

BRUSH WELLMAN INC

FORM DEF 14A (Proxy Statement (definitive))

Filed 3/18/1996 For Period Ending 5/7/1996

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Fiscal Year	12/31

SCHEDULE 14A
(RULE 14A)

INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES
EXCHANGE ACT OF 1934
(AMENDMENT NO.)

Filed by the Registrant /X/

Filed by a Party other than the Registrant //

Check the appropriate box:

// Preliminary Proxy Statement // CONFIDENTIAL, FOR USE OF THE COMMISSION
ONLY (AS PERMITTED BY RULE 14A-6(E)(2))

/X/ Definitive Proxy Statement

// Definitive Additional Materials

// Soliciting Material Pursuant to sec.240.14a-11(c) or sec.240.14a-12

BRUSH WELLMAN INC.

(NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

XXXXXXXXXXXXXXXXXXXX

(NAME OF PERSON(S) FILING PROXY STATEMENT, IF OTHER THAN THE REGISTRANT)

Payment of filing fee (Check the appropriate box):

/X/ \$125 per Exchange Act Rules 0-11(c)(1)(ii), 14a-6(i)(1), 14a-6(i)(2) or
Item 22(a)(2) of Schedule 14A.

/ / \$500 per each party to the controversy pursuant to Exchange Act Rule
14a-6(i)(3).

/ / Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies: _____

(2) Aggregate number of securities to which transaction applies: _____

(3) Per unit price or other underlying value of transaction computed
pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the
filing fee is calculated and state how
it was determined): _____

(4) Proposed maximum aggregate value of transaction: _____

(5) Total fee paid: _____

/ / Fee paid previously with preliminary materials.

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0-11(a)(2) and identify the filing for which the offsetting fee was paid
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the Form or Schedule and the date of its filing.

(1) Amount Previously Paid: _____

(2) Form, Schedule or Registration Statement No.: _____

(3) Filing Party: _____

(4) Date Filed: _____

BRUSH WELLMAN INC.
17876 St. Clair Avenue
Cleveland, Ohio 44110

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

The annual meeting of shareholders of Brush Wellman Inc. will be held at The Forum, One Cleveland Center, 1375 East Ninth Street, Cleveland, Ohio on Tuesday, May 7, 1996 at 11:00 A.M. (Eastern Daylight Time), for the following purposes:

- (1) To elect three directors, each to serve for a term of three years and until a successor shall have been elected and qualified.
- (2) To ratify and approve the selection of Ernst & Young LLP as independent auditors of the Company for the year 1996.
- (3) The transaction of such other business as may properly come before such meeting.

The Board of Directors has fixed the close of business on March 11, 1996 as the record date for the determination of shareholders entitled to notice of, and to vote at, the meeting or any adjournment thereof.

MICHAEL C. HASYCHAK
Secretary

March 18, 1996

IMPORTANT -- YOUR PROXY IS ENCLOSED

PLEASE SIGN, DATE AND RETURN YOUR ENCLOSED PROXY IN THE ACCOMPANYING ENVELOPE.

BRUSH WELLMAN INC.

17876 St. Clair Avenue
Cleveland, Ohio 44110

PROXY STATEMENT

MARCH 18, 1996

This statement is furnished in connection with the solicitation by the Board of Directors of Brush Wellman Inc. (the "Company") of proxies to be used at the annual meeting of shareholders of the Company to be held on May 7, 1996. This statement and the related form of proxy are being sent to shareholders on or about the date of this statement.

If the enclosed form of proxy is properly executed and returned, the shares represented by it will be voted at the meeting. The proxy may be revoked at any time prior to its exercise by giving notice to the Company in writing or in open meeting.

As of March 11, 1996, the record date for the meeting, the Company had outstanding and entitled to vote 15,918,501 shares of Common Stock.

Each outstanding share of Common Stock is entitled to one vote on each matter brought before the meeting. Under Ohio law, shareholders have cumulative voting rights in the election of directors, provided not less than 48 hours notice in writing is given by any shareholder to the President, any Vice President or the Secretary of the Company that he desires that voting at such election be cumulative, and an announcement of the giving of such notice is made upon the convening of the meeting. When cumulative voting applies, each share has a number of votes equal to the number of directors to be elected, and a shareholder may give all of his votes to one nominee or divide his votes among as many nominees as he sees fit. Unless contrary instructions are received on proxies given to the Company, in the event that cumulative voting applies, all votes represented by such proxies will be divided evenly among the candidates nominated by the Board of Directors, except that if voting in such manner would not be effective to elect all such nominees, such votes will be cumulated in the discretion of the Company so as to maximize the number of such nominees elected.

At the annual meeting, the results of shareholder voting will be tabulated by the inspector of elections appointed for the annual meeting. Under Ohio law and the Company's Articles of Incorporation and Regulations, properly executed proxies that are marked "abstain" or are held in "street name" by brokers and not voted on one or more of the items (if otherwise voted on at least one item) will be counted for purposes of determining whether a quorum has been achieved at the annual meeting. Votes withheld in respect of Item 1 will not be counted in determining the election of directors. Abstentions and broker non-votes in respect of Item 2 will not be considered as votes cast for purposes of determining whether that matter is approved.

In addition to the solicitation of proxies by the use of the mails, officers and other employees of the Company may solicit the return of proxies by personal interview, telephone and telecopy. Brokerage houses, banks and other custodians, nominees and fiduciaries will be requested to forward soliciting material to the beneficial owners of shares and will be reimbursed for their expenses. The costs of the solicitation of proxies will be borne by the Company.

ELECTION OF DIRECTORS

At the present time it is intended that proxies will be voted for the election of Albert C. Bersticker, Dr. Charles F. Brush III and David L. Burner as directors for a term of three years and until the election of their successors. Mr. Bersticker and Dr. Brush had been previously elected as a director by shareholder action. Mr. Burner was appointed by the Board of Directors as a director on May 2, 1995 to fill the vacancy created by the retirement of Clark G. Waite from the Board effective upon the adjournment of the Board of Directors Meeting held on May 2, 1995.

If any of these nominees should become unavailable, it is intended that the proxies will be voted as the Board of Directors shall determine. The Company has no reason to believe that any of the nominees will be unavailable. The three nominees receiving the greatest number of votes will be elected as directors of the Company.

The following table sets forth information concerning the nominees and the directors whose terms of office will continue after the meeting:

NOMINEES WHOSE TERMS END IN 1999	CURRENT EMPLOYMENT
ALBERT C. BERTICKER Director since 1993 Member -- Nominating Committee and Organization and Compensation Committee Age -- 61	Chairman and Chief Executive Officer, Ferro Corporation (specialty materials)

Mr. Bersticker was elected Chairman of Ferro Corporation in February 1996. He was elected Chief Executive Officer of Ferro Corporation in 1991. Prior to his election to Chairman, he had been its President during the past eight years. Mr. Bersticker is a director of Ferro Corporation, Centerior Energy Corporation, KeyCorp Inc. and Oglebay Norton Company.

