

QUAKER CHEMICAL CORP  
Form DEF 14A  
March 28, 2014  
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**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):

- 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):

(4) Proposed maximum aggregate value of transaction:

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.. Fee paid previously with preliminary materials.

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(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

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***Notice of Annual Meeting of Shareholders***

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<b>TIME:</b>	8:30 A.M., local time, on Wednesday, May 7, 2014
<b>PLACE:</b>	Quaker Chemical Corporation  One Quaker Park  901 E. Hector Street  Conshohocken, Pennsylvania 19428
<b>ITEMS OF BUSINESS:</b>	(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.
<b>WHO MAY VOTE:</b>	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.
<b>ANNUAL REPORT:</b>	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](http://www.proxyvote.com).**

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**QUAKER CHEMICAL CORPORATION**

**One Quaker Park, 901 E. Hector Street**

**Conshohocken, Pennsylvania 19428**

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**PROXY STATEMENT**

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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.

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***Information Concerning the Annual Meeting***

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**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.

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**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](http://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](http://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](mailto: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

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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.

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### **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



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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.

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***Proposal 1 Election of Directors and Nominee Biographies***

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**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.

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**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.

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**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.**

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***Biographies of Continuing Directors***

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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

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**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.



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**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)

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**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.

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***Corporate Governance***

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**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 with the Chairman/CEO to ensure the appropriate flow of information to the Board; works with the Chairman/CEO to develop the agendas for Board meetings; coordinates and develops the agenda for and presides over sessions of the Board's independent Directors; ensures appropriate minutes are kept of such meetings and, as appropriate, communicates to the Chairman/CEO the substance of such discussions. Ms. Patricia C. Barron is currently the Lead Director, having been reappointed to the position for a two-year term in May 2012.

**Director Independence**

In accordance with NYSE rules, the Board affirmatively determines the independence of each director and nominee for election as a director in accordance with guidelines it has adopted which include all elements of independence set forth in the NYSE listing standards. The Company's director independence standards are described in the Company's Corporate Governance Guidelines.

On an annual basis, each director and executive officer is obligated to complete a directors and officers questionnaire which requires disclosure, among other things, of any transactions with the Company in which the director (or any organization of which the director is a partner, shareholder or officer) or executive officer, or any member of his or her immediate family, have a direct or indirect material interest. Based on the Company's adopted independence standards and the information provided in the annual questionnaires, the Board determined at its meeting held on February 27, 2014, that all non-employee directors who served in fiscal 2013, as well as each nominee for director and those directors who will continue to serve after our 2014 annual meeting of shareholders, are independent within our guidelines and have no material relationship with the Company as defined by our guidelines. The Company's independent non-employee directors are Joseph B. Anderson, Jr., Patricia C. Barron, Donald R. Caldwell, Robert E. Chappell, William R. Cook, Mark A. Douglas, Jeffrey D. Frisby and Robert H. Rock. With respect to Mr. Frisby, the Board considered the scope and nature of the business Quaker has transacted with affiliates of the Triumph Group, Inc., a company at which Mr. Frisby serves as President and Chief Executive Officer, as further discussed under Related Party Transactions, and determined that the transactions are not material to him and do not impair his independence or present a conflict of interest on his part in connection with his service on the Board.

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Based on the Company's independence standards, the Board has affirmatively determined that Michael F. Barry is not independent because he currently serves as an executive officer of the Company. There are no family relationships between any of the Quaker directors, executive officers or nominees for election as directors.

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### **Governance Committee Procedures for Selecting Director Nominees**

The Governance Committee's goal is to assemble a Board that brings to Quaker a variety of perspectives and skills derived from high quality business and professional experience. The current composition of the Board includes directors (including those nominated for reelection this year) with complementary skills, expertise and experience such that the Board, on the whole, has competence and experience in a wide range of areas. Quaker's Board includes nine directors who are or have served as chief executive officers or in other executive management roles, seven directors with specialized accounting and finance knowledge, four directors with experience in the chemical industry or other technology or science areas, eight directors who have served on the boards of other public companies, eight directors with international business experience and four directors with experience in industries served by Quaker. The Governance Committee will continue to evaluate the needs of Quaker and its shareholders to ensure that the competency of the Board, as a whole, is relevant and robust.

In evaluating director nominees, the Governance Committee considers the appropriate size of Quaker's Board of Directors and the needs of Quaker and its shareholders with respect to the particular talents, experience and capacities of its directors including: experience in industries similar to Quaker's; managerial and other leadership experience; business acumen or particular expertise; business development experience; strategic capability; independence of judgment; familiarity with corporate governance and the responsibilities of directors and the ability to fulfill those responsibilities; standing and reputation as a person of integrity; the potential contribution of each individual to the diversity of backgrounds, experience and competencies of which the Governance Committee desires to have represented; and ability to work constructively with the CEO and the Board. In considering nominees for the Board of Directors, the Governance Committee considers the entirety of each candidate's credentials and the anticipated contributions an individual can contribute as a member of the Board. Although we do not have a formal policy regarding diversity and do not have constituent or representative directors, diversity is one important factor, among many, in our nomination process. The Governance Committee considers a variety of factors, including age, gender, race, executive and professional experience, and perspectives of the candidate and how the candidate's qualifications will enhance the composition of the Board of Directors as a whole. Directors who also serve as CEOs or in equivalent positions should not serve on more than three other boards of public companies in addition to the Quaker Board and directors who do not serve as CEOs or in equivalent positions should not serve on more than four other boards of public companies in addition to the Quaker Board.

When identifying and evaluating nominees for director, the Governance Committee first examines whether current members of the Board are willing to continue their service. Current members of the Board with skills and experience that are relevant and who are willing to continue to serve are considered for renomination, balancing the value of continuity of service with that of obtaining a new perspective. If a current member does not choose to stand for reelection, the Governance Committee will not recommend that director for reelection. If the Governance Committee recommends an increase in the membership of the Board, it will identify the experience and personal capacities desired and will seek suggestions as to nominees from the current Board membership. In addition, and as has been done in the past, the Governance Committee may engage third parties to assist in the identification or evaluation of potential director nominees.

