410)	(4,833)
Net (decrease) increase in cash and cash equivalents	\$ (16,020)	\$ 5,706

Net cash provided by operating activities decreased to \$53.3 million for the six months ended January 31, 2017, compared to \$58.3 million in the same period of the prior year. The decrease in cash provided by operating activities of \$4.9 million was primarily due to an increase in the Company's annual incentive-based compensation plan payment in the current year. The prior year cash inflow from inventory was due to declines associated with the facility consolidation stock build, which resulted in a decrease in cash inflows from inventories in the current year compared to the prior year. These decreases in cash provided by working capital were partially offset by an increase in net earnings.

Net cash used in investing activities was \$6.6 million for the six months ended January 31, 2017, compared to \$1.4 million in the same period of the prior year. The increase in cash used in investing activities of \$5.2 million was primarily due to an increase in capital expenditures due to the purchase of manufacturing equipment and facility upgrades in the United States and Europe.

Net cash used in financing activities was \$57.3 million during the six months ended January 31, 2017, compared to \$46.3 million in the same period of the prior year. The increase in cash used in financing activities of \$14 million was primarily due to an increase of \$50.0 million in repayments on credit facilities in the current year, which was partially offset by \$14.7 million in proceeds from the issuance of common stock from stock option exercises in the current year. The remainder of the change was due to \$23.4 million of cash used in share repurchases in the prior year, while no shares were repurchased in the current year.

The effect of fluctuations in exchange rates decreased cash balances by \$5.4 million primarily due to cash balances held in currencies that depreciated against the U.S. dollar during six months ended January 31, 2017.

During fiscal 2007, the Company completed a private placement note issuance totaling \$150 million in ten-year fixed rate notes to institutional investors at a interest rate of 5.33%. The notes must be repaid equally over seven years, with the final payment due March 23, 2017. Interest on the notes is due semi-annually and certain prepayment penalties apply for repaying them prior to the maturity date.

On May 13, 2010, the Company completed a private placement of €75 million aggregate principal amount of senior unsecured notes to institutional investors. The €75 million of senior notes consists of €30 million aggregate principal amount of 3.71% Series 2010-A Senior Notes, due May 13, 2017 and €45 million aggregate principal amount of 4.24% Series 2010-A Senior Notes, due May 13, 2020, with interest payable on the notes semiannually. The notes have certain prepayment penalties for repaying them prior to maturity.

The Company intends to utilize its revolving credit facility to fund private placement principal payments due during the fiscal year ended July 31, 2017, and therefore the maturities are included in "Long-term obligations, less current maturities" on the condensed consolidated balance sheets as of January 31, 2017.

On September 25, 2015, the Company and certain of its subsidiaries entered into an unsecured \$300 million multi-currency revolving loan agreement with a group of six banks that replaced and terminated the Company's previous loan agreement that had been entered into on February 1, 2012. Under the new revolving loan agreement, which has a final maturity date of September 25, 2020, the Company has the option to select either a base interest rate (based upon the higher of the federal funds rate plus one-half of 1%, the prime rate of Bank of America plus a margin based on the Company's consolidated leverage ratio, or the one month LIBOR rate plus 1%) or a Eurocurrency interest rate (at the LIBOR rate plus a margin based on the Company's consolidated leverage ratio). At the Company's option, and subject to certain conditions, the available amount under the revolving loan agreement may be increased from \$300 million to \$450 million. During the six months ended January 31, 2017, the Company repaid \$51.2 million on the revolving loan agreement. As of January 31, 2017, the outstanding balance on the credit facility was \$60.8 million, and the maximum outstanding balance during the six months ended January 31, 2017 was \$112 million. The Company also had letters of credit outstanding under the loan agreement of \$4.1 million as of January 31, 2017, and there was \$235.1 million available for future borrowing, which can be increased to \$385.1 million at the Company's option, subject to certain conditions. The revolving loan agreement has a final maturity date of September 25, 2020. As such, the borrowing is included in "Long-term obligations, less current maturities" on the condensed consolidated balance sheets.

The Company has two multi-currency lines of credit in China with capacity of \$10 million each. These lines of credit support USD-denominated or CNY-denominated borrowing to fund working capital and operations for the Company's Chinese entities and are due on demand. The borrowings under these facilities may be made for a period up to one year from the date of borrowing with interest on the USD-denominated borrowings incurred equal to U.S. dollar LIBOR on the date of borrowing plus a margin based upon duration and on the CNY-denominated borrowings incurred equal to the local China rate based upon duration. There is no ultimate maturity on the facilities and they are subject to periodic review and repricing. The Company is not required to comply with any financial covenants as part of the agreements. During the six months ended January 31, 2017, the Company borrowed an additional \$0.8 million on this multi-currency line of credit. As of January 31, 2017, the aggregate outstanding balance of these lines was \$5.7 million, which was also the maximum outstanding balance during the six-month period. There was \$14.3 million available for future borrowing under these facilities as of January 31, 2017. Due to the short-term nature of these credit facilities, the borrowings are classified as "Notes payable" within current liabilities on the condensed consolidated balance sheets.

The Company's debt agreements require it to maintain certain financial covenants, including a ratio of debt to the trailing twelve months EBITDA, as defined in the debt agreements, of not more than a 3.25 to 1.0 ratio (leverage ratio) and the trailing twelve months EBITDA to interest expense of not less than a 3.0 to 1.0 ratio (interest expense coverage). As of January 31, 2017, the Company was in compliance with these financial covenants, with the leverage ratio, as defined by the agreements, equal to 1.0 to 1.0 and the interest expense coverage ratio equal to 24.8 to 1.0.

The Company's cash balances are generated and held in numerous locations throughout the world. At January 31, 2017, approximately 71% of the Company's cash and cash equivalents were held outside the United States. The Company's growth has historically been funded by a combination of cash provided by operating activities and debt financing. The Company believes that its cash flow from operating activities, in addition to its borrowing capacity, are sufficient to fund its anticipated requirements for working capital, capital expenditures, common stock repurchases, scheduled debt repayments, and dividend payments for the next 12 months. Although we believe these sources of cash are currently sufficient to fund our domestic operations, our annual cash needs could require us to repatriate cash to the U.S. from foreign jurisdictions, which may result in tax charges.