DR. CHARLES F. BRUSH, III Director since 1958 Member -- Finance Committee, Nominating Committee and Organization and Compensation Committee Age -- 72	Personal investments
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There has been no change in Dr. Brush's occupation during the past five years.

DAVID L. BURNER Director since 1995 Member -- Audit Committee and Finance Committee Age -- 56	President, The B.F.Goodrich Company (aerospace and specialty chemicals)
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Mr. Burner was elected President of The B.F.Goodrich Company effective December 1995. Prior to that, he had served as Executive Vice President of The B.F.Goodrich Company from October 1993 and as Senior Vice President from April 1990. Mr. Burner is a director of The B.F.Goodrich Company.

FRANK B. CARR
 Director since 1970
 Member -- Audit Committee,
 Finance Committee and
 Nominating Committee
 Age -- 68

Managing Director, Corporate Finance,
 McDonald & Company Securities, Inc.
 (investment banking and securities brokerage
 firm)

Mr. Carr has been a Managing Director, Corporate Finance of McDonald & Company Securities, Inc. during the past five years. He is a director of Invacare Corporation and Preformed Line Products Company.

GERALD C. MCDONOUGH
 Director since 1983
 Member -- Finance Committee,
 Nominating Committee and
 Organization and
 Compensation Committee
 Age -- 67

Retired Chairman and Chief Executive Officer,
 Leaseway Transportation Corp. (trucking,
 leasing and distribution services company)

Mr. McDonough was Chairman and Chief Executive Officer of Leaseway Transportation Corp. until his retirement in 1988. He is a director of Acme-Cleveland Corporation, Associated Estates Realty Corporation, Commercial Intertech Corp., York International Corp. and is also a Trustee of the Fidelity Funds.

JOHN SHERWIN, JR.
 Director since 1981
 Member -- Audit Committee
 and Finance Committee
 Age -- 57

President, Mid-Continent Ventures, Inc.
 (venture capital company)

Mr. Sherwin has been President of Mid-Continent Ventures, Inc. during the past five years.

DIRECTORS WHOSE TERMS END IN 1997

CURRENT EMPLOYMENT

GORDON D. HARNETT
 Director since 1991
 Age -- 53

Chairman of the Board, President and Chief
 Executive Officer of the Company

Mr. Harnett has been Chairman of the Board, President and Chief Executive Officer of the Company during the past five years. He is a director of Essef Corporation, Lubrizol Corporation and National City Bank, Cleveland.

WILLIAM P. MADAR
 Director since 1988
 Member -- Audit Committee, Nominating
 Committee and Organization
 and Compensation Committee
 Age -- 56

President and Chief Executive Officer,
 Nordson Corporation
 (industrial equipment manufacturer)

Mr. Madar has been President and Chief Executive Officer of Nordson Corporation during the past five years. He is a director of Lubrizol Corporation, National City Bank, Cleveland and Nordson Corporation.

ROBERT M. MCINNES	Business Consultant
Director since 1977	
Member -- Audit Committee, Organization and Compensation Committee and Finance Committee	
Age -- 65	

Mr. McInnes was Of Counsel to the law firm of Arter & Hadden from November 1988 to November 1994. Prior to that time he was Group Executive Vice President of Cleveland-Cliffs Inc. He had also served as President and Chief Executive Officer of Pickands Mather & Co., which became a wholly-owned subsidiary of Cleveland-Cliffs Inc in December 1986. He is a director of Cliffs Drilling Company.

HENRY G. PIPER	Retired President and Chief Executive Officer of the Company
Director since 1967	
Age -- 73	

Mr. Piper served as President, Chairman of the Board and Chief Executive Officer of the Company until his retirement from the Company on December 31, 1988. Mr. Piper resumed employment with the Company as President and Chief Executive Officer on January 23, 1990. Mr. Piper resigned from his positions effective upon the election of Mr. Harnett as Chairman of the Board, President and Chief Executive Officer on January 22, 1991. He remained an employee of the Company until April 30, 1991. He is a director of First Union Management Inc.

COMMITTEES OF THE BOARD OF DIRECTORS

The Board of Directors maintains, among other committees, an Audit Committee, Finance Committee, Nominating Committee and Organization and Compensation Committee, the members of which are identified in the above table.

The Audit Committee held three meetings in 1995. Its principal functions include the engagement of independent auditors or recommending action by the full Board of Directors with respect thereto; reviewing the scope and results of the audit and any non-audit services performed by such auditors; reviewing the adequacy of the Company's internal auditing, accounting and financial controls; and reviewing with independent auditors their report and opinion upon completion of their audit, including a review of any significant transactions not in the ordinary course of business and compliance with Company policies and codes of conduct.

The Finance Committee held four meetings in 1995. Its principal functions include monitoring and making recommendations to the Board of Directors regarding debt, capital structure, dividend policy and shareholder relations and to review the investment of pension assets and the funding position of retirement plans.

The Nominating Committee held two meetings in 1995. Its principal functions include evaluation of candidates for Board membership (including any nominations of qualified candidates submitted in writing by security holders to the Secretary of the Company) and recommendations to the full Board of Directors of candidates to fill executive vacancies that arise from time to time.

The Organization and Compensation Committee held three meetings in 1995. Its principal functions include reviewing executive compensation, taking action where appropriate or making recommendations to the full Board of Directors with respect thereto, recommending the adoption of executive benefit plans, granting stock options and other awards, and recommending action on matters relating to management succession and changes in organizational structure.

The Board of Directors held eight meetings in 1995. All of the directors attended at least 75% of the total meetings held by the Board of Directors and by the Committees on which they served during 1995.

DIRECTOR COMPENSATION

Each director who is not an officer of the Company receives an annual retainer fee of \$16,500 for each calendar year. The Chairman of each Committee (if not an officer) receives an additional \$1,000 on an annual basis. Effective May 2, 1995 the meeting fees of \$1,000 for attending each meeting of the Board of Directors and each meeting of a Committee thereof, changed to a fixed annual amount of \$17,500.

The Deferred Compensation Plan for Nonemployee Directors was approved by shareholders in 1992. The Plan provides each nonemployee director the opportunity to defer receipt of all or a portion of the compensation payable for his services as a director. The Company, in turn, transfers an amount equal to the reduction in compensation to a trust, which amounts are invested, at the director's discretion, in the Company's Common Stock or in accordance with the Company's investment policy. Directors are encouraged to take all or a portion of their compensation in the form of Common Stock. For 1995 directors elected to receive an aggregate of \$33,000 (\$102,000 for 1996) worth of Common Stock on a deferred basis under this Plan.

