

QUAKER CHEMICAL CORP
Form DEF 14A
March 28, 2014
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
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
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

QUAKER CHEMICAL CORPORATION

(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):

- x No fee required.
- .. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) 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):

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(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

Table of Contents

Notice of Annual Meeting of Shareholders

TIME: 8:30 A.M., local time, on Wednesday, May 7, 2014

PLACE: Quaker Chemical Corporation
One Quaker Park
901 E. Hector Street
Conshohocken, Pennsylvania 19428

ITEMS OF BUSINESS:

- (1) To elect three directors.
- (2) To hold an advisory vote to approve the compensation of our named executive officers as described in the Compensation Discussion and Analysis section and the accompanying compensation tables and narrative disclosures contained in this proxy statement.
- (3) To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm to examine and report on our financial statements and internal control over financial reporting for 2014.
- (4) To transact any other business properly brought before the meeting.

WHO MAY VOTE: You can vote at the meeting and any adjournment(s) of the meeting if you were a shareholder of record at the close of business on March 12, 2014.

ANNUAL REPORT: A copy of our Annual Report, which includes our Annual Report on Form 10-K for the year ended December 31, 2013, is enclosed.

It is important that your shares be represented at the meeting. You are cordially invited to attend the meeting in person. Whether or not you expect to attend in person, you are urged to complete, sign, date and return the enclosed proxy in the envelope we have enclosed for your convenience; no postage is required if mailed in the United States.

By Order of the Board of Directors,

D. Jeffrey Benoliel

Vice President and Global Leader Metalworking,

Can and Corporate Secretary

Conshohocken, Pennsylvania

March 28, 2014

Important Notice of Availability of Proxy Materials

for Quaker Chemical Corporation's 2014 Annual Meeting of Shareholders to be held on

May 7, 2014.

The Notice of Meeting, Proxy Statement and 2013 Annual Report to Shareholders

are available at www.proxyvote.com.

Table of Contents

PROXY STATEMENT

TABLE OF CONTENTS

<u>INTRODUCTION</u>	1
<u>INFORMATION CONCERNING THE ANNUAL MEETING</u>	1
<u>PROPOSAL 1 ELECTION OF DIRECTORS AND NOMINEE BIOGRAPHIES</u>	6
<u>BIOGRAPHIES OF CONTINUING DIRECTORS</u>	9
<u>CORPORATE GOVERNANCE</u>	13
<u>Leadership Structure</u>	13
<u>Director Independence</u>	13
<u>Governance Committee Procedures for Selecting Director Nominees</u>	14
<u>Board Oversight of Risk</u>	15
<u>Communications with the Board of Directors; Corporate Governance Guidelines</u>	15
<u>Code of Conduct</u>	15
<u>MEETINGS AND COMMITTEES OF THE BOARD</u>	17
<u>Audit Committee</u>	18
<u>Compensation/Management Development Committee</u>	18
<u>Executive Committee</u>	18
<u>Governance Committee</u>	18
<u>COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION</u>	19
<u>EXECUTIVE COMPENSATION</u>	20
<u>Compensation Discussion and Analysis</u>	20
<u>Introduction</u>	20
<u>Executive Summary</u>	20
<u>General Philosophy</u>	21
<u>Administrative Practices</u>	21
<u>Benchmarking Data</u>	22
<u>Allocating Between Current and Long-Term Compensation</u>	23
<u>Base Salary</u>	23
<u>Annual Cash Incentive Bonus</u>	24
<u>Long-Term Incentives</u>	28
<u>Comparative Stock Price Performance Graph</u>	30
<u>Chief Executive Officer Compensation</u>	30
<u>Stock Ownership Policy</u>	31
<u>Retirement Benefits</u>	31
<u>Severance and Change in Control Benefits</u>	33
<u>Mr. Barry's Employment Agreement</u>	33
<u>Other Named Executive Officers</u>	34
<u>Other Benefits on Termination</u>	36
<u>Perquisites and Other Benefits</u>	36
<u>COMPENSATION COMMITTEE REPORT</u>	37
<u>EXECUTIVE COMPENSATION TABLES</u>	38
<u>Summary Compensation Table</u>	38
<u>Grants of Plan-Based Awards</u>	40
<u>Outstanding Equity Awards at Fiscal Year-End</u>	41
<u>Option Exercises and Stock Vested</u>	42
<u>Pension Benefits</u>	43