Subsequent Events

On February 22, 2017, the Board of Directors declared a quarterly cash dividend to shareholders of the Company's Class A and Class B Common Stock of \$0.2050 per share payable on April 28, 2017, to shareholders of record at the close of business on April 7, 2017.

Off-Balance Sheet Arrangements

The Company does not have material off-balance sheet arrangements. The Company is not aware of factors that are reasonably likely to adversely affect liquidity trends, other than the risk factors described in this and other Company filings. However, the following additional information is provided to assist those reviewing the Company's financial statements.

Operating Leases - The leases generally are entered into for investments in facilities such as manufacturing facilities, warehouses and office space, computer equipment and Company vehicles.

Purchase Commitments - The Company has purchase commitments for materials, supplies, services, and property, plant and equipment as part of the ordinary conduct of its business. In the aggregate, such commitments are not in excess of current market prices and are not material to the financial position of the Company. Due to the proprietary nature of many of the Company's materials and processes, certain supply contracts contain penalty provisions for early termination. The Company does not believe a material amount of penalties will be incurred under these contracts based upon historical experience and current expectations.

Other Contractual Obligations - The Company does not have material financial guarantees or other contractual commitments that are reasonably likely to adversely affect liquidity.

Forward-Looking Statements

In this quarterly report on Form 10-Q, statements that are not reported financial results or other historic information are "forward-looking statements." These forward-looking statements relate to, among other things, the Company's future financial position, business strategy, targets, projected sales, costs, earnings, capital expenditures, debt levels and cash flows, and plans and objectives of management for future operations.

The use of words such as "may," "will," "expect," "intend," "estimate," "anticipate," "believe," "should," "project" or "plan" or similar terminology are generally intended to identify forward-looking statements. These forward-looking statements by their nature address matters that are, to different degrees, uncertain and are subject to risks, assumptions, and other factors, some of which are beyond Brady's control, that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. For Brady, uncertainties arise from:

- Brady's ability to compete effectively or to successfully execute our strategy
- Brady's ability to develop technologically advanced products that meet customer demands
- Difficulties in protecting our websites, networks, and systems against security breaches
- Deterioration or instability in the global economy and financial markets
- Decreased demand for the Company's products
- Brady's ability to retain large customers
- Risks associated with the loss of key employees
- Changes in tax legislation and tax rates
- Brady's ability to execute facility consolidations and maintain acceptable operational service metrics
- Extensive regulations by U.S. and non-U.S. governmental and self regulatory entities
- Litigation, including product liability claims
- Divestitures and contingent liabilities from divestitures
- Brady's ability to properly identify, integrate, and grow acquired companies
- Foreign currency fluctuations
- Potential write-offs of Brady's substantial intangible assets

- Differing interests of voting and non-voting shareholders
- Brady's ability to meet certain financial covenants required by our debt agreements.
- Numerous other matters of national, regional and global scale, including those of a political, economic, business, competitive, and regulatory nature contained from time to time in Brady's U.S. Securities and Exchange Commission filings, including, but not limited to, those factors listed in the “Risk Factors” section within Item 1A of Part I of the Form 10-K filed with the SEC on September 15, 2016.

These uncertainties may cause Brady's actual future results to be materially different than those expressed in its forward-looking statements. Brady does not undertake to update its forward-looking statements except as required by law.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Refer to the Company's annual report on Form 10-K for the year ended July 31, 2016. There has been no material change in this information since July 31, 2016.

ITEM 4. CONTROLS AND PROCEDURES

Brady Corporation maintains a set of disclosure controls and procedures that are designed to ensure that information required to be disclosed by the Company in the reports filed by the Company under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by the Company in the reports the Company files under the Exchange Act is accumulated and communicated to the Company's management, including the Company's principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. The Company carried out an evaluation, under the supervision and with the participation of its management, including its President and Chief Executive Officer and its Chief Financial Officer and Treasurer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to Rule 13a-15 of the Exchange Act. Based on that evaluation, the Company's President and Chief Executive Officer and Chief Financial Officer and Treasurer concluded that the Company's disclosure controls and procedures are effective as of the end of the period covered by this report.

There were no significant changes in the Company's internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) that occurred during the Company's most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 6. EXHIBITS

(a) Exhibits

10.1 Directors' Deferred Compensation Plan as Amended and Restated Effective February 21, 2017

31.1 Rule 13a-14(a)/15d-14(a) Certification of J. Michael Nauman

31.2 Rule 13a-14(a)/15d-14(a) Certification of Aaron J. Pearce

32.1 Section 1350 Certification of J. Michael Nauman

32.2 Section 1350 Certification of Aaron J. Pearce

101 Interactive Data File

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SIGNATURES

BRADY CORPORATION

Date: February 23, 2017

/s/ J. MICHAEL NAUMAN

J. Michael Nauman
President and Chief Executive Officer
(Principal Executive Officer)

Date: February 23, 2017

/s/ AARON J. PEARCE

Aaron J. Pearce
Chief Financial Officer and Treasurer
(Principal Financial Officer)

BRADY CORPORATION
DIRECTORS' DEFERRED COMPENSATION PLAN
AS AMENDED AND RESTATED EFFECTIVE FEBRUARY 21, 2017

ARTICLE I

INTRODUCTION

1.1 For periods prior to calendar year 2005, Brady Corporation has maintained the Brady Corporation Directors' Deferred Compensation Plan by means of a series of individual deferred compensation agreements with covered directors. This amended and restated document shall apply to those prior agreements with respect to both investment and distribution of amounts deferred before 2005 and after 2004 and with respect to rules for making deferrals after 2004. This document is intended to comply with the provisions of Section 409A of the Internal Revenue Code and shall be interpreted accordingly. If any provision or term of this document would be prohibited by or inconsistent with the requirements of Section 409A of the Code, then such provision or term shall be deemed to be reformed to comply with Section 409A of the Code. This Plan is amended and restated, effective as of the Effective Date, to revise certain Plan terms related to the transfer of amounts between investment funds.