The Company established a Stock Option Plan for Non-Employee Directors in 1990. The Plan authorizes a one-time grant of a non-qualified option to purchase shares of Common Stock to each non-employee director who has never been an employee of the Company. Eight directors each received a grant on April 25, 1990 for 5,000 shares of the Company's Common Stock at an exercise price of \$22.81. One director received a grant on April 27, 1993 for 5,000 shares of the Company's Common Stock at an exercise price of \$11.81. One director received a grant on May 2, 1995 for 5,000 shares of the Company's Common Stock at an exercise price of \$19.81. The option price of each option granted under the Plan is equal to the average of the high and the low market price of the Common Stock on the date of grant. Each option becomes exercisable six months after the date of grant and expires ten years after the date of grant, subject to earlier termination in the event of termination of service on the Board or disability. The Plan also provides for one-time grants for 5,000 shares of the Company's Common Stock for up to two future directors upon their election or appointment to the Board.

The Company's Directors Retirement Plan provides that a non-officer director, upon reaching age 65 and who shall thereafter die or retire from the Board and shall have served as a director for a minimum of seven years or attained the age of 70, shall receive for the number of years equal to his non-employee service, but not exceeding 15 years, after the date of his death or retirement, annual compensation in an amount equal to the rate of the annual retainer, including any Committee chairmanship, for non-officer directors in effect on the date of such death or retirement. Such amount shall be paid quarterly or, at the director's election and subsequent approval by the Organization and Compensation Committee, or in the event of death, in a lump sum equivalent to the present value of the unpaid quarterly payments using the Pension Benefit Guaranty Corporation interest rate in effect for determining lump sum benefits under the Brush Wellman Inc. Salaried Pension Plan. Directors, except those having reached age 65 before December 31, 1988, shall retire at the end of the year in which they reach their seventieth birthday.

COMMON STOCK OWNERSHIP OF CERTAIN BENEFICIAL OWNERS, DIRECTORS AND MANAGEMENT

The following table sets forth information regarding ownership of the Company's Common Stock as of January 31, 1996 by directors, each of the executive officers named in this Summary Compensation Table, all directors and executive officers as a group and certain other persons owning more than 5% of the Company's Common Stock. Unless otherwise indicated, persons named below held sole voting power and sole investment power with respect to their shares of the Company's Common Stock.

NON-OFFICER DIRECTORS	SHARES OF COMMON STOCK BENEFICIALLY OWNED(1)	PERCENT OF COMMON STOCK BENEFICIALLY OWNED
-----	-----	-----
Albert C. Bersticker.....	5,731(2)(3)	*
Dr. Charles F. Brush, III.....	328,436(2)(4)	2.0%
David L. Burner.....	5,463(2)(3)	*
Frank B. Carr.....	20,000(2)	*
William P. Madar.....	15,517(2)(3)	*
Gerald C. McDonough.....	23,584(2)(3)(5)	*
Robert M. McInnes.....	9,318(2)(3)	*
Henry G. Piper.....	11,169(6)	*
John Sherwin, Jr.....	23,129(2)(7)	*
EXECUTIVE OFFICERS		

Gordon D. Harnett.....	233,148(2)	1.4%
Carl Cramer.....	9,243(2)	*
Stephen Freeman.....	33,946(2)	*
Craig B. Harlan.....	85,818(2)	*
Robert H. Rozek.....	83,970(2)	*
All directors and executive officers as a group (20 persons).....	1,066,312(8)	6.4%
OTHER PERSONS		

Trimark Financial Corporation One First Canadian Place Suite 5600, P.O. Box 487 Toronto, Ontario, Canada.....	1,574,000(9)	9.5%
Brush Wellman Inc. Savings and Investment Plan.....	1,035,555(10)	6.2%
Prudential Equity Management.... Prudential Plaza Newark, New Jersey	985,400(11)	5.9%
State Street Bank and Trust Co. of Boston 225 Franklin Street Boston, Massachusetts.....	896,195(12)	5.4%
State of Wisconsin Investment Board P.O. Box 7842 Madison, Wisconsin.....	890,000(13)	5.4%

* Less than 1% of Common Stock.

(1) Reported in accordance with the beneficial ownership rules of the Securities and Exchange Commission (the "Commission"), under which a person is deemed to be the beneficial owner of a security, for these purposes, if he has or shares voting power or investment

power in respect of such security or has the right to acquire such security within 60 days. The shares shown include shares credited to the account of each executive officer under the Company's Savings and Investment Plan. The shares shown in the table do not purport to represent beneficial ownership for any purpose other than compliance with the Commission's reporting requirements.

(2) Includes shares covered by outstanding options exercisable within 60 days, as follows: Mr. Harnett, 215,000; Mr. Cramer, 5,000; Mr. Harlan, 79,200; Mr. Rozek, 77,200; Mr. Freeman, 29,800; and 5,000 for each of Messrs. Bersticker, Brush, Burner, Carr, Madar, McDonough, McInnes and Sherwin.

(3) Includes shares deferred under the Deferred Compensation Plan for Nonemployee Directors, as follows: Mr. Bersticker, 231; Mr. Burner, 463; Mr. Madar, 9,317; Mr. McDonough, 15,184; and Mr. McInnes, 218.

(4) Includes 40,000 shares owned by the Charles F. Brush III Charitable Remainder Unitrust of which Dr. Brush is trustee and 3,000 shares owned by Dr. Brush's wife, as to all of which Dr. Brush disclaims ownership.

(5) Includes 1,000 shares owned by Mr. McDonough's wife of which Mr. McDonough disclaims ownership.

(6) Includes 400 shares owned by Mr. Piper's child of which Mr. Piper disclaims ownership.

(7) Includes 10,334 shares owned by Mr. Sherwin's wife and children of which Mr. Sherwin disclaims ownership.

(8) Includes 604,680 shares subject to outstanding options held by officers and directors and exercisable within 60 days.

(9) Information regarding share ownership was obtained from Amendment No. 3 to Schedule 13G filed with the Commission on February 12, 1996.

(10) The Northern Trust Company, Chicago, Illinois, trustee for the Brush Wellman Inc. Savings and Investment Plan holds the shares in trust. All participants share voting power with the trustee of the Plan with respect to shares credited to their account.

(11) Information regarding share ownership was obtained from Schedule 13G filed with the Commission on February 14, 1996.

(12) Information regarding share ownership was obtained from Schedule 13G filed with the Commission on February 12, 1996.