Table of Contents

<u>PROPOSAL 2 ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS</u>	46
<u>DIRECTOR COMPENSATION</u>	47
<u>COMPENSATION POLICIES AND PRACTICES RISK ASSESSMENT</u>	48
<u>STOCK OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT</u>	49
<u>Certain Beneficial Owners</u>	49
<u>Management</u>	50
<u>SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE</u>	51
<u>CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS</u>	51
<u>RELATED PARTY TRANSACTIONS</u>	51
<u>PROPOSAL 3 RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	52
<u>Audit Fees</u>	52
<u>Audit-Related Fees</u>	52
<u>Tax Fees</u>	52
<u>All Other Fees</u>	52
<u>Pre-Approval Policy</u>	52
<u>REPORT OF THE AUDIT COMMITTEE</u>	54
<u>GENERAL</u>	55
<u>Availability of Form 10-K and Annual Report to Shareholders</u>	55
<u>Shareholder Proposals</u>	55
<u>APPENDIX A SHAREHOLDER VOTING ADMINISTRATIVE PROCEDURES</u>	A-1

Table of Contents

QUAKER CHEMICAL CORPORATION

One Quaker Park, 901 E. Hector Street

Conshohocken, Pennsylvania 19428

PROXY STATEMENT

This proxy statement is being furnished to our shareholders in connection with the solicitation of proxies on behalf of our Board of Directors for use at our 2014 Annual Meeting of Shareholders, and at any and all adjournments of the meeting, for the purpose of considering and acting upon the matters referred to in the accompanying Notice of Annual Meeting of Shareholders and which are discussed below. The Annual Meeting of Shareholders will be held at our headquarters, located at One Quaker Park, 901 E. Hector Street, Conshohocken, Pennsylvania 19428, at 8:30 A.M., local time, on May 7, 2014. The terms we, our, us, the Company and Quaker, as used in this proxy statement, refer to Quaker Chemical Corporation.

This proxy statement and the accompanying form of proxy are first being mailed to our shareholders on or about April 2, 2014.

Information Concerning the Annual Meeting

What matters will be voted on at the meeting?

At the meeting, shareholders will vote on three proposals:

Election of three nominees to serve on our Board of Directors;

Advisory vote on the compensation of our named executive officers as described in the Compensation Discussion and Analysis section and the accompanying compensation tables and narrative disclosures contained in this proxy statement; and

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Ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2014.

How does the Board recommend I vote on the proposals?

The Board recommends that you vote:

FOR each of the three nominees named in this proxy statement;

FOR approval, on a non-binding basis, of the Company's compensation of our named executive officers as described in the Compensation Discussion and Analysis section and the accompanying compensation tables and narrative disclosures contained in this proxy statement; and

FOR the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2014.

Who is entitled to vote?

Shareholders of record as of the close of business on March 12, 2014, the record date for the meeting, are entitled to notice of and to vote at the meeting and any adjournments of the meeting.

Table of Contents

How do I cast my vote if I am a shareholder of record?

You can cast your vote:

in person, by attending the Annual Meeting of Shareholders;

via the Internet, by visiting www.proxyvote.com and following the instructions provided;

by telephone, using the toll-free number listed on the proxy card; or

by mail, if you mark, sign and date the proxy card enclosed with this proxy statement and return it in the postage-paid envelope provided.

How do I cast my vote if I am a beneficial owner of shares held in street name?

You can cast your vote:

in person, by first obtaining a voting instruction form issued in your name from your broker and bringing that voting instruction form to the meeting, together with a copy of a brokerage statement reflecting your stock ownership as of the record date, the stock acquisition date and valid identification;

via the Internet, by visiting www.proxyvote.com and following the instructions provided;

by telephone, only if you agree with the voting rights provided on your voting instruction form, by using the toll-free number found on the voting instruction form; or

by mail, if you mark, sign and date the voting instruction form and return it in the postage-paid envelope provided by your broker.

If I have given a proxy, how do I revoke that proxy?

Your presence at the meeting will not revoke any proxy you may have given. If your shares are held in your name, you may revoke your proxy at any time (to the extent it has not already been voted at the meeting), but a revocation will not be effective until it is received. Your proxy will be revoked (to the extent it has not already been voted at the meeting) if you:

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give written notice of the revocation to Quaker's Corporate Secretary, D. Jeffry Benoliel, One Quaker Park, 901 E. Hector Street, Conshohocken, Pennsylvania 19428, or give electronic notice to Mr. Benoliel at jeffry_benoliel@quakerchem.com;

submit a properly signed proxy with a later date; or

vote in person at the meeting as described above.

