

OIL DRI CORP OF AMERICA
Form DEF 14A
November 01, 2016

DEFINITIVE PROXY STATEMENT

SCHEDULE 14A

(Rule 14a-101)

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

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Soliciting Material Under Rule
14a-12

Confidential, For Use of the Commission Only (as permitted by Rule
14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Oil-Dri Corporation of America
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

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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):

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1 Amount previously paid:

2 Form, Schedule or Registration Statement No.:

3 Filing Party:

4 Date Filed:

November 1, 2016

Dear Stockholder:

The Board of Directors and all of us on the management team cordially invite you to attend the 2016 Annual Meeting of Stockholders on Tuesday, December 13, 2016, at 9:30 a.m., local time, at The Standard Club, 320 South Plymouth Court, Chicago, Illinois 60604-3802.

The matters expected to be acted on in the meeting are described in the attached Proxy Statement. We are recommending a slate of nine directors to be elected to our Board of Directors. Their biographies and qualifications appear in the Proxy Statement. In addition, we ask that you ratify the appointment of Grant Thornton LLP as our independent auditor for the fiscal year ending July 31, 2017.

We encourage you to read our Annual Report on Form 10-K for the fiscal year ending July 31, 2016 that is available at www.proxyvote.com. It includes information on our operations, markets, products and services, as well as our audited consolidated financial statements.

Immediately following adjournment of the Annual Meeting, we will review the results of the past year and look at some of the potential opportunities that lie ahead.

We look forward to seeing you at the Annual Meeting. Whether or not you plan to attend, you can be sure your shares are represented at the meeting by voting over the Internet or by telephone, as instructed in the Notice Regarding Availability of Proxy Materials or proxy card. If you received a Notice Regarding the Availability of Proxy Materials in the mail, you may also request a paper proxy card to submit your vote by mail if you prefer.

Sincerely,

DANIEL S. JAFFEE
President and Chief Executive Officer

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| Table of Contents | |
| NOTICE OF ANNUAL MEETING OF STOCKHOLDERS | <u>ii</u> |
| GENERAL INFORMATION | <u>1</u> |
| Commonly Asked Questions and Answers | <u>1</u> |
| PROPOSALS | <u>7</u> |
| 1. Election of Directors | <u>7</u> |
| 2. Ratification of Appointment of Independent Auditor | <u>12</u> |
| 3. Other Matters | <u>13</u> |
| CORPORATE GOVERNANCE MATTERS | <u>14</u> |
| Controlled Company Status | <u>14</u> |
| Director Independence | <u>14</u> |
| Executive Sessions of Non-Management Directors | <u>15</u> |
| Board of Directors Committee Membership and Meetings | <u>15</u> |
| Compensation Committee Interlocks and Insider Participation | <u>17</u> |
| Director Nominations | <u>17</u> |
| Board Leadership Structure and Role in Risk Oversight | <u>19</u> |
| Communication with the Board of Directors | <u>19</u> |
| Director Compensation | <u>19</u> |
| Director Compensation Table | <u>20</u> |
| Directors' Option Awards Outstanding Table | <u>21</u> |
| Corporate Governance Guidelines and Code of Ethics | <u>21</u> |
| Certain Relationships and Related Party Transactions | <u>21</u> |
| Report of the Audit Committee of the Board of Directors | <u>23</u> |
| EXECUTIVE OFFICERS | <u>24</u> |
| EXECUTIVE COMPENSATION | <u>25</u> |
| Compensation Discussion and Analysis | <u>25</u> |
| Tax and Accounting Implications | <u>35</u> |
| Report of the Compensation Committee of the Board of Directors | <u>36</u> |
| Summary Compensation Table | <u>37</u> |
| Change in Pension Value and Nonqualified Deferred Compensation Earnings Table | <u>38</u> |
| All Other Compensation Table | <u>38</u> |
| Grants of Plan-Based Awards during Fiscal 2016 | <u>39</u> |
| Outstanding Equity Awards at Fiscal 2016 Year End | <u>40</u> |
| Option Exercises and Stock Vested for Fiscal 2016 | <u>40</u> |
| Pension Benefits for Fiscal 2016 | <u>41</u> |
| Nonqualified Deferred Compensation for Fiscal 2016 | <u>42</u> |
| Equity Compensation Plans | <u>43</u> |
| Benefits upon Termination or Change in Control | <u>44</u> |
| STOCK OWNERSHIP | <u>46</u> |
| Principal Stockholders | <u>46</u> |
| Security Ownership of Management | <u>49</u> |
| Section 16(a) Beneficial Ownership Reporting Compliance | <u>51</u> |