ARTICLE II

DEFINITIONS

The following definitions shall be applicable throughout the Plan:

2.1 "Account" means the account credited from time to time with bookkeeping amounts equal to the portions of a Participant's compensation deferred pursuant to Section 3.1 and earnings credited on such amounts in accordance with Article IV.

2.2 "Administrator" means the Board of Directors of Brady Corporation.

2.3 "Beneficiary." means the person, persons, or entity designated by the Participant to receive any benefits payable under the Plan on or after the Participant's death. Each Participant shall be permitted to name, change or revoke the Participant's designation of a Beneficiary in writing on a form and in the manner prescribed by the Corporation; provided, however, that the designation on file with the Corporation at the time of the Participant's death shall be controlling. Should a Participant fail to make a valid Beneficiary designation or leave no named Beneficiary surviving, any benefits due shall be paid to such Participant's spouse, if living; or if not living, then any benefits due shall be paid to such Participant's estate. A Participant may designate a primary beneficiary and a contingent beneficiary; provided, however, that the Corporation may reject any such instrument tendered for filing if it contains successive beneficiaries or contingencies unacceptable to it. If all Beneficiaries who survive Participant shall die before receiving the full amounts payable hereunder, then the payments shall be paid to the estate of the Beneficiary last to die.

2.4 "Code" means the Internal Revenue Code of 1986, including any subsequent amendments.

2.5 “Corporation” means Brady Corporation.

2.6 “Distribution Date” means the October 1 following the Payment Event. For distribution elections prior to February 17, 2011, the Distribution Date was the quarterly date specified by the Participant upon which distribution would be made or commenced following the Participant’s Separation from Service or the In-Service Payment Event Date, as the case may be. All distribution elections in effect on February 17, 2011 shall remain in effect unless the Participant consents to a Distribution Date that is the October 1 following the Participant’s Payment Event; provided that no change in Distribution Date may change the calendar year of the distribution. If the distribution is payable other than in a single installment, subsequent installments shall be paid on anniversaries of the Distribution Date.

2.7 “Effective Date” means February 21, 2017.

2.8 “In-Service Payment Event Date” means the date, if any, specified by the Participant as the reference date following which distribution of his Account shall begin. An In-Service Payment Event Date may be no earlier than January 1, 2007. For distribution elections following February 17, 2011, a Participant may not elect an In-Service Payment Event Date.

2.9 “Participant” means a director of Brady Corporation currently eligible to make deferrals (an “Active Participant”) and any former director who previously participated in the Plan and is entitled to benefits.

2.10 “Payment Event” means the date of a Participant’s Separation from Service. For distribution elections prior to February 17, 2011, a Participant could elect a Payment event that was the earlier of the date of a Participant’s Separation from Service or the date the Participant specified as his In-Service Payment Event Date.

2.11 “Plan” means the Brady Corporation Directors’ Deferred Compensation Plan, as set forth herein and as it may be amended from time to time.

2.12 “Plan Year” means the calendar year.

2.13 “Separation from Service” means expiration or termination of the arrangement with the Corporation pursuant to which the Participant performed services as a director of the Corporation if such expiration or termination constitutes a good faith and complete termination of the relationship and all other independent contractor relationships the Participant has with the Corporation. A good faith and complete termination of a relationship shall not be deemed to have occurred if the Corporation anticipates a renewal of a contractual relationship or anticipates that the Participant shall become an employee of the Corporation. For this purpose, the Corporation is considered to anticipate the renewal of a contractual relationship with the Participant if it intends to contract again for the services provided under the expired arrangement, and neither the Corporation nor the Participant has eliminated the Participant as a possible provider of services under any such new arrangement. Further, the Corporation is considered to intend to contract again for the services provided under an expired arrangement if the Corporation’s doing so is conditioned only upon incurring a need for the services, the availability of funds or both. The foregoing requirements are deemed satisfied if no amount will be paid to the Participant before a date at least 12 months after the day on which the arrangement expires pursuant to which the Participant performed services for the Corporation (or, in the case of more than one arrangement, all such arrangements expire) and no amount payable to the Participant on that date will be paid to the Participant if, after the expiration of the arrangement (or arrangements) and before that date, the Participant performs services for the Corporation as a director or other independent contractor or an employee. If a Participant provides services both as an employee of the Corporation and as a member of the board of directors of the Corporation, the services provided as an employee are not taken

into account in determining whether the Participant has a Separation from Service as a director for purposes of this Plan because this Plan is not aggregated with any plan in which the Participant participates as an employee pursuant to IRS Regulation Section 1.409A-1(c)(2)(ii).

2.14 “Unforeseeable Emergency” means a severe financial hardship to a Participant resulting from an illness or accident of the Participant or the Participant’s spouse or dependent (as defined in Section 152(a) of the Code), loss of the Participant’s property due to casualty (including the need to rebuild a home following damage to a home not otherwise covered by insurance, for example, as a result of a natural disaster), or other similar extraordinary and unforeseeable circumstances arising as a result of events beyond the control of the Participant. For example, the imminent foreclosure of or eviction from the Participant’s primary residence may constitute an Unforeseeable Emergency. In addition, the need to pay for medical expenses, including non-refundable deductibles, as well as for the costs of prescription drug medication, may constitute an Unforeseeable Emergency. Finally, the need to pay for funeral expenses of a spouse or a dependent (as defined in Code section 152(a)) may also constitute an Unforeseeable Emergency. Except as otherwise provided above, the purchase of a home and the payment of college tuition are not Unforeseeable Emergencies. Whether a Participant is faced with an Unforeseeable Emergency is to be determined based on the relevant facts and circumstances of each case.

ARTICLE III

DEFERRALS

3.1 Deferral Elections. An Active Participant may elect to defer a specified percentage of his fees for services performed as a director of the Corporation during a Plan Year by completing and filing such forms as required by the Corporation prior to the first day of the Plan Year. The Corporation may permit a Participant to make one deferral election with respect to compensation payable in cash and a separate deferral election with respect to compensation payable in the form of Brady Corporation common stock. A Participant’s deferrals shall be taken at a uniform percentage rate from each of the payments made to him by the Corporation during the Plan Year. Compensation deferred shall be retained by the Corporation, credited to the Participant’s Account pursuant to Section 4.1 and paid in accordance with the terms and conditions of the Plan. A director who is not already eligible to participate in any other deferred compensation plan of the account balance type sponsored by the Corporation who becomes an Active Participant for the first time during a Plan Year (i.e., first becomes a director) may within 30 days after the effective date of participation make an election to defer a specified percentage of compensation to be paid to him for services to be performed subsequent to the deferral election.