If your shares are held in street name through a broker, bank or other nominee for your benefit, you should contact the record holder to obtain instructions if you wish to revoke your vote before the meeting.

How will my proxy be voted?

If you are a registered holder and your proxy is properly executed, returned and received prior to the meeting and is not revoked, it will be voted in accordance with your instructions. If you return your signed proxy but do not mark the boxes to show how you wish to vote on any of the proposals, the shares for which you have given your proxy will, in the absence of your instructions to the contrary, be voted FOR Proposal 1, FOR Proposal 2, and FOR Proposal 3 and in the discretion of the proxies on other matters properly brought before the meeting.

If your shares are held in street name through a broker, bank or other nominee for your benefit and your voting instruction form is properly executed, returned and received prior to the meeting and is not

Table of Contents

revoked, it will be voted in accordance with your instructions. If you have not furnished voting instructions within a specified period prior to the meeting, under current New York Stock Exchange (NYSE) rules, brokerage firms and nominees that are members of the NYSE have the authority under the NYSE s rules to vote their customers unvoted shares on routine matters but not on non-routine matters. Under the rules currently in effect, routine matters include the ratification of the appointment of our independent registered public accounting firm but do not include the other proposals on the ballot.

The voting instruction form also grants the proxy holders discretionary authority to vote on any other business that may properly come before the meeting as well as any procedural matters. As of the date of this proxy statement, we do not know of any other matters that will be presented at the meeting.

What does it mean if I get more than one proxy card?

If you have your shares registered in multiple accounts with one or more brokers and/or our transfer agent, you will receive more than one proxy card. Please complete and return each of the proxy cards you receive to ensure that all of your shares are voted.

How many votes are needed to elect directors?

The three nominees receiving the highest number of FOR votes will be elected as directors. This is referred to as a plurality.

What if a nominee is unwilling or unable to serve?

We do not expect that to occur. If it does, proxies will be voted for a substitute nominee designated by our Board of Directors.

How many votes are needed to approve, on a non-binding basis, the compensation of our Named Executive Officers?

The proposal requires that the number of votes cast FOR the proposal exceed the number of votes cast AGAINST the proposal. Abstentions and broker non-votes will not be counted as votes cast. This, however, is an advisory vote requiring further action by the Company to implement any changes.

How many votes are needed to ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2014?

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The proposal requires that the number of votes cast **FOR** the proposal exceed the number of votes cast **AGAINST** the proposal. Abstentions and broker non-votes will not be counted as votes cast.

How will abstentions and broker non-votes affect the voting?

Abstentions and broker non-votes will have no effect on the outcome of the voting on any matter brought before the meeting because they will not represent votes cast. A broker non-vote occurs when the beneficial owner of shares held in street name fails to furnish voting instructions to the broker within the required period, and the broker is not permitted under applicable rules to vote the shares.

Are dissenters' rights applicable to any of the matters to be voted on at the meeting?

No. Dissenters' rights do not apply to any of the matters to be voted on at the meeting.

Who will count the vote?

The Judge of Election appointed at the meeting, together with a representative of Broadridge Financial Solutions, Inc., will serve as the inspector of election.

Table of Contents

How many shares can be voted at the meeting?

As of March 12, 2014, the record date for the meeting, 13,223,034 shares of Quaker common stock were issued and outstanding. Every holder of Quaker common stock is entitled to one vote or ten votes for each share held of record on the record date, based on how long such shares have been owned by the holder.

How many votes will I be entitled to cast at the meeting?

You will be entitled to cast either one vote or ten votes for each share of common stock you held on March 12, 2014, the record date for the meeting, depending upon how long you had held the shares as of the record date. As more specifically provided in Article 5 of Quaker's Articles of Incorporation, the number of votes you are entitled to cast at the meeting will be determined as follows:

Each share that, as of the record date, you had beneficially owned since March 1, 2011, will entitle you to ten votes.

Each share you acquired after March 1, 2011, will entitle you to one vote, with some exceptions. These exceptions are explained in Appendix A to this proxy statement.

We presume that shares you hold in street or nominee name, or that are held for your account by a broker, clearing agency, voting trustee, bank, trust company, or other nominee, were acquired by you after March 1, 2011 and, accordingly, entitle you to one vote for each of these shares. You may, however, rebut this one-vote presumption by completing and executing the affidavit appearing on the voting instruction form. The Company and the Board of Directors reserve the right to require evidence to support the affidavit.