OIL-DRI CORPORATION OF AMERICA
NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To be held on December 13, 2016

To the Stockholders of
Oil-Dri Corporation of America:

The 2016 Annual Meeting of Stockholders of Oil-Dri Corporation of America, a Delaware corporation (the “Company”), will be held at 9:30 a.m., local time, on Tuesday, December 13, 2016, at The Standard Club, located at 320 South Plymouth Court, Chicago, Illinois 60604-3802.

The meeting will be held for the following purposes:

1. To elect nine directors;
2. To ratify the appointment of Grant Thornton LLP as the Company’s independent auditor for the fiscal year ending July 31, 2017; and
3. To transact such other business as may properly come before the meeting and any adjournment thereof.

Our Board of Directors has determined that only holders of record of outstanding shares of Common Stock and Class B Stock at the close of business on Monday, October 17, 2016, are entitled to notice of, and to vote at, the meeting and any adjournment thereof.

Your vote is very important. Whether or not you intend to be present at the meeting, you are encouraged to vote, as promptly as possible, over the Internet or by telephone, as instructed in the Notice Regarding the Availability of Proxy Materials or proxy card. If you received a Notice Regarding the Availability of Proxy Materials in the mail, you may also request a paper proxy card to submit your vote by mail if you prefer.

For further information relating to the meeting, please see the following pages.

By Order of the Board of Directors,

DOUGLAS A. GRAHAM

Secretary

Chicago, Illinois

November 1, 2016

The Company is pleased to take advantage of the United States Securities and Exchange Commission rules that allow issuers to furnish proxy materials to their stockholders via the Internet. These rules allow the Company to provide you with the information you need while lowering the costs and environmental impact associated with printing and mailing proxy materials for the Annual Meeting.

OIL-DRI CORPORATION OF AMERICA

410 North Michigan Avenue
Suite 400
Chicago, Illinois 60611-4213

PROXY STATEMENT

GENERAL INFORMATION

This Proxy Statement is delivered and solicited on behalf of the Board of Directors of Oil-Dri Corporation of America, a Delaware corporation, in connection with the 2016 Annual Meeting of Stockholders to be held at 9:30 a.m., local time, on Tuesday, December 13, 2016, at The Standard Club, located at 320 South Plymouth Court, Chicago, Illinois 60604-3802 (the “2016 Annual Meeting”), notice of which accompanies this Proxy Statement, and at any adjournment of the meeting. The Notice Regarding the Availability of Proxy Materials (the “Notice”) is being distributed, and the Notice of Annual Meeting of Stockholders, this Proxy Statement and form of proxy are being made available on the Internet, on or about November 1, 2016. In addition, you should review our Annual Report on Form 10-K that was filed on October 7, 2016. Our Form 10-K should not be deemed to be part of this Proxy Statement.

As a stockholder, you are invited to attend the 2016 Annual Meeting and are requested to vote on the items of business described in this Proxy Statement. This Proxy Statement includes information that we are required to provide to you under the United States Securities and Exchange Commission (“SEC”) rules, and is designed to assist you in voting your shares. Whenever we refer in this Proxy Statement to the “2016 Annual Meeting,” we are also referring to any meeting that results from an adjournment of the 2016 Annual Meeting. Except as otherwise indicated herein or as the context otherwise requires, references to the “Company,” “we,” “us” or “our” refer to Oil-Dri Corporation of America. Commonly Asked Questions and Answers

1. Why am I receiving these materials?

The Notice is being delivered to all stockholders of record as of the close of business on October 17, 2016 (the “Record Date”) in connection with the solicitation of proxies on behalf of our Board of Directors for use at the 2016 Annual Meeting on December 13, 2016.

2. Why did I receive a notice in the mail regarding the Internet availability of proxy materials instead of a full set of proxy materials?

Pursuant to “e-proxy” rules adopted by the SEC, we may furnish proxy materials, including this Proxy Statement and our Annual Report (collectively, “proxy materials”), to our stockholders by providing access to such documents on the Internet instead of mailing printed copies. Accordingly, we are mailing the Notice to our stockholders of record and beneficial owners as of the Record Date and making the proxy materials available on the Internet.