(13) Information regarding share ownership was obtained from Amendment No. 6 to Schedule 13G filed with the Commission on January 30, 1996.

EXECUTIVE OFFICER COMPENSATION

SUMMARY COMPENSATION TABLE

The following table sets forth total annual compensation earned during the Company's last three years by the Chief Executive Officer and by the four most highly compensated executive officers other than the Chief Executive Officer.

NAME AND PRINCIPAL POSITION	ANNUAL COMPENSATION(1)			LONG-TERM COMPENSATION	ALL OTHER COMPENSATION(\$) (3)
	YEAR	SALARY(\$)	BONUS(\$)	AWARDS(2) SECURITIES UNDERLYING OPTIONS(#)	
Gordon D. Harnett Chairman of the Board, President and Chief Executive Officer	1995	360,000(4)	191,412(4)	30,000	18,828(4)
	1994	322,500(4)	253,500(4)	30,000	9,673(4)
	1993	315,000(4)	0	30,000	18,615(4)
Carl Cramer (5) Vice President Finance and Chief Financial Officer	1995	200,004	75,667	9,000	0
	1994	18,940	0	0	0
	1993	N/A	N/A	N/A	N/A
Craig B. Harlan Vice President International-Europe	1995	169,750(6)	64,694	7,500	7,856(6)
	1994	166,000	92,130	7,500	4,980
	1993	165,600	0	10,000	6,694
Stephen Freeman Vice President Alloy Products	1995	162,000(7)	61,289	9,000	7,310(7)
	1994	146,041	81,651	10,000	4,381
	1993	142,104	0	15,000	2,142
Robert H. Rozek Senior Vice President International	1995	151,000(8)	57,884	9,000	6,944(8)
	1994	138,348	80,475	10,000	4,150
	1993	126,875	0	12,000	5,119

(1) No compensation was paid to any of the named executive officers that requires disclosure as "Other Annual Compensation."

(2) No Performance Restricted Shares or Performance Shares were earned by any of the named executive officers for any of the years listed. For information regarding Performance Restricted Shares and Performance Shares granted in 1995, see the table under Long-Term Incentive Plans--Awards in Last Fiscal Year on page 10 of this statement.

(3) Except as disclosed in (4), (6), (7) and (8), amount consists of Company matching contributions to the Brush Wellman Inc. Savings and Investment Plan.

(4) Salary for 1995, 1994 and 1993 includes deferred compensation of \$18,900, \$5,200 and \$16,169, respectively. Bonus for 1995 and 1994 includes deferred compensation of \$6,085 and \$8,910, respectively. All Other Compensation for 1995, 1994 and 1993 includes deferred compensation in respect of Company matching credits under the Brush Wellman Inc. Supplemental Retirement Benefit Plan of \$13,905, \$2,600 and \$11,809, respectively.

(5) Mr. Cramer began employment with the Company in November 1994.

(6) Salary for 1995 includes deferred compensation of \$6,713. All Other Compensation for 1995 includes deferred compensation in respect of Company matching credits under the Brush Wellman Inc. Supplemental Retirement Benefit Plan of \$3,356.

(7) Salary for 1995 includes deferred compensation of \$9,365. All Other Compensation for 1995 includes deferred compensation in respect of Company matching credits under the Brush Wellman Inc. Supplemental Retirement Benefit Plan of \$2,810.

(8) Salary for 1995 includes deferred compensation of \$4,889. All Other Compensation for 1995 includes deferred compensation in respect of Company matching credits under the Brush Wellman Inc. Supplemental Retirement Benefit Plan of \$2,444.

OPTION GRANTS IN LAST FISCAL YEAR

The following table provides information on option grants during 1995 to the executive officers included in the Summary Compensation Table. There was one grant of options to the named executive officers during the year.

INDIVIDUAL GRANTS					POTENTIAL REALIZABLE VALUE AT ASSUMED ANNUAL RATES OF STOCK PRICE APPRECIATION FOR OPTION TERM		
NAME	(#) OF SECURITIES UNDERLYING OPTIONS GRANTED	% OF TOTAL OPTIONS GRANTED TO EMPLOYEES IN FISCAL YEAR	EXERCISE OR BASE PRICE (\$/SH)	EXPIRATION DATE	0% (\$)	5% (\$)	10% (\$)
Gordon D. Harnett Chairman of the Board, President and Chief Executive Officer	30,000	14.26	\$17.69	12/04/05	\$ -0-	\$333,754	\$845,799
Carl Cramer Vice President Finance and Chief Financial Officer	9,000	4.28	\$17.69	12/04/05	\$ -0-	\$100,126	\$253,740
Craig B. Harlan Vice President International - Europe	7,500	3.56	\$17.69	12/04/05	\$ -0-	\$ 83,439	\$211,450
Stephen Freeman Vice President Alloy Products	9,000	4.28	\$17.69	12/04/05	\$ -0-	\$100,126	\$253,740
Robert H. Rozek Senior Vice President International	9,000	4.28	\$17.69	12/04/05	\$ -0-	\$100,126	\$253,740

Stock options generally become exercisable six months from date of grant and generally expire ten years from date of grant as long as the optionee continues to be an employee of the Company. The option price is determined based on the average of the high and the low market price on date of grant. The option price may be paid by the optionee in cash or common stock of the Company or any combination thereof. Options are not transferable except by will or laws of descent. Options are not repriced except to prevent dilution or enlargement of the rights of the optionee.

AGGREGATED OPTION EXERCISES IN LAST FISCAL YEAR AND FISCAL YEAR-END OPTION VALUES

The following table provides information concerning unexercised stock options held by the executive officers included in the Summary Compensation Table and the value of such officers' unexercised options at December 31, 1995.

NAME	SHARES ACQUIRED ON EXERCISE (#)	VALUE REALIZED (\$)	NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS AT DECEMBER 31, 1995(#)	VALUE OF UNEXERCISED IN-THE-MONEY OPTIONS AT DECEMBER 31, 1995(\$) EXERCISABLE/ UNEXERCISABLE
			EXERCISABLE/ UNEXERCISABLE	
Gordon D. Harnett Chairman of the Board, President and Chief Executive Officer			215,000/ 30,000	\$ 412,050/ \$ -0-
Carl Cramer Vice President Finance and Chief Executive Officer			5,000/ 9,000	\$ 10,300/ \$ -0-
Craig B. Harlan Vice President International - Europe			79,200/ 7,500	\$ 91,000/ \$ -0-
Stephen Freeman Vice President Alloy Products			29,800/ 10,200	\$ 76,950/ \$ 1,650
Robert H. Rozek Senior Vice President International			77,200/ 9,000	\$ 149,435/ \$ -0-