What is the total number of votes that may be cast at the meeting?

Based on the information available to us, as of March 12, 2014, at the annual meeting the holders of 932,813 shares of Quaker common stock will be entitled to cast ten votes for each share held and the holders of 12,290,221 shares of Quaker common stock will be entitled to cast one vote for each share held, for a total of 21,618,351 votes. The number of shares that we have indicated are entitled to one vote includes those shares presumed by us to be entitled to only one vote, as described above. Because some of the holders of these shares may rebut this presumption, the total number of votes that may be cast at the meeting may increase.

Where can I find more information on the voting procedures for the meeting?

For additional information on our voting procedures, including the procedures for determining whether a share entitles its holder to one vote or ten votes, and how to rebut the one-vote presumption, please refer to Appendix A.

What is a quorum?

The presence of shareholders entitled to cast at least a majority of the votes entitled to be cast on a particular matter will constitute a quorum for the purpose of considering that matter. For purposes of determining the presence of a quorum, the votes of a shareholder will be counted if the shareholder is present in person or by proxy. Shares that are the subject of abstentions or broker non-votes will be counted for purposes of determining a quorum.

Who can attend the Annual Meeting?

All shareholders of Quaker who owned shares of record on March 12, 2014 can attend the meeting. If you want to vote in person and you hold Quaker common stock in street name (i.e., your shares are held in the

Table of Contents

name of a brokerage firm, bank or other nominee), you must obtain a proxy card issued in your name from your broker and bring that proxy card to the meeting, together with a copy of a brokerage statement reflecting your stock ownership as of the record date and valid identification. If you hold stock in street name and want to attend the meeting but not vote in person at the meeting, you must bring a copy of a brokerage statement reflecting your stock ownership as of the record date, the stock acquisition date and valid identification.

How will voting on any other business be conducted?

We do not know of any business to be considered at the meeting other than the proposals described in this proxy statement. However, if any other business is presented at the meeting, a proxy in the accompanying form will give authority to Michael F. Barry and William R. Cook to vote on such matters at their discretion and they intend to do so in accordance with their best judgment.

Who will pay the cost of this proxy solicitation and how will the solicitation be conducted?

We will pay the expenses of soliciting proxies in the form included with this proxy statement, including the cost of preparing, assembling and mailing material in connection with the solicitation. In addition to the use of the mail, our directors, executive officers and employees may, without additional compensation, solicit proxies personally or by telephone, facsimile, electronic mail and personal contact. We will also reimburse brokerage houses and other custodians, nominees and fiduciaries for their reasonable out-of-pocket expenses for forwarding proxy materials and Quaker's annual report, including its Annual Report on Form 10-K, to any beneficial holder of Quaker common stock he or she holds of record.

Does the Company utilize householding for mailing of its proxy materials?

The Securities and Exchange Commission permits companies and intermediaries (such as brokers and banks) to satisfy delivery requirements for proxy statements and annual reports with respect to two or more shareholders sharing the same address by delivery of a single proxy statement and annual report to those shareholders. This process, which is commonly referred to as householding, is intended to reduce the volume of duplicate information shareholders receive and also reduce expenses for companies. Quaker has instituted householding for its registered shareholders; some intermediaries may also be householding Quaker's proxy materials and annual report. Once you have received notice from the Company, the broker or another intermediary that they will be householding materials to your address, householding will continue until you are notified otherwise or until you or a shareholder who shares your address provides contrary instructions.

If at any time you no longer wish to participate in householding and would prefer to receive a separate proxy statement and annual report, you should contact Irene M. Kisleiko, Assistant Secretary, toll free at 1-800-523-7010, ext. 4119, or inform us in writing at Quaker Chemical Corporation, Shareholder Services, One Quaker Park, 901 E. Hector Street, Conshohocken, Pennsylvania 19428. If you hold shares through an intermediary and no longer wish to participate in householding, you should contact your bank, broker or other nominee record holder.

Shareholders who share an address and are receiving multiple copies of annual reports or proxy statements but would like to receive a single copy can contact Irene M. Kisleiko at the toll-free number noted above.

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We undertake to deliver promptly to any shareholder at a shared address, upon written or oral request, a copy of Quaker's proxy statement and annual report. You may so request by calling the toll-free number or writing to the address noted above.