3. How can I access the proxy materials over the Internet?

The Notice and proxy card or voting instruction card contain instructions on how to view the proxy materials on the Internet, vote your shares on the Internet, and request electronic delivery of future proxy materials. An electronic copy of this Proxy Statement and Annual Report are available at www.proxyvote.com. If you received a Notice and would like to receive a paper copy of the proxy materials free of charge, please follow the instructions in the Notice.

4. Who is entitled to vote at the 2016 Annual Meeting?

Our Board of Directors has established the close of business on Monday, October 17, 2016, as the Record Date for the 2016 Annual Meeting. Only stockholders of record as of the close of business on the Record Date are entitled to receive notice of, and to vote at, the 2016 Annual Meeting.

Holders of Common Stock are entitled to one vote per share and holders of Class B Stock are entitled to ten votes per share (on a non-cumulative basis for each director to be elected when voting for the election of directors) and vote together without regard to class (except that any amendment to our Certificate of Incorporation changing the number of authorized shares or adversely affecting the rights of holders of Common Stock or Class B Stock requires the separate approval of the affected class as well as the approval of both classes voting together). Holders of Class B Stock are entitled to convert any and all of their shares into Common Stock on a share-for-share basis at any time. Shares of Class B Stock are also subject to mandatory conversion under certain circumstances. As of the Record Date, 5,071,613 shares of Common Stock and 2,188,771 shares of Class B Stock were outstanding.

Registered Stockholders. If your shares are registered directly in your name with our transfer agent, Computershare Trust Company, N.A. (“Computershare”), you are considered the stockholder of record with respect to those shares, and the Notice was provided to you directly by us. As the stockholder of record, you have the right to grant your voting proxy directly to the individuals listed on the proxy card or to vote in person at the 2016 Annual Meeting.

Beneficial Stockholders. If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in “street name”, and the Notice was forwarded to you by your broker or nominee, who is considered, with respect to those shares, the stockholder of record. As the beneficial owner, you have the right to direct your broker or nominee how to vote your shares. Beneficial owners are also invited to attend the 2016 Annual Meeting. However, since you are not the stockholder of record, you may not vote your shares in person at the 2016 Annual Meeting unless you follow your broker’s procedures for obtaining a legal proxy. If you request a printed copy of the proxy materials by mail, your broker or nominee will provide a voting instruction card for you to use.

5. What proposals are being voted on at the 2016 Annual Meeting?

Stockholders are being asked to vote upon the following items of business at the 2016 Annual Meeting:

1. the election of nine directors, each to hold office for a one-year term ending at our 2017 Annual Meeting of Stockholders;
2. the ratification of the appointment of Grant Thornton LLP (“Grant Thornton”) as our independent auditor for the fiscal year ending July 31, 2017 (“fiscal 2017”);

and to transact such other business as may properly come before the 2016 Annual Meeting. Our Board of Directors knows of no other items of business that will be presented for consideration at the 2016 Annual Meeting other than those described in this Proxy Statement. In addition, no stockholder proposal or nomination was received prior to the deadline specified in our Amended and Restated By-Laws, so no such matters may be brought to a vote at the 2016 Annual Meeting.

6. What are the voting recommendations of the Company's Board of Directors?

Our Board of Directors recommends that you vote your shares as follows:

•“FOR” the election of each of the nine nominees to the Board of Directors; and

•“FOR” the ratification of the appointment of Grant Thornton as the Company's independent auditor for fiscal 2017.

7. How do I cast my vote?

If you are a stockholder of record, you may vote in several different ways:

In person at the 2016 Annual Meeting

You may vote in person at the 2016 Annual Meeting. You may also be represented by another person at the meeting by executing a proxy properly designating that person.

By Internet

You may vote using the Internet by submitting your voting instructions at www.proxyvote.com. You should have the Notice or your proxy card available when you go online. If you vote on the Internet, you may also request electronic delivery of future proxy materials. Internet voting for stockholders of record will be available until 11:59 p.m., Eastern Time, on December 12, 2016.

By telephone

You may vote by requesting a paper copy of the proxy materials, which will include a proxy card, and then calling the telephone number on the proxy card. Please have your proxy card in hand when you call and use any touch-tone phone to transmit your voting instructions. Telephone voting for stockholders of record will be available until 11:59 p.m., Eastern Time, on December 12, 2016.