The Governance Committee will consider candidates recommended by the Company's shareholders and applies the same criteria in evaluating candidates nominated by shareholders as it does in evaluating candidates identified by Company sources. Any shareholder who wishes to recommend to the Governance Committee a prospective nominee for election to the Board may write to D. Jeffrey Benoliel, Vice President and Global Leader - Metalworking, Can and Corporate Secretary, Quaker Chemical Corporation, One Quaker Park, 901 E. Hector Street, Conshohocken, Pennsylvania 19428. Any request for consideration at next year's annual meeting must be submitted no later than December 3, 2014, and contain a statement of the proposed candidate's business experience, business affiliations and a confirmation of his or her willingness to be a nominee. No shareholder or group of shareholders recommended a director nominee for election at Quaker's 2014 annual meeting of shareholders.

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### **Board Oversight of Risk**

While the Board has the ultimate oversight responsibility for risk management, consistent with Quaker's By-Laws, the Board has delegated much of the responsibility for risk management to the standing Committees of the Board. The Audit Committee has oversight over financial risks, such as financial reporting and internal controls; compliance risks including oversight of the compliance program and disposition of certain complaints and/or violations of the Code of Conduct and Financial Code of Ethics; and operational risk such as loss of property, business interruption, and other exposures traditionally mitigated through insurance products. In addition, the Compensation/Management Development Committee is responsible for developing a balanced compensation system for all employees, including appropriate long-term and short-term incentive compensation targets that encourage a level of risk-taking behavior consistent with the overall financial/strategic goals of the Company, as well as oversight of the management, development and succession processes. Finally, from time to time, Quaker faces other risks material to its business and, in those circumstances, the Board (or at times, the Executive Committee) is regularly informed and provides input and advice on actions being considered to mitigate exposures associated with those risks. As appropriate, the Board considers specific risk topics, including risks associated with our strategic plan, our capital structure, and our development activities. Further, the Board is routinely informed of developments at and affecting the Company that could affect our risk profile or other aspects of our business, through reports from our business units and otherwise. This oversight by the Board is designed to maintain an appropriate level of risk and to address new risks as they arise.

### **Communications with the Board of Directors; Corporate Governance Guidelines**

Shareholders or other interested parties may communicate with any of our directors, including non-management directors, by writing to them c/o D. Jeffrey Benoliel, Vice President and Global Leader – Metalworking, Can and Corporate Secretary, at the address set forth above. All communications received will be forwarded to the Governance Committee and the addressee. The Board believes it is management's role to speak for Quaker and, accordingly, any such communication received will be shared with the Chief Executive Officer and other executive officers, as appropriate. The Company has adopted Corporate Governance Guidelines and other governance materials. Our Code of Conduct, Financial Code of Ethics, Corporate Governance Guidelines and Audit, Compensation/Management Development and Governance Committee Charters have been posted on and are available free of charge by accessing the Investors/Corporate Governance section of our website at <http://www.quakerchem.com> or by written request addressed to Quaker Chemical Corporation, One Quaker Park, 901 E. Hector Street, Conshohocken, Pennsylvania 19428, Attention: Irene M. Kisleiko, Assistant Secretary. The references to our website contained in this proxy statement are for informational purposes, and the content of the website is not incorporated by such references in this proxy statement.

### **Code of Conduct**

The Company has a compliance program, the governing documents of which include a Code of Conduct (which is applicable to all of the Company's directors, executive officers and employees) and a Financial Code of Ethics for Senior Financial Officers (which is applicable to the Chief Executive Officer, Chief Financial Officer, Corporate Controller, Global Finance Director, Controllers of each of the Company's majority-owned affiliates or other individuals performing similar functions designated by the Company's Board of Directors). The Company's compliance program embodies the Company's global principles and practices relating to the ethical conduct of the Company's business and its longstanding commitment to fairness, honesty, integrity and full Company compliance with all laws affecting the Company's business.

The Company's compliance program includes a means for employees, customers, suppliers, shareholders and other interested parties to submit confidential and anonymous reports of suspected or actual violations of the Company's Code of Conduct or the Financial Code of Ethics for Senior Financial Officers relating, among other things, to:



accounting practices, internal accounting controls, or auditing matters and procedures;  
theft or fraud of any amount;

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insider trading;  
performance and execution of contracts;  
conflicts of interest;  
violations of securities and antitrust laws; and  
violations of the Foreign Corrupt Practices Act.

Any employee, shareholder or other interested party can call the Quaker Hotline at 1-800-869-9414 or 1-678-999-4552 from outside the United States. The Quaker Hotline is a toll-free telephone line dedicated solely to receiving questions and concerns and directing them to the appropriate authority for action. All calls are answered by an independent third-party service available 24 hours a day, seven days a week.

The Audit Committee oversees the administration of the Company's compliance program and is directly responsible for the disposition of all reported violations of the Financial Code of Ethics for Senior Financial Officers and complaints received regarding accounting, internal accounting controls or audit matters. In addition, the Audit Committee is responsible for the disposition of all violations of (and approves any waivers to) the Code of Conduct for directors and executive officers and for the disposition of other serious violations of the Code of Conduct. No such waivers were requested in 2013. We maintain a current copy of our Financial Code of Ethics for Senior Financial Officers and will promptly post any amendments to or waivers of our Financial Code of Ethics for Senior Financial Officers on our website, <http://www.quakerchem.com>, under the heading Investors/Corporate Governance.