Table of Contents

Proposal 1 Election of Directors and Nominee Biographies

What is the makeup of the Board of Directors?

The Quaker Articles of Incorporation provide that our Board of Directors is divided into three classes, each consisting, as nearly as possible, of one-third of the total number of directors. The shareholders elect the members of one of the three classes each year to serve for a term of three years. Directors elected to fill vacancies and newly created directorships serve for the balance of the term of the class to which they are elected. Presently, there are nine directors, including three Class I directors, three Class II directors and three Class III directors. At the meeting, three Class I directors are to be elected with each member to serve a three-year term expiring in 2017 and until his successor is duly elected and qualified.

Are there any members of the class of directors to be elected at the meeting who are not standing for reelection?

No.

Who are the Board's nominees this year?

Michael F. Barry, Robert E. Chappell and Robert H. Rock are the Board's nominees for election to the Board of Directors as Class I members. Each nominee, if elected, would hold office until our 2017 annual meeting of shareholders and until his successor is duly elected and qualified.

Table of Contents

What is the background of this year's nominees?

Below is information about our nominees for election to the Board as Class I members, including descriptions of their qualifications and their business experience and directorships over the past five years:

MICHAEL F. BARRY (55)

Mr. Barry has served on Quaker's Board since 2008. He is Quaker's Chairman, Chief Executive Officer and President. Mr. Barry has held a number of positions within Quaker since 1998, including Chief Financial Officer, Vice President and Global Industry Leader - Industrial Metalworking and Coatings, and Senior Vice President and Managing Director - North America. By serving in a variety of leadership and executive positions with Quaker, Mr. Barry has gained experience in accounting/finance, financial reporting, risk assessment, industrial marketing and services, organizational development, global organizations, governance, strategic planning, corporate development, research and development and manufacturing. Mr. Barry's specific business and board service experience are listed below:

Quaker's Chairman of the Board since May 2009 and Chief Executive Officer and President since October 2008; Senior Vice President and Managing Director - North America from January 2006 to October 2008; Senior Vice President and Global Industry Leader - Metalworking and Coatings from July 2005 through December 2005; Vice President and Global Industry Leader - Industrial Metalworking and Coatings from January 2004 through June 2005 and Vice President and Chief Financial Officer from 1998 to August 2004.

Member of the Board of Directors:

Rogers Corporation

ROBERT E. CHAPPELL (69)

Mr. Chappell has served on Quaker's Board since 1997 and is Chairman of the Governance Committee. He served as Chairman of The Penn Mutual Life Insurance Company from January 1997 to June 2013 and served as its Chief Executive Officer from April 1995 to February 2011. He has experience in accounting/finance, financial reporting, risk assessment, organizational development, global organizations, governance, strategic planning and corporate development. Mr. Chappell's recent business and board service experience are listed below:

Chairman and a member of the board of directors of The Penn Mutual Life Insurance Company, a mutual life insurance company providing life insurance and annuity products from January 1997 to June 2013 and Chief Executive Officer of the company from April 1995 to February 2011; President from January 2008 to March 2010.

Member of the Board of Directors:

CSS Industries, Inc.

Table of Contents

ROBERT H. ROCK (63)

Mr. Rock has served on Quaker's Board since 1996 and is Chairman of the Compensation/Management Development Committee. Since 1989, he has been President of MLR Publishing Company and its successor, MLR Holdings, LLC, an investment company operating in the publishing and information industry. Prior to his involvement in the publishing and information industry, he was Chairman of The Hay Group, a management consulting firm. He has experience in organizational development, global organizations, governance, strategic planning and corporate development. Mr. Rock's recent business and board service experience are listed below:

President of MLR Holdings, LLC, an investment company operating in the publishing and information industry, for more than five years.

Member of the Board of Directors:

The Penn Mutual Life Insurance Company

Former Member of the Board of Directors:

Alberto-Culver Company (September 1996 to June 2011)

The Board of Directors recommends that you vote FOR the election to our Board of Michael F. Barry, Robert E. Chappell and Robert H. Rock, the nominees listed above.