By mail

You may vote by mail by requesting a paper copy of the proxy materials, which will include a proxy card, and then completing, signing, dating and returning the proxy card in the postage-paid envelope provided with the paper copy of the proxy materials.

If you are a beneficial stockholder (see question four above for more information), you must provide instructions to your bank, broker or other nominee as to how your shares should be voted. Your bank, broker or other nominee will usually provide you with the appropriate voting instruction form at the time you receive this Proxy Statement. The availability of telephone and Internet voting for beneficial owners of shares held in “street name” will depend on your bank, broker or other nominee. We recommend that you follow the voting instructions on the materials you receive from that entity. To vote in person at the 2016 Annual Meeting, you must obtain a legal proxy from your bank, broker or other nominee and present it to the Inspector of Election with your ballot. Your shares may be voted even if you do not provide voting instructions because banks, brokers and nominees generally have the authority under New York Stock Exchange (“NYSE”) rules to vote on “routine matters.” The proposal to ratify the appointment of our independent auditor is considered a routine matter, while the proposal to elect directors is considered a non-routine matter.

Unless you decide to change your vote, use only one method to send us your vote. If you requested a printed set of the proxy materials and voted by telephone or by Internet, you do not have to return your proxy card or voting instruction form. Even if you plan to attend the 2016 Annual Meeting, we recommend that you vote your shares in advance so that your vote will be counted if you later decide not to attend the meeting.

If no contrary instructions are indicated in the proxy, each proxy will be voted “FOR” the election of the nine nominees to our Board of Directors named below and “FOR” the ratification of the appointment of Grant Thornton as our independent auditor for fiscal 2017. In their discretion, the named proxy holders are authorized to vote on any other matters that may properly come before the 2016 Annual Meeting.

8. Can I change my vote?

Yes, if you vote by proxy, you may revoke that proxy at any time before it is voted at the 2016 Annual Meeting. If you are the stockholder of record, you may do this by:

- voting again on the Internet or by telephone prior to 11:59 p.m., Eastern Time, on December 12, 2016;
- signing another proxy card with a later date and delivering it to Broadridge Financial Solutions, Inc., 51 Mercedes Way, Edgewood, New York 11717, prior to the 2016 Annual Meeting; or
- attending the 2016 Annual Meeting in person and delivering your proxy or casting a ballot.

If you are a beneficial stockholder and you have instructed your bank, broker or other nominee to vote your shares, you may revoke those instructions by following the directions received from your bank, broker or other nominee to change those instructions.

9. What constitutes a quorum at the 2016 Annual Meeting?

A majority of all outstanding shares of Common Stock and Class B Stock entitled to vote at the 2016 Annual Meeting constitutes a quorum, which is the minimum number of shares that must be present or represented by proxy at the 2016 Annual Meeting to transact business. Once a share is represented for any purpose at the 2016 Annual Meeting, it will be deemed present for quorum purposes for the remainder of the meeting (including any meeting resulting from an adjournment of the 2016 Annual Meeting, unless a new record date is set).

10. How are broker non-votes and abstentions counted?

A broker non-vote occurs when shares held as of record by a broker are not voted with respect to a particular proposal because the broker does not have discretionary authority to vote on the matter and has not received voting instructions from its clients. If your broker holds your shares as of record in its name and you do not instruct your broker how to vote, your broker will only have discretion to vote your shares on “routine” matters. Where a proposal is not “routine,” a broker who has not received instructions from its clients does not have discretion to vote its clients’ uninstructed shares on that proposal. At the 2016 Annual Meeting, only the proposal to ratify the appointment of our independent auditor is considered a routine matter. Therefore, your broker will not have discretion to vote on the election of directors absent directions from you.

Broker non-votes and abstentions by stockholders from voting will be counted towards determining whether or not a quorum is present at the 2016 Annual Meeting. However, because broker non-votes and abstentions are not voted affirmatively or negatively, they will have no effect on the approval of any of the proposals, except (i) as to routine matters for which brokers exercise their discretion as discussed above and (ii) abstentions with respect to proposals that require an affirmative majority of the votes present at the 2016 Annual Meeting or represented by proxy, which have the same legal effect as a vote against the proposal as described below.