**Table of Contents*****Meetings and Committees of the Board***

Our Board of Directors has four standing committees, the Audit, Compensation/Management Development, Executive and Governance Committees. Each member of the Audit, Compensation/Management Development and Governance Committee is independent as defined for members of the respective committee in the listing standards of the NYSE and Quaker's Corporate Governance Guidelines. The Board has affirmatively determined that four of five members of the Audit Committee, including its current Chairman, William R. Cook, meet the criteria for an audit committee financial expert as defined by the Securities and Exchange Commission. The Board of Directors has adopted a charter for each of these committees other than the Executive Committee. Each committee reports its actions to the full Board at the Board's next regular meeting. A description of the duties of each committee follows the table below.

**Committee Membership and Meetings Held in 2013**  
**Compensation/**

Name	Management			
	Audit	Development	Executive	Governance
Joseph B. Anderson, Jr.	X			X
Patricia C. Barron		X		X
Michael F. Barry			X	
Donald R. Caldwell	X	X	CHAIR	
Robert E. Chappell			X	CHAIR
William R. Cook	CHAIR		X	
Mark A. Douglas <sup>(1)</sup>	X			X
Jeffry D. Frisby	X	X		
Robert H. Rock		CHAIR	X	
Number of Meetings in 2013 <sup>(2)</sup>	5	7	0	3

X Member. Each of the individuals listed in the table above held the committee memberships indicated throughout 2013, unless otherwise indicated.

(1) Mark A. Douglas was appointed as a member of these Committees on May 8, 2013.

(2) The Board of Directors held six regular meetings in 2013. Each director attended, in person or by teleconference, at least 75% of the aggregate of all the meetings of the Board and the committee(s) on which he or she served during 2013.

Time is regularly scheduled for the independent directors to meet as a separate group. The Lead Director acts as chairperson during these sessions.

Quaker does not have a formal policy regarding attendance by members of the Board at its annual meeting of shareholders, but all directors are encouraged to attend. In 2013, all directors attended the annual meeting of shareholders.



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### **Audit Committee:**

Engages the independent registered public accounting firm and approves all audit and non-audit fees.

Reviews and discusses with management and the independent registered public accounting firm the annual and quarterly financial statements, including disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations.

Discusses with management and the independent registered public accounting firm any audit problems or difficulties and management's response.

Reviews the internal audit plan and discusses with the internal auditor and the independent registered public accounting firm their assessment of the effectiveness of Quaker's internal controls.

Oversees the handling of matters relating to compliance with law and ethics, including adherence to the standards of business conduct and ethics required by Quaker's policies.

Provides oversight to the Chief Financial Officer and Risk Manager on matters relating to risk management generally.

### **Compensation/Management Development Committee:**

Reviews management's compensation philosophies and policies.

Approves annual performance objectives for the CEO, evaluates the CEO's performance against objectives and makes a recommendation to the Board regarding the CEO's base salary.

Reviews performance evaluations and approves annual salaries for all executive officers, other than the CEO.

Approves annual incentive and long-term incentive award opportunities for all executive officers, including the CEO.

Administers Quaker's Global Annual Incentive Plan and Long-Term Performance Incentive Plan.

Reviews and evaluates management development and succession planning and oversees these processes.

Reviews and discusses with management disclosures under the Compensation Discussion and Analysis section of this proxy statement and makes recommendations to the Board for inclusion of the Compensation Discussion and Analysis section in this proxy statement and the Company's Annual Report on Form 10-K.

### **Executive Committee:**

Acts for the Board in situations requiring prompt action when a meeting of the full Board is not feasible.

Makes recommendations to the Board about external corporate development programs.

Establishes guidelines regarding Quaker's capital structure and deployment of capital resources.

### **Governance Committee:**

Evaluates the size and composition of the Board and recommends changes.

Reviews and recommends nominees for election as directors.

Reviews the Board's committee structure and recommends directors to serve as members of each committee.

Reviews and makes recommendations to the Board with respect to the compensation of the Company's directors.

Develops and reviews annually Quaker's Corporate Governance Guidelines.

Conducts an annual performance evaluation of the Board and ensures each Board committee conducts its own annual self-evaluation.

Reviews and approves related party transactions and similar transactions and establishes policies and procedures for such transactions.

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The Audit Committee, the Compensation/Management Development Committee and the Governance Committee each operates under a charter. These charters can be found on the Company's website at <http://www.quakerchem.com>, under the heading Investors/Corporate Governance.

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***Compensation Committee Interlocks and Insider Participation***

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The individuals who served as members of the Compensation/Management Development Committee during the year ended December 31, 2013 are Robert H. Rock (Chairman), Patricia C. Barron, Donald R. Caldwell and Jeffrey D. Frisby, each of whom is an independent director. No member of the Compensation/Management Development Committee was, during fiscal 2013, or had previously been, an officer or employee of Quaker or its subsidiaries nor, except as disclosed in Related Party Transactions below, had any material interest in a transaction with Quaker or a business relationship with, or any indebtedness to, Quaker, in each case that would require disclosure under applicable rules of the SEC. During 2013, no executive officer of Quaker served as a director or a member of the compensation committee of another company, one of whose executive officers served as a member of Quaker's Board of Directors or Compensation/Management Development Committee.

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***Executive Compensation***

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**Compensation Discussion and Analysis**

**Introduction**

The purpose of the Compensation Discussion and Analysis section of this proxy statement is to explain to shareholders how and why compensation decisions are made for the executive officers listed in the Summary Compensation Table on page 38, below. When we use the term executive officers, we mean the Named Executive Officers for fiscal 2013, who are Michael F. Barry, Margaret M. Loebel, D. Jeffry Benoliel, Jan F. Nieman and Wilbert Platzer, as well as the Company's other senior officers.

**Executive Summary**

Quaker's Compensation/Management Development Committee (the Committee) has implemented executive compensation programs designed to reward performance. The Company is engaged in a highly specialized business with a broad global footprint, requiring a management team with specific skills and knowledge. The Committee believes that our compensation programs must be competitive in order to attract and retain high performance executives with the requisite skill set and performance orientation.