LONG-TERM INCENTIVE PLANS -- AWARDS IN LAST FISCAL YEAR

NAME	NUMBER OF SHARES, UNITS OR OTHER RIGHTS (#) (1)	PERFORMANCE OR OTHER PERIOD UNTIL MATURATION OR PAYOUT	ESTIMATED FUTURE PAYOUTS UNDER NON-STOCK PRICE-BASED PLANS		
			THRESHOLD (#)	TARGET (#)	MAXIMUM (#)
Gordon D. Harnett Chairman of the Board, President and Chief Executive Officer	16,364	2 Years	2,727	10,909	16,364
Carl Cramer Vice President Finance and Chief Executive Officer	6,365	2 Years	1,061	4,243	6,365
Craig B. Harlan Vice President International -- Europe	5,282	2 Years	880	3,521	5,282
Stephen Freeman Vice President Alloy Products	5,154	2 Years	859	3,436	5,154
Robert H. Rozek Senior Vice President International	4,614	2 Years	769	3,076	4,614

(1) Amounts listed represent the aggregate number of Performance Restricted Shares and Performance Shares awarded during 1995. The number of Performance Restricted Shares included in the table for each named executive officer is as follows: Mr. Harnett, 10,909; Mr. Cramer, 4,243; Mr. Harlan, 3,521; Mr. Freeman, 3,436; and Mr. Rozek, 3,076. The number of Performance Shares included in the table for each named executive is as follows: Mr. Harnett, 5,455; Mr. Cramer, 2,122; Mr. Harlan, 1,761; Mr. Freeman, 1,718; and Mr. Rozek, 1,538.

The above table presents information about Performance Restricted Shares and Performance Shares awarded during the year pursuant to the 1995 Stock Incentive Plan. Each Performance Restricted Share and Performance Share that is earned entitles the holder to receive Common shares in accordance with the above table, depending on the degree of achievement of a specified Company objective. Performance Restricted Shares are issued at the time of award subject to forfeiture and the Performance Shares are issued only at the end of the performance period assuming the objectives are achieved. The Organization and Compensation Committee established a threshold, target and maximum return on invested capital over a two year period as the management objective for determining such award. If the management objective is attained at the threshold level, 25% of the Performance Restricted Shares will become nonforfeitable. All of the Performance Restricted Shares will be earned if performance attains the target level. If the management objective is attained over the threshold level, but less than the target level, a proportionate number of Performance Restricted Shares will become nonforfeitable. If the management objective is at the maximum level, all the Performance Shares will be earned. If the management objective is attained at a level between the target and maximum levels of achievement a proportionate number of Performance Shares will be earned.

REPORT OF ORGANIZATION AND COMPENSATION COMMITTEE ON EXECUTIVE COMPENSATION

The Organization and Compensation Committee of the Board of Directors (the "Committee") is composed entirely of nonemployee directors. The Committee is responsible for developing and making policy recommendations to the Board with respect to the Company's executive compensation. In addition, the Committee, pursuant to authority delegated by the Board, determines on an annual basis the compensation to be paid to the Chief Executive Officer (the "CEO") and each of the other executive officers of the Company.

COMPENSATION PHILOSOPHY -- PAY FOR PERFORMANCE

The Committee's compensation philosophy is to recognize superior results with superior monetary rewards. Where results are below expectation, pay will directly reflect the less-than-targeted performance.

TOTAL COMPENSATION STRATEGY

The executive compensation strategy is to attract and retain qualified executives and to provide appropriate incentives to achieve the long-term success of the Company and to enhance shareholder value over the long term. The Company employs a total compensation strategy, taking into consideration base pay, annual performance compensation and long-term incentives. Base salary is generally established at moderately competitive levels, and greater weight is put on the performance-driven portions of the compensation package.

In 1994, the Committee and management initiated an in-depth study of the Company's total compensation practices for executives. The Company retained the services of a nationally recognized compensation consultant to conduct the study. The consultant utilized a variety of published and proprietary surveys to determine appropriate total compensation levels for each position. These surveys included data gathered from numerous companies in the metals industry and general manufacturing, including surveys focusing on comparably-sized companies. Accordingly, the survey samples were substantially broader than the group of seven other companies used on the performance graph. The consultant met independently with each Committee member and participated in Committee meetings. The major result of this study was the decision to refocus the long-term component of executive compensation from reliance on stock options and cash awards to include stock awards based on achievement of predetermined, long-term financial objectives. The cash incentive program, which was based in part on achieving an annual return on invested capital, was changed to a stock award based on the

attainment of predetermined performance goals over an initial two-year period and three-year periods thereafter. These changes were implemented by means of the 1995 Stock Incentive Plan, which was approved by shareholders at the 1995 annual meeting.

BASE SALARY

Base salaries are established by the Committee based on an executive's job responsibilities, level of experience, individual performance and contribution to the business. As a result of the above-mentioned 1994 total compensation study, executive base salary changes in 1995 were reflective of adjustments to those executives whose base salaries were less than market median (50th percentile) and general market increases of approximately 4% for those who were already at that level. The CEO's base salary was determined to be less than market median, and was, therefore, increased by the Committee from \$322,500 to \$360,000.

ANNUAL PERFORMANCE COMPENSATION

A Management Performance Compensation Plan (the "Plan") provides for annual, single-sum cash payments that are based on achieving preestablished financial objectives. These objectives are established by the Committee on an annual basis. The CEO's annual performance compensation is based entirely on financial performance and is 100% dependent on total Company results. The other executive officers' annual performance compensation is primarily based on financial performance and is dependent on Company results or relevant business unit results.

The percentage of base salary available for annual performance compensation under the Plan varies according to the level of the individual's responsibility. The CEO could attain 52% of base pay for achieving the targeted objective, 78% for exceeding the maximum objective, and 0% if the minimum objective is not attained. Likewise, the other executive officers could achieve 17% to 37%, 25.5% to 55.5%, and 0%, respectively. In 1995, the Company's targeted objective, which was based on operating income, was slightly exceeded which resulted in cash payouts of 53% to the CEO and up to 38% to the other executive officers.

LONG-TERM INCENTIVES

STOCK INCENTIVE PLAN

The shareholder-approved 1995 Stock Incentive Plan (the "Incentive Plan") was designed to afford the Committee flexibility in making awards to align the Company's long-term incentives more closely with shareholder interests. In accordance with the Incentive Plan, in early 1995 the Committee established Management Objectives for an abbreviated, two-year performance period for 1995 and 1996. Eligible participants were granted combined awards of Performance Restricted Shares and Performance Shares, which will be earned only if the management objectives specified by the Committee are reached during the performance period.