3.2 Continued Effect of Elections. An Active Participant’s deferral election with respect to a Plan Year under Section 3.1 shall be irrevocable after the last date upon which it may be filed pursuant to Section 3.1 and shall continue in effect each subsequent Plan Year until prospectively revoked or amended in writing. For a revocation or amendment to be effective with respect to payments during a Plan Year, it must be filed by the last date for which an effective deferral election is permitted to be filed with respect to those payments under Section 3.1.

3.3 Prior Deferral Elections. Any deferral election made prior to calendar year 2005 under an individual agreement shall be treated as a deferral election described in Section 3.1 and shall continue in effect until modified as described in Section 3.2 above unless modified earlier pursuant to Section 8.12(a) below.

3.4 Unforeseeable Emergency. In the event that a Participant makes application for a hardship distribution under Section 6.3 and the Administrator determines that an Unforeseeable Emergency exists,

all deferral elections otherwise in effect under this Article III and any other nonqualified deferred compensation plan of the account balance type sponsored by the Corporation shall immediately terminate upon such determination. To resume deferrals thereafter, a Participant must make an election satisfying the provisions of Section 3.1, as the case may be, as those provisions apply to someone who is already an Active Participant in the Plan.

ARTICLE IV

ACCOUNTS

4.1 Credits to Account. Bookkeeping amounts equal to the amounts deferred by a Participant pursuant to Section 3.1 shall be credited to such Participant's Deferral Account as soon as practicable after the deferred compensation would otherwise have been paid to such Participant in the absence of deferral.

4.2 Valuation of Account.

(a) The Participant's Account shall be credited or charged with deemed earnings or losses as if it were invested in accordance with paragraph (b) below.

(b)

(i) The investment funds available hereunder for the deemed investment of the Account shall be the Brady Stock Fund and such other funds as the Administrator shall from time to time determine. However, in no event shall the Corporation be required to make any such investment in the Brady Stock Fund or any other investment fund and, to the extent such investments are made, such investments shall remain an asset of the Corporation subject to the claims of its general creditors.

(ii) On the date credited to the Participant's Account, deferrals shall be deemed to be invested in one or more of the investment funds designated by the Participant for such deemed investment, subject to the following rules for investments in the Brady Stock Fund: (A) deferrals of compensation payable in the form of Brady Corporation common stock shall automatically be credited to the Brady Stock Fund on the date that the stock would otherwise be issued to the Participant and (B) deferrals of cash compensation designated for investment in the Brady Stock Fund shall initially be credited to the General Investment Sub-account and transferred to the Brady Stock Sub-account on a quarterly basis. Once made, the Participant's investment designation shall continue in effect for all future deferrals until changed by the Participant. Any such change may be prospectively elected by the Participant at the times established by the Administrator, which shall be no less frequently than quarterly, and shall be effective only for deferrals, credited from and after its effective date. Until such time as the Administrator takes action to the contrary, such changes may be elected at the same times as changes may be elected with respect to the Brady Matched 401(k) Plan.

(iii) The portion of a Participant's Account invested in the Brady Stock Fund shall be called the Brady Stock Sub-account. The remaining portion of the Participant's Account shall be referred to as the General Investment Sub-account.

(iv) A Participant's balance in the Brady Stock Fund shall be determined as though the Participant's deferrals allocated to that Fund are invested in shares of Class A

non-voting common stock of Brady Corporation by purchase at the fair market value price of such stock on the date the deferrals are credited to the Participant's Brady Stock Fund Sub-account.

(v) The value of the Brady Stock Sub-account on any particular date will be based upon the value of the shares of Class A non-voting common stock of Brady Corporation which the sub-account is deemed to hold on that date. The shares of such stock deemed to be held in such sub-account shall be credited with dividends at the time they are credited with respect to actual shares of Class A non-voting common stock of Brady Corporation and such dividends shall be deemed to be used to purchase additional shares of Class A non-voting common stock of Brady Corporation on the day following the crediting of such dividends at the then fair market value price of such stock. The sub-account shall also be credited from time to time with additional shares of Class A non-voting common stock of Brady Corporation equal in number to the number of shares granted in any stock dividend or split to which the holder of a like number of shares of Class A non-voting common stock would be entitled. All other distributions with respect to shares of Class A non-voting common stock of Brady Corporation shall be similarly applied. In the event of a distribution of preferred stock, such preferred stock shall be valued at its par value (or its voluntary liquidating price, if it does not have a par value).

(vi) The valuation of the funds held in the General Investment Sub-account shall be accomplished in the same manner as though the deemed investment in such funds had actually been made and are valued at their fair market value price on valuation dates hereunder.

(vii) A Participant's Account shall be valued as of December 31 each year and at such other times established by the Administrator, which shall be no less frequently than quarterly. Until such time as the Administrator takes action to the contrary, such valuation shall be at the same time as valuations made of Brady matched 401(k) plan assets.

(viii) All elections and designations under this section shall be made in accordance with procedures prescribed by the Administrator. The Administrator may prescribe uniform percentages for such elections and designations.

(ix) A Participant may prospectively elect to reallocate his Account balance among the investment funds at the times established by the Administrator, which shall be no less frequently than quarterly. Until such time as the Administrator takes action to the contrary, such changes may be elected at the same times as changes may be elected with respect to the Brady Matched 401(k) Plan. Notwithstanding any other provision of this Plan to the contrary, a Participant may not make (i) any election or transaction in the Brady Stock Fund at a time when the Participant is in possession of any material non-public information or at a time not permitted under the Corporation's policy on insider trading or (ii) an opposite way election with respect to the Brady Stock Fund within six months of a prior election regarding the Brady Stock Fund.

(x) Notwithstanding subparagraph (ix) above, from and after the Effective Date, a Participant may not shift any amounts from the Brady Stock Sub-account to the General Investment Sub-account or vice-versa.