In fiscal 2013, Quaker's executive team continued to successfully manage the Company through a sluggish global economic environment (especially in Europe and South America) to post record sales, earnings and net operating cash flow results for the year. Net sales increased by 3% over the prior year, earnings increased by 18%, and there was a substantial increase year-over-year in net operating cash flow of almost \$11 million or 17%. Additionally, shareholder return (which is defined as the year-over-year stock price plus dividends paid) was 45% for the year, one of the higher percentages in Company history for the second year in a row. Lastly, our average stock price in 2013 was \$66.29 compared to \$44.45 in the prior year. In making decisions about fiscal 2013 salaries and performance targets, the Committee also considered fiscal 2012 corporate performance. Factors affecting the key components of our executive compensation programs for fiscal 2013 were:

**Adjusted Net Income.** Adjusted net income is a key metric for the corporate component of the Company's annual cash incentive awards. Performance with respect to this metric for fiscal 2013 was between target and maximum levels and resulted in a payout representing 72% of the maximum payment for the corporate component of the annual cash incentive awards for the Named Executive Officers.

**Quaker's Stock Performance.** Long-term incentives make up a significant portion of each of the Named Executive Officers' compensation. In order to align the Named Executive Officers' incentives with our shareholder returns, the value to be earned on our long-term awards is directly linked to the performance of our stock. The equity component of such incentives is tied to stock performance and the amount payable on our cash awards is based on our total shareholder return as compared to a specific peer group. Our Named Executive Officers' long-term incentive compensation for 2013 related to equity awards was slightly higher than that of 2012, while the cash component paid out at a similar, though slightly lower, rate as compared to the prior year. This result reflected the continued increase of our stock price year over year, resulting in a 45% shareholder return for the year. For



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the cash component of this long-term incentive, Quaker's three-year total shareholder return of 96% resulted in a peer group ranking at the 78<sup>th</sup> percentile. This three-year total shareholder return resulted in a cash payout of 91.5% of the maximum amount provided for the three-year period ended in 2013.

Benchmarking. Based on our review of competitive benchmarking for compensation and our results of operations in 2012, we rewarded our Named Executive Officers with salary increases in 2013.

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Quaker's overall compensation strategy and specific programs have not changed over the past several years as we have strived to maintain a consistent year-over-year approach to ensure that our compensation remains predictable, competitive to the market and fair. In particular, we have continued to:

Use benchmarks for total direct compensation and long-term compensation to mitigate the possibility of inappropriate risk taking on the part of executives;

Align senior level compensation with the long-term success of the Company by ensuring that the higher the position within management the more compensation is incentive-pay dependent and the more incentive pay is long-term oriented; and

Reward long-term performance with cash compensation measured by total shareholder return and stock-based compensation in order to align the interests of management with our shareholders.

Consistent with this approach, we seek and receive approval from our shareholders regarding incentive plans that are used to attract, motivate, retain and reward our executives. Both of our incentive plans were overwhelmingly approved by our shareholders at the 2011 annual meeting of shareholders.

The Committee continually reviews our executive compensation programs to ensure they achieve the desired goals of aligning our compensation practices to performance, pay practices in the Company's industry, and prudent risk taking to achieve sustainable shareholder value creation. The Committee has determined that none of the Company's current compensation programs are likely to encourage excessive risk taking because the metrics in the Company's compensation plans are linked to corporate performance as it relates to set budgetary targets and because the plans are measured against identified peer comparison groups.

At the Company's 2011 annual meeting of shareholders, the shareholders voted, on an advisory basis, to approve the Company's compensation of our Named Executive Officers. The shareholders also voted to recommend an advisory vote on the Company's compensation once every three years and the Company is following this recommendation. Given the significant level of support received in the 2011 advisory vote, the Board of Directors and Committee have not made any significant changes to our executive compensation policies and decisions. Our shareholders will again vote, on an advisory basis, on our compensation program at the 2014 annual meeting of shareholders (see Proposal 2 of this proxy statement).

## **General Philosophy**

Quaker, like many companies of similar size, relies on a small group of managers who have the requisite skills and knowledge to enable us to achieve our business strategies, operate as a globally integrated whole, and deliver value to our shareholders. To attract and retain talented senior level managers, we have adopted a compensation approach that:

provides opportunities for highly competitive levels of total compensation when merited by performance;

creates incentives to perform over a multiple-year period; and

aligns interests of the management team with those of our shareholders.

Quaker compensates its executive officers (who include for 2013 our Chairman, CEO and President and our vice presidents) through a total compensation package. This package consists of a mix of base salary, an annual cash incentive bonus, long-term incentives comprising both equity awards and cash payments, and a competitive benefits package comprising medical, life, disability and retirement using both qualified and non-qualified programs, where appropriate.

**Administrative Practices**

The Committee is responsible for overseeing and developing the compensation and management development programs for the Company. Consistent with its charter, the Committee is composed solely of members of our Board of Directors who meet the requirements for independence under our Corporate

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Governance Guidelines and the listing standards of the NYSE. Four members of our Board, Patricia C. Barron, Donald R. Caldwell, Jeffrey D. Frisby and Robert H. Rock (Chairman) currently sit on the Committee. The Committee's responsibilities include the evaluation of, approval of, or recommendation to Quaker's Board of Directors with respect to, the plans, policies and programs related to the compensation of the Company's executive officers and, in their discretion, the engagement of an outside compensation consultant. The Committee works closely with members of management in fulfilling its duties. Management provides the necessary information and coordinates with the Committee's outside consultants, when appropriate, to ensure that the Committee is sufficiently informed when taking action or recommending action on compensation matters. As discussed below, benchmarking data is used prior to making any such decisions. The Committee's charter describes in full the Committee's authority, responsibilities and specific powers and can be accessed on the Company's website at <http://www.quakerchem.com>, under the heading Investors/Corporate Governance.