11. How many votes are needed to approve the proposals?

A director may only be elected by a plurality of votes cast. Accordingly, we count proxies and ballots marked for all nominees listed (including executed proxies submitted by stockholders who request to receive paper copies of the proxy materials that are not marked regarding the election of directors, which will be voted for all listed nominees), or those voting for some but not all nominees that specify votes withheld for one or more designated nominees, to determine the total number of votes cast for each nominee. The nine nominees who receive the largest number of votes will be elected. Shares for which authority is withheld to vote for director nominees and broker non-votes have no effect on the outcome of the election of directors.

An affirmative majority of the votes present at the 2016 Annual Meeting or represented by proxy is necessary for ratification of the appointment of Grant Thornton as our independent auditor for fiscal 2017. Any abstention by those present or represented by proxy has the same legal effect as a vote against this proposal. Because the proposal for ratification of the appointment of Grant Thornton as our independent auditor for fiscal 2017 is considered a routine matter under the rules of the NYSE, banks, brokers and other nominees are able to vote on this matter even if no voting instructions are provided by the beneficial owner.

12. Who will count the vote?

We have retained Broadridge Financial Solutions, Inc. (“Broadridge”) to tabulate the vote and act as Inspector of Election. Information about Broadridge is available at www.broadridge.com. Proxies and ballots that identify the votes of individual stockholders are kept confidential from the Company’s management and directors. Only Broadridge, as the proxy tabulator and Inspector of Election, has access to the ballots, proxy cards and voting instruction forms. Broadridge will disclose information taken from the ballots, proxy cards and voting instruction forms only in the event of a proxy contest or as otherwise required by law.

13. Where can I find the voting results of the 2016 Annual Meeting?

We intend to announce preliminary voting results at the 2016 Annual Meeting. Within four business days following the adjournment of the 2016 Annual Meeting, we intend to disclose the final voting results of each proposal being voted on at the 2016 Annual Meeting in a Current Report on Form 8-K.

14. How does a stockholder propose actions for consideration at next year’s annual meeting of stockholders?

For your proposal to be considered for inclusion in our proxy statement for next year’s annual meeting, we must receive your written proposal no later than July 5, 2017. Your proposal should be addressed to the Corporate Secretary, Oil-Dri Corporation of America, 410 North Michigan Avenue, Suite 400, Chicago, Illinois 60611-4213. In addition, be aware that your proposal must comply with SEC regulations regarding inclusion of stockholder proposals in company-sponsored proxy materials and other applicable laws. Although our Board of Directors will consider all proposals, it has the right to omit any proposals it is not required to include. For you to raise a proposal (including director nominations) at next year’s annual meeting that will not be included in our proxy statement, we must receive written notice of the proposal between July 5, 2017 and August 3, 2017 (assuming the meeting is held not more than 30 days from December 13, 2017). All such proposals should be addressed to the Corporate Secretary, Oil-Dri Corporation of America, 410 North Michigan Avenue, Suite 400, Chicago, Illinois 60611-4213. In addition, the proposal must satisfy all of the other requirements set forth in our Amended and Restated By-Laws and all applicable laws.

15. Can I elect to receive future proxy solicitations via mail or online?

Yes, you may either request to receive printed copies of all future proxy statements, proxy cards and annual reports in the mail or request to receive all such future proxy materials via e-mail or the Internet. If you request to receive all future proxy materials via e-mail or the Internet, you will not receive paper copies of these stockholder communications in the mail. To sign up for electronic delivery, follow the instructions on the form of proxy card under the heading “ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS” to indicate that you agree to receive or access stockholder communications electronically in future years. If you hold your shares through a bank, broker or other nominee, contact that entity for information as to whether and how you can elect electronic delivery.

16. Why did I receive more than one package of proxy materials?

This means that you have multiple accounts holding shares of Common Stock or Class B Stock. These may include accounts with our transfer agent, Computershare, and accounts with a bank, broker or other nominee. Please complete, sign, date and return (or vote via the Internet or telephone with respect to) each proxy card and voting instruction form that you receive with each package of proxy materials to ensure that all of your shares are voted.

17. Can I receive future proxy statements, annual reports and certain other stockholder information in a single package per household?