(c) The Corporation shall provide annual reports to each Participant showing (a) the value of the Account as of the most recent December 31st, (b) the amount of deferral made by the

Participant for the Plan Year ending on such date and (c) the amount of any investment gain or loss and the costs of administration credited or debited to the Participant's Account.

(d) Notwithstanding any other provision of this Agreement that may be interpreted to the contrary, the deemed investments are to be used for measurement purposes only and shall not be considered or construed in any manner as an actual investment of the Participant's Account balance in any such fund. In the event that Brady Corporation or the trustee of any grantor trust which Brady Corporation may choose to establish to finance some or all of its obligations hereunder, in its own discretion, decides to invest funds in any or all of the funds, the Participant shall have no rights in or to such investments themselves. Without limiting the foregoing, the Participant's Account balance shall at all times be a bookkeeping entry only and shall not represent any investment made on the Participant's behalf by the Corporation or any trust; the Participant shall at all times remain an unsecured creditor of the Corporation.

ARTICLE V

VESTING

5.1 Full Vesting. A Participant shall be fully vested and nonforfeitable at all times in his or her Account hereunder.

ARTICLE VI

MANNER AND TIMING OF DISTRIBUTION

6.1 Payment of Benefits. After a Participant's Payment Event the Participant's Account shall be paid to the Participant (or in the event of the Participant's death, to the Participant's Beneficiary). Payment shall be made in a Single Sum or Installments as specified in the Participant's payment election pursuant to Section 6.2:

(i) Single Sum. A single sum distribution of the value of the balance of the Account on the Distribution Date following the Participant's Payment Event. If the Participant receives a single sum distribution before Separation from Service with the result that additional amounts are subsequently deposited in the Participant's Account, a distribution shall be made on each succeeding Distribution Date of the entire value of the then balance of the Account.

(ii) Installments. The value of the balance of the Account shall be paid in annual installments on the Distribution Date each year with the first of such installments to be paid on the Distribution Date following the Participant's Payment Event. Annual installments shall be paid in one of the alternative methods specified below over the number of years selected by the Participant in the payment election made pursuant to Section 6.2, but not to exceed 10. The earnings (or losses) provided for in Section 4.2 shall continue to accrue on the balance remaining in the Account during the period of installment payments. The alternative methods available are as follows:

(A) Fractional Method. The annual installment shall be calculated by multiplying the most recent July 31 value of the Account by a fraction, the numerator of which is one, and the denominator of which is the remaining number of annual payments due the Participant. By way of example, if the Participant elects a 10 year

annual installment method, the first payment shall be one-tenth (1/10) of the Account balance. The following year, the payment shall be one-ninth (1/9) of the Account balance. Further, regardless of the method selected by the Participant, the final installment payment will include 100% of the then remaining Account value.

(B) Percentage or Fixed Dollar Method. The annual installment shall be calculated by multiplying the most recent July 31 value of the Account, in the case of the percentage method, by the percentage selected by the Participant and paying out the resulting amount or, in the case of the fixed dollar method, by paying out the fixed dollar amount selected by the Participant for the number of years selected by the Participant. However, in the event the dollar amount selected is more than the value of the Account in any given year, the entire value of the Account will be distributed. Further, regardless of the method selected by the Participant, the final installment payment will include 100% of the then remaining Account value.

(iii) In Cash or In Stock. Prior to May 1, 2006 all payments shall be made in cash, except that amounts held in the Brady Stock Sub-account attributable to pre-2004 deferrals shall be distributed by means of Class A non-voting common stock of Brady Corporation. From and after May 1, 2006, payments shall be made in cash and/or Class A non-voting common stock of Brady Corporation pursuant to the following:

(A) If distribution is made in a single sum, the value of the portion of the Participant's Account which consists of the General Investment Sub-account shall be paid in cash while the value of the portion of the Account which consists of the Brady Stock Sub-account shall be paid by distributing the number of shares of Class A non-voting stock of Brady Corporation which represent the number of deemed shares held in the Brady Stock Sub-Account, except, however, that any fractional shares shall be valued and distributed in cash.

(B) If distribution is made in installments, a portion of each installment shall be distributed in cash and a portion in Class A non-voting shares of common stock of Brady Corporation. The portion to be distributed in cash shall be that portion of the total installment payment which is the same percentage as derived by dividing the value of the Balance in the General Investment Sub-account by the value of the total Account balance and the portion to be distributed in stock shall be the same percentage as determined by dividing the value of the balance of the Brady Stock Sub-account by the value of the total Account balance. The number of shares of Class A non-voting shares of common stock of Brady Corporation to be distributed shall be the number having the same value as the portion of the installment to be paid in such stock, except, however, that any fractional shares shall be distributed in cash.

6.2 Payment Election. An individual who first becomes a Participant at the beginning of a Plan Year shall, prior to his date of participation, complete a payment election form specifying the form of payment applicable to such Participant's Account under the Plan. An individual who first becomes a Participant other than on the first day of a Plan Year shall, no later than 30 days after the effective date of participation, complete a payment election form specifying the form of payment applicable to such Participant's Account; provided, however, that if such Participant is already a participant in any other nonqualified plan or plans sponsored by the Corporation of the account balance type, the most recent payment election with respect to

any one of those plans shall be the form of payment election deemed elected under this Plan regardless of whether the individual elects a different form of payment during that initial 30 day period. A "payment election form" shall mean the form established from time to time by the Administrator which a Participant completes, signs and returns to the Administrator to make an election under the Plan. To the extent authorized by the Administrator, such form may be provided electronically and, in such case, need not be signed by the Participant. A Participant may change the form of payment by completing and filing a new payment election form with the Corporation, and the payment election form on file with the Corporation as of the date of the Participant's Payment Event shall be controlling. Notwithstanding the foregoing, a payment election form changing the Participant's form of payment shall not be effective if the Participant has a Payment Event within twelve months after the date on which the election change is filed with the Corporation. Any change in payment method must have the effect of delaying the commencement of payments to a date which is at least five (5) years after the initially scheduled commencement date of payment previously in effect. Any change in the Distribution Date must have the effect of delaying the commencement of payments to a date which is at least five (5) years after the initially scheduled Distribution Date. For purposes of compliance with Code Section 409A, a series of installment payments is designated as a single payment rather than a right to a series of separate payments; therefore, a Participant who has elected (or is deemed to have elected) any option under Section 6.1(a)(i) or (ii) may substitute any of the other options for the option originally selected as long as the foregoing one-year and five year rules are satisfied. A switch from the percentage method to the fixed dollar method or vice versa and a switch from either of those methods to the fractional method or vice versa is considered a substitution of a new option for the original option for purposes of this rule even if the number of yearly installments is not changed. The five year delay rule does not apply if the revised payment method applies only upon the Participant's death or disability. For this purpose, "disability" means that the Participant is unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment which can be expected to result in death or can be expected to last for a continuous period of not less than 12 months.