The number of shares covered by each individual's award of Performance Restricted Shares and Performance Shares under the Incentive Plan was determined by the Committee by applying a factor to the base salary of each individual. The CEO's 1995 award gave him the opportunity to earn Performance Restricted Shares equivalent to 50% of base pay in effect at January 1, 1995 divided by the stock price at the date of grant (February 7, 1995). As indicated in the table on page 10, the CEO was granted 10,909 Performance Restricted Shares, together with one half that number of Performance Shares. Performance Restricted Shares were actually issued at the time the awards were made, but will be forfeited to the extent the goals specified by the Committee are not met. The Performance Share portion of the award will only result in the issuance of shares if performance over the two-year performance period exceeds target.

The Committee established return on invested capital as the management objective for determining the award for the CEO and the other executive officers, with the exception of two business unit leaders who will be measured on return on assets for their business unit.

The other executive officers have an opportunity to receive Performance Restricted Shares equivalent to 15% to 35% of base pay in effect at January 1, 1995 divided by the stock price at the date of grant. In addition one half of the number of Performance Restricted Shares were also granted in the form of Performance Shares. The same method of share calculations utilized for the determination of the CEO's long-term compensation also applies to the other executive officers.

STOCK OPTIONS

Stock options are typically granted annually to executives and other selected employees whose contributions and skills are important to the long-term success of the Company. The options are granted with an exercise price equal to the market price of the Company's stock on the day of grant, and vest over a period of up to four years and expire after ten years.

In 1995, a total of 135 selected employees were awarded options. The overall number of option shares granted was approximately 1.2% of total shares outstanding which reflects an aggregate reduction from prior years (1994, 1.3%, 1993, 1.5%). The Committee decided on option amounts for the CEO and executive officers based on the Committee's judgment of their individual performance and on market competitive analysis for total compensation based upon the above-mentioned study by the external compensation consultant.

Finally, the Company did institute a limited share buyback program in 1995 to allow for stock dilution that may occur as a result of the above programs.

DEDUCTIBILITY OF COMPENSATION IN EXCESS OF \$1 MILLION A YEAR

In 1993, Congress enacted Section 162(m) of the Internal Revenue Code of 1986, effective for tax years beginning in 1994. This legislation precludes a public corporation from taking a deduction for compensation in excess of \$1 million per year for its CEO or any of its four other highest-paid executive officers. However, certain performance-based compensation is specifically exempt from the deduction limit. The limitation has no immediate applicability to the Company. However, any compensation derived from Performance Restricted Shares or Performance Shares awarded during 1995 under the Incentive Plan is expected to be exempt from the limit on corporate tax deduction.

The foregoing report has been furnished by the Committee.

William P. Madar (Chairman) Albert C. Bersticker Charles F. Brush, III Gerald C. McDonough Robert M. McInnes

CUMULATIVE TOTAL SHAREHOLDER RETURN

The following graph sets forth the cumulative shareholder return on the Company's Common Stock as compared to the cumulative total return of (a) the S&P 500 Index for the five-year period ending December 31, 1995, and (b) the Dow Jones Non-Ferrous U.S. Metals Index for the four-year period ending December 31, 1994 and a self-constructed index for the latest fiscal year. In 1995 the Company was omitted from the Dow Jones Non-Ferrous U.S. Metals Index as part of a reconfiguration of that index. The companies that, in addition to the Company, formerly constituted the Dow Jones Non-Ferrous U.S. Metals Index are Alumax Inc., Aluminum Co. of America, Asarco Inc., Magma Copper Co., Maxxam Inc., Phelps Dodge Corporation and Reynolds Metals. Since those companies may continue to be viewed as an appropriate peer group for purposes of this comparison, the Company prepared a self-constructed index of itself and those companies for 1995, which is reflected in the graph.

COMPARISON OF FIVE YEAR TOTAL RETURN*

MEASUREMENT PERIOD (FISCAL YEAR COVERED)	BRUSH WELLMAN INC.	S&P 500	DJ NON- FERROUS U.S. METALS
1990	100	100	100
1991	100	130	105
1992	115	140	118
1993	109	154	117
1994	134	152	142
1995	135	209	167

* Assumes that the value of the Common Stock of Brush Wellman Inc. and each index was \$100 on December 31, 1990 and that all dividends were reinvested.

PENSION AND RETIREMENT BENEFITS

The Company's Pension Plan for Salaried Employees is a defined benefit plan. The following table shows the estimated annual pension benefits under the Salaried Pension Plan as well as benefits provided under the Company's Supplemental Retirement Benefit Plan, to the extent that they supplement benefits provided under the Salaried Pension Plan, which would be payable, without reduction for any optional form of payment, to employees in various compensation classifications upon retirement in 1995 at age 65 after selected periods of service:

PENSION PLAN TABLE

FINAL AVERAGE ANNUAL PAY AT AGE 65	YEARS OF SERVICE AT AGE 65					
	10 YEARS	15 YEARS	20 YEARS	25 YEARS	30 YEARS	35 YEARS
\$ 150,000	\$ 30,000	\$ 45,000	\$ 52,500	\$ 60,000	\$ 67,500	\$ 75,000
200,000	40,000	60,000	70,000	80,000	90,000	100,000
300,000	60,000	90,000	105,000	120,000	135,000	150,000
400,000	80,000	120,000	140,000	160,000	180,000	200,000
500,000	100,000	150,000	175,000	200,000	225,000	250,000
600,000	120,000	180,000	210,000	240,000	270,000	300,000
700,000	140,000	210,000	245,000	280,000	315,000	350,000
800,000	160,000	240,000	280,000	320,000	360,000	400,000
900,000	180,000	270,000	315,000	360,000	405,000	450,000

The compensation covered by the Salaried Pension Plan and the Supplemental Retirement Benefit Plan is regular base salary, sales commissions, and performance compensation. The compensation covered by the Salaried Pension Plan and the Supplemental Retirement Benefit Plan is the same as the amounts shown in the salary and bonus columns of the Summary Compensation Table on page 8. Credited service for pension benefit purposes for Messrs. Harnett, Cramer, Harlan, Freeman and Rozek is 19, 1, 19, 3 and 35, respectively. The Supplemental Retirement Benefit Plan adds 14 years to Mr. Harnett's Brush Wellman Inc. pension service. The amounts shown in the above table are computed on the basis of a straight-life annuity (for the employee's life only) and are shown without reduction for Social Security benefits or other offset amounts. The benefits shown in the above table are subject to reductions based on Social Security benefit amounts and, in the case of Mr. Harnett, for certain pension benefits from previous employers.

EMPLOYMENT AGREEMENTS

The Company has entered into employment agreements with certain senior executives, including all of the executive officers named in the Summary Compensation Table on page 8. These agreements provide certain benefits to the senior executives in the event there is a change in control of the Company. The material aspects of the employment agreements are summarized below.