To the extent possible, the Committee strives to structure the compensation of our executives to ensure that the compensation paid to executive officers is deductible for Federal income tax purposes. The Committee may choose to provide compensation that is not deductible in order to retain or to secure the services of key executives when it determines that it is in Quaker's best interests to do so. Section 162(m) of the Internal Revenue Code, as amended (the Code), imposes a \$1,000,000 limit on the amount of compensation deductible by Quaker in regard to certain components of the compensation paid to certain of our executive officers. The compensation paid pursuant to our cash-based annual plan and the cash portion of our long-term incentive plan are generally designed to qualify as performance-based compensation for purposes of Section 162(m) and are not subject to limitation. Base salaries and the time-based restricted stock portion of our long-term incentive plan do not qualify as performance-based compensation under the requirements of Section 162(m). For fiscal 2013, compensation for Mr. Barry exceeded the Section 162(m) limitation due primarily to the vesting of time-based restricted stock awarded under our long-term incentive plan.

## **Benchmarking Data**

The Committee has the authority to engage independent advisors to assist it in carrying out its responsibilities. To assist Quaker in establishing a total direct compensation package comprising base salary, an annual cash incentive bonus and long-term incentives, the Committee engaged Connell & Partners, a division of Gallagher Benefit Services (Connell), a nationally recognized human resources consulting firm, as an independent consultant on compensation issues. For fiscal 2013, the Committee engaged Connell to conduct an executive compensation study and analysis and provide the Committee with benchmarking data and counsel on compensation issues. Connell provided no other services to the Company other than advising the Committee on executive compensation matters and advising the Governance Committee on board compensation matters as discussed below. Management had no role in selecting the Committee's compensation consultant. The Committee has assessed the independence of Connell pursuant to SEC rules and concluded that Connell's work for the Committee and the Governance Committee does not raise any conflict of interest. Accordingly, the Committee's retaining of Connell created no conflict of interest between Connell and the Company and/or the Committee.

Due to our size and diverse businesses, we have not identified one specific peer group that is appropriate to use in defining market total direct compensation for our executive officers. Therefore, our primary benchmarks for 2013 total direct compensation for our executive officers were derived from compensation information provided by Connell that is a blend of Peer Group (as defined below) compensation data and broader group data comprising a composite of credible, published executive compensation surveys. The Peer Group data reflects the Peer Group developed by Connell and approved by the Committee in the fall of 2012 and includes data for 14 publicly traded firms in the chemicals industry, similar in size (as measured by revenue and market capitalization) to Quaker. In 2012, two firms were added to the original 12 firm Peer Group used in prior years to make the Peer Group stronger and more robust and to better align Quaker with the Peer Group median from revenue and market capitalization perspectives. The Peer Group companies are: Aceto Corporation, American Vanguard Corporation, Buckeye Technologies Inc., Cabot Microelectronics Corporation, Calgon Carbon

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Corporation, Hawkins, Inc., Innophos Holdings, Inc., Innospec Inc., Landec Corporation, LSB Industries, Inc., OM Group, Inc., OMNOVA Solutions Inc., Rogers Corporation, and Spartech Corporation (collectively, the Peer Group ). Data for the international Managing Directors is from surveys for their respective geographies. Though the Committee closely analyzes the data provided by Connell, it exercised its discretion in the weight it assigned to this data.

Generally, prior to 2011 we aimed to set total direct compensation assuming target level performance for incentives at the 50<sup>th</sup> percentile against the comparables and at maximum level at the 75<sup>th</sup> percentile of the comparative group. Based on information from Connell, we modified our approach in 2011 and on a prospective basis. We now generally aim to benchmark total direct compensation solely to the market 50<sup>th</sup> percentiles. We believe the philosophy of targeting total direct compensation solely to the market 50<sup>th</sup> percentiles reduces the possibility of excessive risk taking on the part of executives in order to achieve performance targets at the maximum levels. This approach is the starting point of the analysis as other factors are taken into consideration, including experience, breadth of responsibilities, tenure in the position, whether the position held is for succession planning purposes, overall individual performance and internal equity. We do not assign a particular weight to any of these factors but exercise discretion in this regard.

In determining 2013 compensation for the Named Executive Officers, the Committee used the benchmarking data Connell had provided in late 2012 and various other factors, as described above. Messrs. Barry's and Nieman's targeted total direct compensation for 2013 was between the 25<sup>th</sup> and 50<sup>th</sup> percentiles of Connell's comparative data. Ms. Loebel's and Mr. Platzer's targeted total direct compensation for 2013 was at or near the 50<sup>th</sup> percentile of benchmark levels and Mr. Benoliel's targeted total direct compensation for 2013 was above the 75<sup>th</sup> percentile of benchmark levels when compared to other senior strategy planning executives. Mr. Benoliel's compensation reflects his added responsibilities for the tube and pipe and can businesses, global marketing activities, and his Corporate Secretary role. Total compensation earned in 2013 for each Named Executive Officer is reflected in the Summary Compensation Table below.

### **Allocating Between Current and Long-Term Compensation**

The Committee, in seeking to ensure the appropriate focus on performance and risk, has developed guidelines in consultation with Connell for executive officers for allocating the desired total direct compensation package among base salary, an annual cash incentive bonus and long-term incentives. As a general philosophy, these guidelines provide that the higher the position within management the more total compensation is incentive-pay dependent and the more the incentive pay is long-term oriented. This is done to better align senior level compensation with the long-term success of the Company. These guidelines are reviewed regularly to ensure their marketplace competitiveness.

In the case of Mr. Barry, the guidelines range for base salary from 27% to 41% of total compensation, for annual cash incentive bonus from 20% to 22% of total compensation, and for long-term incentives from 39% to 51% of total compensation. The applicable guidelines for our other executive officers range for base salary from 50% to 68% of total compensation, for annual cash incentive bonus from 15% to 21% of total compensation, and for long-term compensation from 15% to 30% of total compensation.