6.3 Financial Hardship. A partial or total distribution of the Participant's Account shall be made prior to a Payment Event upon the Participant's request and a demonstration by the Participant of severe financial hardship as a result of an Unforeseeable Emergency. Such distribution shall be made in a single sum as soon as administratively practicable following the Administrator's determination that the foregoing requirements have been met. In any case, a distribution due to Unforeseeable Emergency may not be made to the extent that such emergency is or may be relieved through reimbursement or compensation from insurance or otherwise, by liquidation of the Participant's assets, to the extent the liquidation of such assets would not cause severe financial hardship, or by cessation of deferrals under Section 3.1 and any other nonqualified deferred compensation plan of the account balance type sponsored by the Corporation. Distributions because of an Unforeseeable Emergency must be limited to the amount reasonably necessary to satisfy the emergency need (which may include amounts necessary to pay any Federal, state, or local income taxes or penalties reasonably anticipated to result from the distribution). Determinations of amounts reasonably necessary to satisfy the emergency need must take into account any additional compensation that is available because of cancellation of a deferral election under Section 3.1 and any other nonqualified deferred compensation plan of the account balance type sponsored by the Corporation upon a payment due to an Unforeseeable Emergency. The payment may be made from any arrangement in which the Participant participates that provides for payment upon an Unforeseeable Emergency, provided that the arrangement under which the payment was made must be designated at the time of payment.

6.4 Delayed Distribution.

(a) A payment otherwise required under this Article VI shall be delayed if the Corporation reasonably anticipates that the making of the payment will violate a term of a loan agreement to which the Corporation is a party, or other similar contract to which the Corporation is

a party, and such violation will cause material harm to the Corporation; provided, however, that payments shall be made on the earliest date on which the Corporation reasonably anticipates that the making of the payment will not cause such violation, or such violation will not cause material harm to the Corporation, and provided that the facts and circumstances indicate that the Corporation entered into the loan agreement (including such covenant) or other similar contract for legitimate reasons, and not to avoid the restrictions on deferral elections and subsequent deferral elections under Code Section 409A.

(b) A payment otherwise required under this Article VI shall be delayed if the Corporation reasonably determines that the making of the payment will jeopardize the ability of the Corporation to continue as a going concern; provided, however, that payments shall be made on the earliest date on which the Corporation reasonably determines that the making of the payment will not jeopardize the ability of the Corporation to continue as a going concern.

(c) A payment otherwise required under this Article VI shall be delayed upon such other events and conditions as the Internal Revenue Service may prescribe in generally applicable guidance published in the Internal Revenue Bulletin.

6.5 Inclusion in Income Under Section 409A. Notwithstanding any other provision of this Article VI, in the event this Plan fails to satisfy the requirements of Code Section 409A and regulations thereunder with respect to any Participant, there shall be distributed to such Participant as promptly as possible after the Administrator becomes aware of such fact of noncompliance such portion of the Participant's Account balance hereunder as is included in income as a result of the failure to comply, but no more. Any such distribution shall be taken on a pro rata basis from the Participant's General Investment Sub-account and Brady Stock Sub-account in the manner described in Section 6.1(a)(iv)(B).

6.6 Domestic Relations Order. Notwithstanding any other provision of this Article VI, payments shall be made from an account of a Participant in this Plan to such individual or individuals (other than the Participant) and at such times as are necessary to comply with a domestic relations order (as defined in Code Section 414(p)(1)(B)). Any such distribution shall be taken on a pro rata basis from the Participant's General Investment Sub-account and Brady Stock Sub-account in the manner described in Section 6.1(a)(iv)(B).

6.7 De Minimis Amounts. Notwithstanding any other provision of this Article VI, a Participant's entire Account balance under this Plan and all other nonqualified deferred compensation plans of the account balance type shall automatically be distributed to the Participant on or before the later of December 31 of the calendar year in which occurs the Participant's Separation from Service or the 15th day of the third month following the Participant's Separation from Service if the total amount in such Account balance at the time of distribution, when aggregated with all other amounts payable to the Participant under all arrangements benefiting the Participant described in Section 1.409A-1(c) or any successor thereto, do not exceed the amount described in Code Section 402(g)(1)(B). The foregoing lump sum payment shall be made automatically and any other distribution elections otherwise applicable with respect to the individual in the absence of this provision shall not apply.

ARTICLE VII

ADMINISTRATION

7.1 Administrator. The Plan shall be administered by the Administrator, which shall be the Corporation's Board of Directors. The Administrator shall have all authority that may be appropriate for administering the Plan, including the authority to adopt rules and regulations for the conduct of its affairs

and for implementing, amending and carrying out the Plan, interpreting the provisions of the Plan and determining a Participant's entitlement to benefits hereunder. The Administrator shall be entitled to rely upon the Corporation's records as to information pertinent to calculations or determinations made pursuant to the Plan.

The Administrator may also delegate any of its clerical or other administrative duties to one or more officers or employees of the Corporation, who may assist the Administrator in the performance of any of its functions hereunder. In the event of such delegation, a reference to the Administrator shall be deemed to refer to such officer(s) or employee(s).

7.2 Authority of Administrator. The Administrator shall have full and complete discretionary authority to determine eligibility for benefits under the Plan, to construe the terms of the Plan and to decide any matter presented through the claims procedure. Any final determination by the Administrator shall be binding on all parties and afforded the maximum deference allowed by law. If challenged in court, such determination shall not be subject to de novo review and shall not be overturned unless proven to be arbitrary and capricious based upon the evidence considered by the Administrator at the time of such determination.