If you have elected to receive paper copies of the proxy materials and your household received more than one copy of the Company's Annual Report on Form 10-K and Proxy Statement, and you wish to reduce the number you receive, you may enroll in householding online at www.proxyvote.com or you may check the "yes" box on the proxy card next to the statement "Please indicate if you consent to receive certain future investor communications in a single package per household." By checking this box, you are consenting to the mailing of the proxy statements, annual reports and certain other stockholder information in a single package per household. Please note that each registered stockholder in your household will need to consent to this option in order for the household delivery to take effect for such stockholder's mailings. Despite signing up for household delivery of certain stockholder mailings, the Company will continue to separately mail a proxy card for each registered stockholder account.

You may revoke your consent at any time by calling 866-540-7095 or writing to Broadridge Financial Solution, Attn: Householding Department, 51 Mercedes Way, Edgewood, NY 11717. If you revoke your consent, the Company will begin sending you individual copies of these documents within 30 days after receipt of your revocation notice.

18. Who may solicit proxies?

Our directors, officers and employees may solicit proxies on behalf of our Board of Directors via mail, telephone, facsimile, e-mail and personal contact. Our directors, officers and employees will receive no additional compensation for soliciting proxies.

19. Who pays for the cost of this proxy solicitation?

We will bear the cost of this proxy solicitation, including reimbursing banks, brokers and other nominees for reasonable expenses of sending out proxy materials to beneficial stockholders.

20. What if I have additional questions not addressed here?

You may call Investor Relations at (312) 321-1515, or e-mail Investor Relations at info@oildri.com.

PROPOSALS

1. Election of Directors

The Company proposes that the following nine individuals be elected to our Board of Directors. Each nominee currently serves as a director. In connection with the nominations of Richard M. Jaffee, J. Steven Cole, Joseph C. Miller and Allan H. Selig, our Board of Directors, as permitted under our Corporate Governance Guidelines, waived our age 75 service limit, as described under “Corporate Governance Matters – Director Nominations” below. If any nominee should be unable or unwilling to serve, which is not now contemplated, the proxy holders may, but will not be bound to, vote for a substitute nominee.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE ELECTION OF THE FOLLOWING NOMINEES AS DIRECTORS.

Richard M. Jaffee Age 80 Director since 1958

Chairman of the Board of the Company

Mr. Jaffee received a degree from the University of Wisconsin School of Business in

1957. He received an honorary Doctor of

Humane Letters degree from the Illinois

Institute of Technology in 2001 and an

honorary Doctor of Humane Letters degree

from Rush University in 2013. He earned his

CPA certificate from the State of Illinois in

1957 and worked briefly for the public

accounting firm of Touche Niven, et al. After

service as an officer in the United States

Army, he joined the Company in 1958,

becoming its president in 1960, a position he

held until 1995. He served as Chief

Executive Officer of the Company from 1962

until 1997. Mr. Jaffee retired as an employee

of the Company in 2001. He has served as

Chairman of the Board of the Company since

1962. Mr. Jaffee served as director of BMO

Harris Bank N.A., a subsidiary of Bank of

Montreal, until his retirement from that board

in May 2006. BMO Harris Bank N.A.

provides banking and related services to the

Company on customary terms. From January

2008 to November 2013, Mr. Jaffee served as

Chairman of the Board of Trustees of Rush

University Medical Center and Chairman of

its Executive Committee. He continues to

serve on the Board of Trustees, the Executive

Committee and other Rush board committees.

He is a life trustee of the Illinois Institute of

Technology, the Museum of Science and

Industry and the Chicago History Museum.

Mr. Jaffee has served on an SEC advisory

committee on smaller public companies and

on an advisory committee to the Chicago Federal Reserve. Mr. Jaffee is the father of Daniel S. Jaffee, who is a director and our President and Chief Executive Officer and who is also a nominee for director. Mr. Jaffee is also the father-in-law of Thomas F. Cofsky, one of our executive officers.

Mr. Jaffee brings to our Board of Directors more than 50 years of experience with the Company. He therefore has significant knowledge of all aspects of the Company's business and the sorbent minerals industry. Mr. Jaffee also has had extensive experience in compliance with securities law and regulations. He was Chief Executive Officer of the Company at the time of its initial public offering and until 1997. He has also served on advisory committees to the SEC and the Chicago Federal Reserve. In his current roles with the Board of Trustees of Rush University Medical Center, he continues to be involved in board governance and oversight.

Daniel S. Jaffee Age 52 Director since 1992
President and Chief Executive Officer of the
Company