### **Base Salary**

Each year, the Committee reviews and discusses the base salaries of our executive officers. The Committee's final determination of salary increases depends on a number of factors, including market data reported by Connell, specific position responsibilities and scope, experience and tenure, current job performance, and Quaker's overall financial results. In the case of some of our foreign-based executive officers, salary increases may be a result of legal mandates of a particular country or region which influence the final determinations of the Committee even when similar increases were not granted to officers of comparable positions residing in the United States. Based on its analysis of the factors, in

2013 the Committee recommended,

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and the Board approved, salary increases for each of the Named Executive Officers. Mr. Barry's salary increase is described below under the heading Chief Executive Officer Compensation. The other Named Executive Officers' base salary increases and total base salary received for 2013 are described in the table below:

Named Executive Officer	Initial Base Salary Rate (\$)	New Base Salary Rate (\$)	Base Salary Received (\$)
Margaret M. Loebl	330,000	339,900 <sup>(2)</sup>	337,838
D. Jeffrey Benoliel	317,998	327,538 <sup>(2)</sup>	325,550
Jan F. Nieman <sup>(1)</sup>	271,003	318,108 <sup>(3)</sup>	303,089
Wilbert Platzer <sup>(1)</sup>	302,902	324,970 <sup>(4)</sup>	323,393

(1) Mr. Nieman's compensation was paid in Chinese Renminbi, E.U. Euros and U.S. Dollars and Mr. Platzer's compensation is paid in E.U. Euros. All foreign currency amounts reflected in this table were converted to U.S. Dollars at the spot rate in effect on December 31, 2013.

(2) Salary increases effective March 16, 2013.

(3) New base salary rate reflective of salary increase, effective March 1, 2013, and new salary figure for Mr. Nieman upon his assumption of the new role of Vice President and Global Leader Grease, Fluid Power and Mining, effective August 1, 2013.

(4) Salary increase effective March 1, 2013.

**Annual Cash Incentive Bonus**

The second component of the total direct compensation package is the annual cash incentive bonus, which is determined under the Global Annual Incentive Plan ( GAIP ). The GAIP is intended to provide associates of Quaker or a subsidiary of Quaker with an opportunity to receive incentive bonuses based on the achievement of pre-established goals. Bonuses under the GAIP may be paid in cash or in Quaker common stock, although we generally pay the GAIP bonus in cash, absent unusual circumstances.

The maximum bonus that an eligible associate may earn under the GAIP for a year is a percentage of the associate's base salary. Those percentages for performance during 2013 (resulting in the GAIP payment in early 2014) are shown in the chart below. The bonus earned is based on achievement of two types of objectives: corporate financial objectives and individual objectives. Corporate financial objectives are typically determined based on the budget for the coming year with the target bonus (48% of the maximum) set at or around budgeted consolidated net income. The actual bonus varies depending on the level of performance. The individual objectives are further divided into two types of goals: regional objectives for regional associates (Mr. Nieman and Mr. Platzer) and individual objectives for non-regional associates (Messrs. Barry, Benoliel and Ms. Loebl). Regional executive officers have the opportunity to earn up to a maximum of 15% (which represents 182% of target) of their base salary on achievement of their regional objectives as opposed to a maximum of 8.25% for individual objectives for non-regional associates (excluding the CEO and the CFO each of whom can earn a higher amount). The CEO can earn a maximum of 19.94% for individual objectives and the CFO can earn a maximum of 9.625% for individual objectives. The Committee determined that the higher potential individual objective percentages for the CEO and CFO are warranted due to their heightened responsibility and experience, in light of relevant market data.

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To achieve the maximum regional bonus, regional operating income must exceed budgeted levels and other regional financial and non-financial goals must be met. In addition, because the total amount of an individual's GAIP bonus can never exceed his or her overall maximum bonus opportunity, if the sum of the actual corporate bonus earned and the regional bonus earned exceeds the overall maximum opportunity, the regional bonus earned is reduced by the amount necessary to limit the sum of the two components to the individual's overall maximum opportunity. The rationale for providing this opportunity to



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regional executive officers is to reward them with up-side potential in years where there is strong performance in the applicable region but overall corporate performance is lower due to weakness in other regions or other factors negatively impacting the corporate component of the bonus. The specific corporate financial goals and individual goals, respectively, for performance during 2013 are discussed below under the headings Corporate Financial Goals and Individual Goals.

The following chart shows, as a percentage of base salary, the maximum potential bonus and the bonus amounts payable on target achievement and maximum achievement, allocated between corporate and individual objectives for 2013. The table also shows the percentage of base salary actually paid as a result of achievement during 2013.

Named Executive Officer	Maximum GAIP Bonus Opportunity (as a % of base salary)(1)	Corporate Financial Objectives (as a % of base salary)			Individual Objectives (as a % of base salary)			Total GAIP Bonus Earned and Paid (\$)
		Target	Maximum	Achieved(2)	Target	Maximum(1)	Achieved(3)	
Michael F. Barry	145 <sup>(4)</sup>	59.81	125.06	90.26	19.94	N/A	19.94	743,850
Margaret M. Loebel	70 <sup>(4)</sup>	28.875	60.4	43.59	9.625	N/A	9.625	180,827
D. Jeffrey Benoliel	60	24.75	51.75	37.35	8.25	N/A	8.25	149,357
Jan F. Nieman	60	24.75	51.75	37.35	8.25	15	10.32 <sup>(5)</sup>	151,640
Wilbert Platzer	60	24.75	51.75	37.35	8.25	15	12.29 <sup>(5)</sup>	161,323