7.3 Administrator Actions. The Administrator may authorize one or more of its members to execute on its behalf instructions or directions to any interested party, and any such interested party may rely upon the information contained therein. The members may also act at a meeting or by unanimous written consent. A majority of the members shall constitute a quorum for the transaction of business and shall have full power to act hereunder. All decisions shall be made by vote of the majority present at any meeting at which a quorum is present, except for actions in writing without a meeting, which must be unanimous.

7.4 Minor or Incompetent Payees. If a person to whom a benefit is payable is a minor or is otherwise incompetent by reason of a physical or mental disability, the Corporation may cause the payments due to such person to be made to another person for the first person's benefit without any responsibility to see to the application of such payment. Such payments shall operate as a complete discharge of the obligations to such person under the Plan.

7.5 No Liability. Except as otherwise provided by law, neither the Administrator, nor any member thereof, nor any director, officer or employee of the Corporation involved in the administration of the Plan shall be liable for any error of judgment, action or failure to act hereunder or for any good faith exercise of discretion, excepting only liability for gross negligence or willful misconduct. The Corporation shall hold harmless and defend any individual in the employment of the Corporation and any director of the Corporation against any claim, action or liability asserted against him in connection with any action or failure to act regarding the Plan, except as and to the extent that any such liability may be based upon the individual's own gross negligence or willful misconduct. This indemnification shall not duplicate but may supplement any coverage available under any applicable insurance.

7.6 Claims Procedure.

(a) If the Participant or the Participant's Beneficiary (hereinafter referred to as a "Claimant") is denied all or a portion of an expected benefit under the Plan for any reason, he or she may file a claim with the Administrator or its designee. The Administrator or its designee shall notify the Claimant within 60 days of allowance or denial of the claim, unless the Claimant receives written notice prior to the end of the sixty (60) day period stating that special circumstances require an extension of the time for decision and specifying the expected date of decision. The notice of the such decision shall be in writing, sent by mail to the Claimant's last known address, and if a denial of the claim, must contain the following information:

- (i) the specific reasons for the denial;
- (ii) specific reference to pertinent provisions of the Plan on which the denial is based;
- (iii) if applicable, a description of any additional information or material necessary to perfect the claim, an explanation of why such information or material is necessary, and an explanation of the claims review procedure; and
- (iv) a description of the Plan's claims review procedure, including a statement of the Claimant's right to bring a civil action under Section 502 of ERISA if the Claimant's claim is denied upon review.

(b) A Claimant is entitled to request a review of any denial of his claim. The request for review must be submitted in writing to the Administrator within 60 days after receipt of the notice of the denial. The timely filing of such a request is necessary to preserve any legal recourse which may be available to the Claimant and, absent the submission of request for review within the 60-day period, the claim will be deemed to be conclusively denied. Upon submission of a written request for review, the Claimant or his representative shall be entitled to review all pertinent documents, and to submit issues and comments in writing for consideration by the Administrator. The Administrator shall fully and fairly review the matter and shall consider all information submitted in the review request, without regard to whether or not such information was submitted or considered in the initial claim determination. The Administrator shall promptly respond to the Claimant, in writing, of its decision within 60 days after receipt of the review request. However, due to special circumstances, if no response has been provided within the first 60 days, and notice of the need for additional time has been furnished within such period, the review and response may be made within the following 60 days. The Administrator's decision shall include specific reasons for the decision, including references to the particular Plan provisions upon which the decision is based, notification that the Claimant can receive or review copies of all documents, records and information relevant to the claim, and information as to the Claimant's right to file suit under Section 502(a) of ERISA.

(c) If a determination of disability for purposes of Section 6.1(b) or 6.2 becomes necessary and if such determination is considered to be with respect to a claim for benefits based on disability for purposes of 29 CFR Section 2560.503-1, then the Administrator shall adopt and administer a special procedure for considering such disability claims meeting the requirements of 29 CFR Section 2560.503-1 for disability benefit claims.

7.7 Conflict of Interest. No person who is covered under the Plan may vote or decide upon any matter relating solely to himself or vote in any case in which his individual right to any benefit under the Plan is particularly involved. Decisions shall be made by remaining members of the Corporation's Board of Directors.

ARTICLE VIII

MISCELLANEOUS

8.1 Amendment or Termination. The Corporation (through its Board of Directors or authorized officers or employees) reserves the right to alter or amend the Plan, or any part thereof, in such manner as it may determine, at any time and for any reason. Further, the Board of Directors of the Corporation reserves the right to terminate the Plan, at any time and for any reason. Notwithstanding the foregoing, in no event

shall any amendment or termination deprive any Participant or Beneficiary of any amounts credited to him under this Plan as of the date of such amendment or termination; provided, however, that the Corporation may prospectively change the manner in which earnings are credited or discontinue the crediting of earnings and, further, the Corporation may make any amendment it deems necessary or desirable for purposes of compliance with the requirements of Code Section 409A and regulations thereunder.

If the Plan is amended to freeze benefit accruals, no additional contributions shall be credited to any Participant Account hereunder. Following such a freeze of benefit accruals, Participants' Accounts shall be paid at such time and in such form as provided under Article VI of the Plan. If the Corporation terminates the Plan and if the termination is of the type described in regulations issued by the Internal Revenue Service pursuant to Code Section 409A, then the Corporation shall distribute the then existing Account balances of Participants and beneficiaries in a lump sum within the time period specified in such regulations and, following such distribution, there shall be no further obligation to any Participant or beneficiary under this Plan. However, if the termination is not of the type described in such regulations, then following Plan termination Participants' Accounts shall be paid at such time and in such form as provided under Article VI of the plan.

8.2 Applicable Law. This Plan shall be governed by the laws of the State of Wisconsin, except to the extent preempted by the provisions of ERISA or other applicable federal law.

8.3 Relationship to Other Programs. Participation in the Plan shall not affect a Participant's rights to participate in and receive benefits under any other plans of the Corporation, nor shall it affect the Participant's rights under any other agreement entered into with the Corporation, unless expressly provided otherwise by such plan or agreement. Any amount credited under or paid pursuant to this Plan shall not be treated as any type of compensation or otherwise taken into account in the determination of the Participant's benefits under any other plans of the Corporation, unless expressly provided otherwise by such plan.