Table of Contents

Biographies of Continuing Directors

Below is information about our incumbent directors who were elected as Class II members of the Board in 2012 and whose terms expire in 2015, including descriptions of their qualifications and business experience and directorships over the past five years:

DONALD R. CALDWELL (67)

Mr. Caldwell has served on Quaker's Board since 1997 and is Chairman of the Executive Committee. Since March 1999, he has been Chairman and Chief Executive Officer of Cross Atlantic Capital Partners, Inc., a venture capital management company. He was President and Chief Operating Officer of Safeguard Scientifics, Inc., a holding company with investments in the growth-stage technology and life sciences businesses, from February 1996 to February 1999. He currently serves on multiple public company boards. He has experience in accounting/finance, financial reporting, risk assessment, governance, strategic planning and corporate development. Mr. Caldwell's recent business and board service experience are listed below:

Chairman and Chief Executive Officer of Cross Atlantic Capital Partners, Inc., a venture capital management company, for more than five years.

Member of the Board of Directors:

InsPro Technologies Corporation (formerly, Health Benefits Direct Corporation)

Lightning Gaming, Inc.

Rubicon Technology, Inc.

Former Member of the Board of Directors:

Diamond Management & Technology Consultants, Inc. (June 1994 to November 2010)

WILLIAM R. COOK (70)

Mr. Cook has served on Quaker's Board since 2000 and is Chairman of the Audit Committee. He retired in 2002 but previously served in a variety of positions in the chemical industry, including Chairman, President and Chief Executive Officer of Betz Dearborn, Inc. and Vice Chairman and Co-Chief Executive Officer of Hercules, Inc. Most recently, Mr. Cook served as President and Chief Executive Officer of Severn Trent Services, Inc. He has experience in accounting/finance, financial reporting, industrial marketing, governance, strategic planning and corporate development. Mr. Cook's recent business and board service experience are listed below:

President and Chief Executive Officer of Severn Trent Services, Inc., a water purification products and laboratory and operating services company, from 1999 until June 2002.

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Member of the Board of Directors:

Teleflex Incorporated

The Penn Mutual Life Insurance Company

Table of Contents

JEFFRY D. FRISBY (58)

Mr. Frisby has served on Quaker's Board since 2006. In July 2012, he was named Chief Executive Officer of Triumph Group, Inc., which serves the aerospace industry, in addition to his position as President which he has held since July 2009. From July 2009 to July 2012, he also served as its Chief Operating Officer. He has held a variety of positions within the Triumph Group and a predecessor group company, Frisby Aerospace, Inc. He has experience in accounting/finance, financial reporting, industrial marketing, organizational development, global organizations, strategic planning, corporate development and manufacturing. Mr. Frisby's recent business and board service experience are listed below:

President and Chief Executive Officer of Triumph Group, Inc. which, through its subsidiaries, engages in the design, engineering, manufacture, repair, overhaul and distribution of aircraft components in the United States and internationally, since July 2012; President since July 2009 and Chief Operating Officer from July 2009 to July 2012.

Group President of Triumph Aerospace Systems Group, a group of companies that design, engineer and build aerostructures, as well as complete mechanical, electromechanical and hydraulic systems for the aerospace industry, from April 2003 to July 2009.

Member of the Board of Directors:

Triumph Group, Inc.

Table of Contents

Below is information about our incumbent directors who were elected as Class III members of the Board in 2013 and whose terms expire in 2016, including descriptions of their qualifications and business experience and directorships over the past five years:

JOSEPH B. ANDERSON, JR. (71)

Mr. Anderson has served on Quaker's Board since 1992. He is Chairman and Chief Executive Officer of a group of minority-owned companies supplying parts to the automotive industry and services to a variety of industries, including automotive, aerospace, defense, construction, mining and off-road vehicles. He also currently serves as a director on multiple public company boards in diverse industries. He has experience in accounting/finance, financial reporting, risk assessment, governance, strategic planning, corporate development and manufacturing in these CEO roles. Mr. Anderson's recent business and board service experience are listed below:

Chairman and Chief Executive Officer of TAG Holdings, LLC, a parent company for a variety of manufacturing and service-based enterprises, for more than five years.

Chairman and Chief Executive Officer of Wolverine Assembly, an automotive assembly, warehousing and logistics company, since June 2010.

Chairman and Chief Executive Officer of Barton Manufacturing, a heavy machining and welding company, since August 2011.

Chairman and Chief Executive Officer of Radian Precision, Inc., an aerospace and defense supplier, since January 2012.

Chairman and Chief Executive Officer of Shared Vision, LLC, a precision-machining company in the automotive, aerospace, defense and heavy equipment industries, since January 2013.

Chairman and Chief Executive Officer of Indiana Assemblies, LLC, a tire and wheel assembly company, from October 2008 to December 2010.