- (1) The maximum bonus payable on account of achieving corporate financial objectives and individual objectives will not exceed the overall maximum GAIP bonus opportunity. If the sum of an individual's actual corporate bonus earned and individual or regional bonus earned exceeds his or her maximum GAIP bonus opportunity, the individual or regional bonus earned is reduced by the amount necessary to limit the sum of the two components to the individual's maximum GAIP bonus opportunity.
- (2) All participants earned an award between the target and maximum levels for the corporate component of the GAIP bonus, receiving an award equal to 72% of the maximum amount for the corporate component of such bonus. See Corporate Financial Goals below for further details.
- (3) The Company determined that Messrs. Barry and Benoliel and Ms. Loebel each achieved their individual (personal) goals and, therefore, awarded them 100% of the target portion of the GAIP bonus attributable to individual goals. (For non-regional associates, no more than target may be achieved for individual goals.)
- (4) In 2013, Mr. Barry's maximum annual incentive award opportunity was 145% of his base salary. The applicable maximum annual incentive award opportunity for Ms. Loebel was 70% of her base salary and for our other executive officers was 60% of base salary per their employment agreements. The Committee determined that the CEO and CFO be provided with a higher GAIP maximum bonus opportunity based on benchmarking of market data to similar CEO and CFO positions.
- (5) The performance of Mr. Nieman for his individual (regional) goals was at a level equal to 143% of the target regional opportunity he could have earned pro-rated for the first seven months of 2013 while he was the Managing Director of the Asia/Pacific Region as

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explained in detail below. The performance of Mr. Nieman for his individual (personal) goals upon his move to the corporate headquarters and assumption of the role of Vice President and Global Leader Grease, Fluid Power and Mining, effective August 1, 2013, was equal to 100% of the maximum individual (personal) opportunity he could have earned, pro-rated for the last five months of 2013.

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The performance of Mr. Platzer for his individual regional goals was at a level equal to 149% of the target regional opportunity he could have earned as explained in detail below.

### ***Corporate Financial Goals***

The corporate financial goals for the 2013 GAIP bonuses were based on the Company's consolidated net income and were set at \$44.9 million of net income at threshold (the level at which the bonus pool began to accumulate), \$49.9 million of net income at target, and \$54.9 million of net income at maximum. The Committee selected these net income levels, which were approved by the Board, because of their correlation to the 2013 budgeted adjusted net income of \$49.9 million, the level of improvement over 2012 adjusted net income of \$45.9 million, and the difficulty of achieving these targets in a very challenging business and global economic environment.

When the Committee set the 2013 GAIP targets, it also approved certain significant non-budgeted business circumstances for which adjustment could be made by the Committee to the reported net income for purposes of calculating the award. They included site consolidation expenditures for consolidating U.S. manufacturing locations beyond budgeted amounts; customer bankruptcies or plant shutdowns; change in accounting principles, unusual factors driving an increased tax rate; non-recurring adjustments to income such as asset write-downs or write-offs, restructuring and related charges and first-year acquisition costs/losses; adverse legal judgments, settlements, litigation expenses, and legal (including VAT assessments) and environmental reserves; expenditures for discretionary Board initiated or approved corporate actions, plans or major initiatives, including individual personnel actions; and changes in exchange rates. To be significant an individual effect must have a pre-tax impact of at least \$200,000, or the pre-tax equivalent for tax adjustments. No adjustment to earnings is applied unless the aggregate total of all effects is at least \$1 million on a pre-tax basis.

In 2013, reported net income was \$56.3 million, approximating the GAIP maximum goal. Under such net income level, a corporate award at the maximum amount would have been earned. However, the Committee considered five non-budgeted items and adjusted the actual payout percentage. The Committee used its discretion to adjust the net income amount substantially downward to exclude the equity income from a captive insurance company and for an adjustment related to an earnout paid to the sellers in a previous acquisition. The Committee also adjusted the net income upward to adjust for charges taken related to certain tax matters and for the streamlining of certain operations, as well as adjusting for the writedown of certain assets related to the devaluation of the Venezuelan Bolivar. Accordingly, taking into account the five adjustments made by the Committee, all participants earned an award between the target and maximum levels equal to 72% of the maximum potential for the corporate component of the GAIP bonus.

### ***Individual Goals***

When setting the individual goals under the GAIP, the Committee receives specific input from the CEO and reviews the approved operating plan for the upcoming fiscal year. The CEO also recommends the goals for the other Named Executive Officers and works with the Committee to determine his own individual goals. The Committee works closely with the CEO to review and analyze the selected performance metrics and the probabilities and risks of achieving these metrics. Ultimately, the Committee approves the individual goals for the CEO and the other Named Executive Officers. For 2013, the Committee determined that these goals were difficult for the Named Executive Officers to achieve but achievable with substantial effort by them.

In 2013, Mr. Barry's individual goals included, among other things, achieving the 2013 financial plan (with focus areas including sales, cash flow generation, and EBITDA (which we defined as earnings before interest, taxes, depreciation and amortization) per the approved budget); executing the Company's strategic plan for each business segment; increasing organizational strength; making successful acquisitions, if

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appropriate; completing major Company programs (including the Company's safety and sustainability initiatives and an update to the Company's global strategic plan); and providing appropriate governance and risk management for

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the Company (including having no material weaknesses or restatements to earnings in 2013). Because the Committee determined that Mr. Barry had met his established individual GAIP goals, he was awarded 100% of his individual objectives portion of the GAIP bonus. The majority of Mr. Barry's goals were qualitative in nature and thus no quantitative measures were used in the evaluation of his performance of these goals. However, one of Mr. Barry's goals did have three quantitative components. The 2013 financial plan included focus areas of sales, cash flow generation and EBITDA. Despite the challenging global economic environment, particularly in our Europe, Middle East and Africa ( EMEA ) and South America regions, net sales, net operating cash flow generation and EBITDA results were all records for the Company and surpassed the results from 2012. Net sales increased by 3% year over year, net operating cash flow generation increased by almost \$11 million (a 17% increase year over year), and EBITDA was up 16% for the same period.