In general, a change in control of the Company is deemed to have occurred whenever:

- (i) the Board of Directors fails to include a majority of directors who are either "Original Directors" (those in office on February 20, 1989) or "Approved Directors" (those who, after February 20, 1989, are elected, or are nominated for election by the shareholders, by a vote of at least two-thirds of the Original Directors and the Approved Directors, if any);
- (ii) any "person" (as defined in Section 1701.01(G) of the Ohio General Corporation Law) shall have accumulated shares exceeding specified threshold levels (one-fifth, one-

third or a majority) of the Company's voting power without first having obtained the shareholder approval required by, and otherwise complied with, the Ohio Control Share Acquisition Act (principally Section 1701.831 of the Ohio General Corporation Law); or

(iii) the Board of Directors determines in good faith that (a) any particular actual or proposed accumulation of Company shares, tender offer, merger, consolidation, sale of assets, proxy contest or other event or series of events will, or is likely to, if carried out, result in a situation specified in (i) or (ii) above and (b) it is in the best interests of the Company and its shareholders, and will serve the intended purposes of the agreements, if the agreements thereupon become immediately operative.

In the event of such a change in control, each executive will (if then an employee of the Company) remain employed in substantially his then position for four years or, if earlier, until the first to occur of the death of the executive or his reaching age 65 (the "Window Period"). During the Window Period, he will receive an annual amount at least equal to his salary rate in effect at the beginning of the Window Period (or, if higher, his salary rate at any time during the two full calendar years immediately preceding the change in control) plus the highest incentive compensation award received by him in any of the prior three years. In addition, he is entitled during the Window Period to continue to participate in all Company benefit plans in which he was participating and to receive all perquisites which were available to him (or to other benefits and perquisites at the same level as those he enjoyed) at the time of the change in control.

After a change in control, the executive may be terminated by the Company for "cause" (the commission of a felony). If he is terminated without cause, or if he terminates for any of the specified reasons described below, he will be entitled to receive in a lump sum payment the present value of the remaining aggregate direct remuneration (salary and incentive compensation) which would otherwise have been paid to him for the remainder of the Window Period. The Company is obligated to secure these payments through a trust to be funded at or prior to the time of any change in control. The executive will also be entitled in such a case to the continuation of benefits and perquisites. The agreements include procedures intended to provide that none of the foregoing will constitute "parachute payments" under Section 280G of the Internal Revenue Code of 1986, as amended (the "Code"). In general, tax penalties would be imposed on the executive and the Company if any of the foregoing were determined to constitute parachute payments. The executive may terminate employment with the Company and still be entitled to receive the payments specified above in the event of: (a) his good faith determination that, due to changed circumstances significantly affecting his position with the Company, he is unable to carry out his duties and responsibilities; (b) any reduction in compensation or any substantial reduction in position; or (c) any requirement that he have as his principal office any place more than 50 miles from his principal residence at the time of the change in control.

If the executive is terminated without cause, or if the executive terminates for any of the reasons specified above, he is, in general, obligated for a period of two years (or, if less, the balance of the Window Period) to use reasonable efforts to seek other comparable employment. He is also generally obligated to pay over to the Company 50% of all employment income from other employers earned by him during that time and is subject for the same time to specified prohibitions on competition.

The Company is obligated to pay all attorneys' and related fees and expenses incurred by an executive as a result of the Company's failure to perform its obligations under his agreement or as a result of specified challenges to the validity or enforceability of, or the executive's performance under, such agreement. This obligation of the Company must be secured by insurance or as the Board of Directors otherwise determines.

In determining whether the Window Period commences, the agreements continue for five years. They will thereafter continue for successive two year increments unless either the Company or the executive gives a specified notice to the other.

RELATED PARTY TRANSACTIONS

The Company has retained McDonald & Company Securities, Inc. as co-agent with respect to a \$75 million Medium-Term Note program. Mr. Carr, a director of the Company, is Managing Director, Corporate Finance of McDonald & Company Securities, Inc.

APPOINTMENT OF AUDITORS

The Board of Directors recommends ratification and approval of the appointment of Ernst & Young LLP, independent auditors, to audit the books and accounts of the Company for the year 1996. This proposal will be approved if a majority of the votes cast on this proposal at the annual meeting are in favor of the proposal.

It is expected that a representative of Ernst & Young LLP will attend the meeting, with the opportunity to make a statement if he so desires and will be available to answer appropriate questions.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THIS PROPOSAL.

SUBMISSION OF SHAREHOLDER PROPOSALS

Proposals of shareholders intended to be presented at the annual meeting of shareholders in 1997 must be received by the Company at 17876 St. Clair Avenue, Cleveland, Ohio, 44110, Attention: Secretary for inclusion in the Company's proxy statement and form of proxy for that meeting not later than November 18, 1996.

GENERAL

The Company does not know of any matters to be brought before the meeting except as indicated in the notice. However, if any other matters properly come before the meeting for action, it is intended that the person authorized under solicited proxies may vote or act thereon in accordance with his own judgment.

By order of the Board of Directors.

BRUSH WELLMAN INC.

MICHAEL C. HASYCHAK
Secretary

Cleveland, Ohio
March 18, 1996

BRUSH WELLMAN INC.

P SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS
R
O The undersigned appoints Gordon D. Harnett, or if he is unable or
X unwilling to act, then Michael C. Hasychak, with full power of
Y substitution, to vote and act for and in the name of the
undersigned as fully as the undersigned could vote and act if
personally present at the annual meeting of shareholders
of Brush Wellman Inc. to be held on May 7, 1996 and at any

adjournment or postponement thereof:

Election of Directors, Nominees:

Albert C. Bersticker, Dr. Charles F. Brush III and David L. Burner

(change of address)

(If you have written in the above
space, please mark the
corresponding box on the reverse
side of this card.)

YOU ARE ENCOURAGED TO SPECIFY YOUR CHOICES BY MARKING THE APPROPRIATE BOXES, (SEE REVERSE SIDE), BUT
YOU NEED NOT MARK ANY BOXES IF YOU WISH TO VOTE IN ACCORDANCE WITH THE BOARD OF DIRECTORS'
RECOMMENDATIONS. THE PROXIES CANNOT VOTE YOUR SHARES UNLESS YOU SIGN AND RETURN THIS CARD.

SEE REVERSE

SIDE

[X] PLEASE MARK YOUR
VOTES AS IN THIS
EXAMPLE.