Chairman and Chief Executive Officer of Gulf Shore Assemblies, LLC, a tire and wheel assembly company, from May 2007 to December 2010.

Chairman and Chief Executive Officer of Great Lakes Assemblies, LLC, a tire and wheel assembly company, from January 2005 to December 2010.

Chairman and Chief Executive Officer of North American Assemblies, LLC, a tire and wheel assembly company, from September 2003 until July 2012.

Chairman and Chief Executive Officer of A&D Technologies, LLC, a manufacturer of temperature sensors servicing the automobile industry, from March 2003 to February 2011.

Chairman and Chief Executive Officer of Vibration Control Technologies, LLC, an automotive parts supplier and manufacturer, from January 2002 to March 2010.

Member of the Board of Directors:

Meritor, Inc.

Rite Aid Corporation

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Valassis Communications, Inc.

Former Member of the Board of Directors:

NV Energy, Inc. (February 2005 to December 2013)

Table of Contents

PATRICIA C. BARRON (71)

Ms. Barron has served on Quaker's Board since 1989 and has been our Lead Director since 2008. She retired as a Professor at Stern School of Business at New York University in 2003. Prior to that time, Ms. Barron served in a variety of roles with Xerox Corporation, including President of their Engineering Systems Division, and has served on multiple public company boards. She has experience in accounting/finance, financial reporting, risk assessment, industrial marketing and services, organizational development, global organizations, governance, strategic planning and corporate development. Ms. Barron's recent business and board service experience are listed below:

Clinical Associate Professor and Senior Fellow at the Stern School of Business, New York University, from 1999 until August 2003.

Member of the Board of Directors:

Teleflex Incorporated

United Services Automobile Association

Former Member of the Board of Directors:

Ultralife Corporation (December 2000 to June 2013)

MARK A. DOUGLAS (51)

Mr. Douglas has served on Quaker's Board since January 2013. He is President, FMC Agricultural Solutions, of FMC Corporation, a diversified chemical company serving agricultural, industrial and consumer markets globally for more than a century with innovative solutions, applications and quality products, since October 2012. He previously served as President, Industrial Chemicals Group from January 2011 to September 2012 and as Vice President, Global Operations and International Development from March 2010 to December 2010. Prior to FMC, he held various senior management positions with Dow Chemical and Rohm and Haas based in Shanghai, China. He has experience in industrial marketing, organizational development, global organizations, strategic planning, corporate development, technology and science. Mr. Douglas' recent business and board service experience are listed below:

President, FMC Agricultural Solutions, of FMC Corporation, a diversified chemical company serving agricultural, industrial and consumer markets globally for more than a century with innovative solutions, applications and quality products, since October 2012; President, Industrial Chemicals Group from January 2011 to September 2012; and Vice President, Global Operations and International Development from March 2010 to December 2010.

Vice President, President Asia, Dow Advanced Materials, a leader in specialty chemicals delivering products and solutions to sectors such as electronics, water, energy and coatings, from April 2009 to December 2009.

Corporate Vice President, President Asia, Rohm and Haas Company, a chemical manufacturing company, from March 2007 to April 2009.

In addition to the information presented above regarding each director and director nominee's specific experience, qualifications, attributes and skills that led the Board to conclude that he or she should serve as a director, the Board also believes that all of its directors and director nominees have significant leadership experience derived from their professional experience and have a reputation for integrity and honesty and

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adhere to high ethical standards. The process undertaken by the Company's Governance Committee in recommending qualified director candidates is described below under the heading Governance Committee Procedures for Selecting Director Nominees.

Table of Contents

Corporate Governance

Leadership Structure

Quaker's business is conducted by its officers, managers and associates under the direction of the Chief Executive Officer (CEO) and with oversight by the Board of Directors. The Company's CEO is also the Chairman of the Board of Directors. The Board has long held that, given Quaker's size and management structure, it is best to combine the roles of Chairman of the Board and CEO. The Board believes having one leader serving as both Chairman and CEO provides decisive and effective leadership.

The Board of Directors has also appointed an independent Lead Director. The Lead Director rotates on a bi-annual basis unless the Board determines that the reappointment of the Lead Director at the end of a two-year term is in the best interests of the Company. The Lead Director serves as the liaison between the Chairman/CEO and the Board of Directors. The Lead Director also ensures that the respective responsibilities of the Directors and the Chairman/CEO are understood; collaborates