8.4 Non-Assignability by Participant. No Participant or Beneficiary shall have any right to commute, sell, assign, pledge, convey, or otherwise transfer any rights or claims to receive benefits hereunder, nor shall such rights or claims be subject to garnishment, attachment, execution or levy of any kind except to the extent otherwise required by law.

8.5 No Right to Continued Service. Neither participation in this Plan, nor the payment of any benefit hereunder, shall be construed as giving to a Participant any right to be retained in the service of the Corporation, or limiting in any way the right of the Corporation to terminate the Participant's service at any time.

8.6 Assignability by Corporation. The Corporation shall have the right to assign all of its right, title and obligation in and under this Plan upon a merger or consolidation in which the Corporation is not the surviving entity or to the purchaser of substantially its entire business or assets or the business or assets pertaining to a major product line, provided such assignee or purchaser assumes and agrees to perform after the effective date of such assignment all of the terms, conditions and provisions imposed by this Plan upon the Corporation. Upon such assignment, all of the rights, as well as all obligations, of the Corporation under this Plan shall thereupon cease and terminate.

8.7 Unsecured Claim; Grantor Trust. The right of a Participant to receive payment hereunder shall be an unsecured claim against the general assets of the Corporation, and no provisions contained herein, nor any action taken hereunder shall be construed to give any individual at any time a security interest in any asset of the Corporation, of any affiliated corporation, or of the stockholders of the Corporation. The liabilities of the Corporation to a Participant hereunder shall be those of a debtor pursuant to such contractual obligations as are created hereunder and to the extent any person acquires a right to receive payment from

the Corporation hereunder, such right shall be no greater than the right of any unsecured general creditor of the Corporation. The Corporation may establish a grantor trust (but shall not be required to do so) to which the Corporation may in its discretion contribute (subject to the claims of the general creditors of the Corporation) the amounts credited to the Account. If a grantor trust is so established, payment by the trust of the amounts due the Participant or his Beneficiary hereunder shall be considered a payment by the Corporation for purposes of this Plan.

8.8 Notices or Filings. Any notice or filing required or permitted to be given to the Administrator hereunder shall be sufficient if in writing and hand-delivered, or sent by registered or certified mail, to the address below:

Corporate Treasurer
Brady Corporation
P.O. Box 571
Milwaukee, WI 53201-0571

Such notice shall be deemed given as of the date of delivery or, if delivery is made by mail, as of the date shown on the postmark on the receipt for registration or certification.

Any notice or filing required or permitted to be given to a Participant hereunder shall be sufficient if in writing and hand-delivered, or sent by mail, to the last known address of the Participant.

8.9 Special rules for 2005-2007. Notwithstanding the usual rules required regarding the deferral elections and distribution elections:

(a) A Participant may on or before March 15, 2005 make a new deferral election to apply to amounts which would otherwise be paid in calendar year 2005; provided that such amounts have not been paid or became payable at the time of the election. Such election shall remain in effect for future years until modified pursuant to Section 3.2.

(b) On or before December 31, 2007, a Participant may elect an In-Service Payment Event Date and/or make an election as to distribution of his Account from among the choices described at Section 6.1 hereof without complying with the rules described in Section 6.2 hereof as long as the effect of the election is not to accelerate payments into 2006 or to defer payments which would otherwise have been made in 2006 and not to accelerate payments into 2007 or to defer payments which would otherwise have been made in 2007. Such election shall become effective after the last day upon which it is permitted to be made or, if earlier, the first day of the calendar year in which payments under the election are scheduled to commence. In order to change any such election after December 31, 2007, the requirements of Section 6.2 hereof must be satisfied. Any individual who has on or before December 31, 2006 elected an In-Service Payment Event Date of January 1, 2007 and a Distribution Date of April 1, may on or before December 31, 2007 elect to change the Distribution Date to be applicable in calendar year 2008 and subsequent years from April 1 to January 1.

IN WITNESS WHEREOF, the Corporation has caused its duly authorized officer to execute this Plan document on its behalf as of the 21st day of February, 2017, to replace any prior version of this Plan previously adopted by the Corporation.

BRADY CORPORATION

By: /s/ HELENA NELLIGAN

Attest: /s/ J. MICHAEL NAUMAN

RULE 13a-14(a)/15d-14(a) CERTIFICATION

I, J. Michael Nauman, certify that:

(1) I have reviewed this quarterly report on Form 10-Q of Brady Corporation;

(2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material act necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

(3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

(4) I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision to provided reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

(5) I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 23, 2017

/s/ J. MICHAEL NAUMAN

President and Chief Executive Officer

(Principal Executive Officer)

RULE 13a-14(a)/15d-14(a) CERTIFICATION

I, Aaron J. Pearce, certify that:

(1) I have reviewed this quarterly report on Form 10-Q of Brady Corporation;

(2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material act necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

(3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

(4) I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision to provided reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

(5) I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 23, 2017

/s/ AARON J. PEARCE

Chief Financial Officer and Treasurer

(Principal Financial Officer)

SECTION 1350 CERTIFICATION

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of Brady Corporation (the "Company") certifies to his knowledge that:

(1) The Quarterly Report on Form 10-Q of the Company for the quarterly period ended January 31, 2017 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in that Form 10-Q fairly presents, in all material respects, the financial conditions and results of operations of the Company.

Date: February 23, 2017

/s/ J. MICHAEL NAUMAN

President and Chief Executive Officer

(Principal Executive Officer)

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request. This certification accompanies this report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

SECTION 1350 CERTIFICATION

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of Brady Corporation (the "Company") certifies to his knowledge that:

(1) The Quarterly Report on Form 10-Q of the Company for the quarterly period ended January 31, 2017 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in that Form 10-Q fairly presents, in all material respects, the financial conditions and results of operations of the Company.

Date: February 23, 2017

/s/ AARON J. PEARCE

Chief Financial Officer and Treasurer
(Principal Financial Officer)

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request. This certification accompanies this report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.