SHARES IN YOUR NAME

REINVESTMENT SHARES

FOR WITHHELD

1. Election of [] []
Directors
(see reverse)

For, except vote withheld from
the following nominee(s):

FOR AGAINST ABSTAIN

2. Confirming the appoint- [] [] []
ment of Ernst & Young LLP
as independent auditors
of the Company.

3. In accordance with his judgment upon any other
matter properly presented.

THE SHARES REPRESENTED BY THIS PROXY WILL BE VOTED AS
DIRECTED OR, IF DIRECTIONS ARE NOT INDICATED, WILL BE VOTED
FOR THE ELECTION OF DIRECTORS AND FOR ITEM 2.

Change
of []
Address
Attend []
Meeting

PLEASE SIGN, DATE AND RETURN YOUR PROXY
PROMPTLY IN THE ENCLOSED ENVELOPE WHICH
REQUIRES NO POSTAGE

SIGNATURE(S) _____ **DATE** _____

SIGNATURE(S) _____ **DATE** _____

NOTE: Please sign exactly as name appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, trustee or guardian, please add your title as such.

CONFIDENTIAL VOTING INSTRUCTIONS

TO: THE NORTHERN TRUST COMPANY, TRUSTEE UNDER THE BRUSH WELLMAN INC. PAYSOP

Pursuant to section 6.8 of the Brush Wellman Inc. Savings and Investment Plan, the undersigned as a participant in the Plan hereby directs the Trustee to vote (in person or by proxy) all shares of Common Stock of Brush Wellman Inc. credited to the undersigned's PAYSOP Contribution Account under the Plan on the record date for the annual meeting of shareholders of Brush Wellman Inc. to be held on May 7, 1996 and at any adjournment or postponement thereof, on the following matters as checked below:

Election of Directors, Nominees:

Albert C. Bersticker, Dr. Charles F. Brush III and David L. Burner

YOU ARE ENCOURAGED TO SPECIFY YOUR CHOICES BY MARKING THE APPROPRIATE BOXES, (SEE REVERSE SIDE), BUT YOU NEED NOT MARK ANY BOXES IF YOU WISH TO VOTE IN ACCORDANCE WITH THE BOARD OF DIRECTORS' RECOMMENDATIONS. THE PROXIES CANNOT VOTE YOUR SHARES UNLESS YOU SIGN AND RETURN THIS CARD.

**SEE REVERSE
SIDE**

**[X] PLEASE MARK YOUR
VOTES AS IN THIS
EXAMPLE.**

	FOR	WITHHELD		FOR	AGAINST	ABSTAIN
1. Election of Directors (see reverse)	[]	[]	2. Confirming the appointment of Ernst & Young LLP as independent auditors of the Company.	[]	[]	[]

For, except vote withheld from
the following nominee(s):

3. In accordance with his judgment upon any other
matter properly presented.

PLEASE SIGN EXACTLY AS NAME APPEARS
BELOW. THE TRUSTEE SHALL NOT VOTE SHARES
OF THE COMPANY FOR WHICH IT DOES NOT
RECEIVE INSTRUCTIONS.

THIS CONFIDENTIAL VOTING INSTRUCTIONS CARD WILL BE SEEN
ONLY BY AUTHORIZED PERSONNEL OF THE TRUSTEE. THE SHARES
REPRESENTED BY THIS CARD WILL BE VOTED AS DIRECTED, OR IF
DIRECTIONS ARE NOT INDICATED BUT THIS CARD IS EXECUTED AND
RETURNED, WILL BE VOTED FOR THE ELECTION OF DIRECTORS AND
FOR ITEM 2.

PLEASE SIGN, DATE AND RETURN YOUR VOTING CARD PROMPTLY IN
THE ENCLOSED ENVELOPE WHICH REQUIRES NO POSTAGE

SIGNATURE _____ **DATE** _____

NOTE: Please sign exactly as name appears hereon. When signing as attorney, executor, administrator, trustee or guardian, please add your title as such.

CONFIDENTIAL VOTING INSTRUCTIONS

**TO: THE NORTHERN TRUST COMPANY, TRUSTEE UNDER THE BRUSH WELLMAN INC.
SAVINGS AND INVESTMENT PLAN.**

Pursuant to section 6.8 of the Brush Wellman Inc. Savings and Investment Plan, the undersigned as a participant in the Plan hereby directs the Trustee to vote (in person or by proxy) all shares of Common Stock of Brush Wellman Inc. credited to the undersigned's account (other than shares credited under the PAYSOP Contribution Account) under the Plan on the record date for the annual meeting of shareholders of Brush Wellman Inc. to be held on May 7, 1996 and at any adjournment or postponement thereof, on the following matters as checked below:

Election of Directors, Nominees:

Albert C. Bersticker, Dr. Charles F. Brush III and David L. Burner

YOU ARE ENCOURAGED TO SPECIFY YOUR CHOICES BY MARKING THE APPROPRIATE BOXES, (SEE REVERSE SIDE), BUT YOU NEED NOT MARK ANY BOXES IF YOU WISH TO VOTE IN ACCORDANCE WITH THE BOARD OF DIRECTORS' RECOMMENDATIONS. THE PROXIES CANNOT VOTE YOUR SHARES UNLESS YOU SIGN AND RETURN THIS CARD.

**SEE REVERSE
SIDE**

**[X] PLEASE MARK YOUR
VOTES AS IN THIS
EXAMPLE.**

	FOR	WITHHELD
1. Election of Directors (see reverse)	[]	[]

For, except vote withheld from
the following nominee(s):

	FOR	AGAINST	ABSTAIN
2. Confirming the appointment of Ernst & Young LLP as independent auditors of the Company.	[]	[]	[]

3. In accordance with his judgment upon any other matter properly presented.

PLEASE SIGN EXACTLY AS NAME APPEARS
BELOW. THE TRUSTEE SHALL VOTE SHARES OF
THE COMPANY FOR WHICH IT DOES NOT RECEIVE
INSTRUCTIONS IN THE SAME PROPORTION AS
SUCH SHARES FOR WHICH IT RECEIVES VOTING
INSTRUCTIONS.

THIS CONFIDENTIAL VOTING INSTRUCTIONS CARD WILL BE SEEN
ONLY BY AUTHORIZED PERSONNEL OF THE TRUSTEE. THE
SHARES REPRESENTED BY THIS CARD WILL BE VOTED AS
DIRECTED, OR IF DIRECTIONS ARE NOT INDICATED BUT THIS
CARD IS EXECUTED AND RETURNED, WILL BE VOTED FOR THE
ELECTION OF DIRECTORS AND FOR ITEM 2.

PLEASE SIGN, DATE AND RETURN YOUR VOTING
CARD PROMPTLY IN THE ENCLOSED ENVELOPE
WHICH REQUIRES NO POSTAGE

SIGNATURE(S) _____ **DATE** _____

NOTE: Please sign exactly as name appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, trustee or guardian, please add your title as such.

End of Filing

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