The individual goals of the other executive officers were a mix of limited quantitative performance objectives (for the regional associates) and managerial goals, such as achieving regional business and operating budgets; achieving working capital and capital expenditure targets; achieving certain contribution margin levels; updating the Company strategic plan for his or her area of responsibility; implementing certain safety programs to strengthen the safety culture; supporting the implementation of the Company's sustainability program; improving our business strategy and product development process for certain business segments; ensuring timely and accurate SEC reporting and achieving Sarbanes-Oxley Act ( SOX ) compliance; and completing the new syndicated multicurrency credit facility with the Company's banking partners. The corporate Named Executive Officers (Mr. Benoliel and Ms. Loebel) achieved 100% of their maximum opportunity on their individual components of the annual bonus as they achieved their individual goals as outlined below. Mr. Nieman, one of the two regional Named Executive Officers, achieved over 100% of his maximum opportunity on his regional component of the annual bonus as he achieved all of his regional goals, pro-rated for the first seven months of 2013 that he was the regional Managing Director of the Asia/Pacific region as explained below. Mr. Nieman's region was above the target goal for regional profitability (which goal was weighted higher than the other goals in determining the percentage regional opportunity obtained), and he also met all of his other regional goals to earn 143% of his regional bonus opportunity, pro-rated based on Mr. Nieman being the Managing Director of his region through the end of July 2013. Upon Mr. Nieman's assumption of the new role of Vice President and Global Leader Grease, Fluid Power and Mining, effective August 1, 2013, he received certain individual (personal) goals. The Company determined that he achieved his individual (personal) goals and, therefore, 100% of the target portion of the bonus attributable to his individual goals, which was pro-rated for the last five months of 2013 as described above. Mr. Platzer, the other regional Named Executive Officer, achieved over 100% of his maximum opportunity on his regional component of the annual bonus as he achieved many, but not all, of his regional goals. Mr. Platzer's region was above the target goal on regional profitability (which goal was weighted higher than the other goals in determining the percentage regional opportunity obtained), and he met many, but not all of the other regional goals to earn 149% of his regional bonus opportunity.

For 2013, the Named Executive Officers (other than Mr. Barry) had the following individual or regional goals:

Ms. Loebel had thirteen qualitative individual goals: (i) leading the Company's enterprise risk management update project; (ii) ensuring no significant deficiencies or material weaknesses as part of the Company's internal controls testing; (iii) evaluating potential shared services arrangements among the Company's business segments; (iv) evaluating potential Company-wide cost management initiatives; (v) developing certain tax planning strategies; (vi) commencing the global cash management project; (vii) completing the new syndicated multicurrency credit facility with the Company's banking partners; (viii) leading the Company's economic value added performance analysis; (ix) coordinating the implementation of ERP system rollouts at certain subsidiary locations; (x) continuing to ensure an appropriate internal control environment; (xi) supporting the Company's diversity initiatives; (xii) updating the Company's global strategic plan along with other senior executives; and (xiii) adding an additional external analyst to report on the Company.

Mr. Benoliel had thirteen qualitative individual goals that focused on business strategy and planning, product research and development and technology processes across the organization and for certain

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specific business segments, including metalworking, die casting, tube and pipe, and the can business. Additional goals included successfully launching certain internal and external marketing programs, as well as managing certain Board matters in his additional role of Corporate Secretary.

Mr. Nieman had five regional and corporate goals as part of the two positions he held with the Company in 2013: (i) achieving the 2013 profit before tax and cash flow budgets; (ii) achieving the working capital and capital expenditure budgets for the region he supervised; (iii) ensuring a smooth transition for the new managing director for the Asia/Pacific region and ensuring a smooth transition into his new global strategy role of Vice President and Global Leader Grease, Fluid Power and Mining; (iv) updating the Company's strategic plan with other senior executives; and (v) evaluating the businesses that are under his domain as a global business leader, including our grease, fluid power and mining business. Mr. Nieman achieved 143% of his regional bonus opportunity (pro-rated as described above) as his region was above the target goal for regional profitability (which goal was weighted higher than the other goals in determining the percentage regional opportunity obtained), and he also met all of his other regional goals, pro-rated per the above discussion. The Company also determined that he achieved his individual (personal) goals and, therefore, 100% of the target portion of the bonus attributable to his individual goals, also pro-rated per the above discussion.

Mr. Platzer had five regional goals: (i) achieving the 2013 profit before tax and cash flow budgets for the region he supervised; (ii) achieving the budgeted contribution margin percentages for the region he supervised; (iii) achieving the working capital and capital expenditure budgets for the region he supervised; (iv) implementing certain safety programs to strengthen the safety culture in the region he supervised; and (v) ensuring SOX compliance (with no material weaknesses or significant deficiencies). Mr. Platzer achieved 149% of his regional bonus opportunity as his region was above the target goal on profitability (which goal was weighted higher than the other goals in determining the percentage regional opportunity obtained), and he met many, but not all, of his various other regional goals.

**Long-Term Incentives**

Under the Company's Long-Term Performance Incentive Plan ( LTIP ), stock options, restricted stock, long-term cash payments and other types of awards can be made to participants. This plan is intended to assist us in attracting, retaining and motivating employees, non-employee directors and consultants through the use of compensation that rewards long-term performance. The use of stock-based compensation in our long-term incentive plan balances the cash-based annual incentive bonus and cash portion of our long-term performance plan. The Committee believes that stock ownership by management and equity-based performance compensation arrangements are useful tools to align the interests of management with those of Quaker's shareholders. Under the LTIP, a three-year performance period is used. Generally, employees selected as award recipients hold key positions impacting the long-term success of Quaker and its subsidiaries. These awards are based on overlapping three-year performance periods, so a new program starts each year and a payment is made each year, if earned.

Under the Company's LTIP, in 2011, Mr. Barry and the other Named Executive Officers (other than Ms. Loebl who was hired in June 2012) were awarded options, time-based restricted stock, and a target cash award for the 2011-2013 performance period. Payment of the cash award was dependent upon achieving a pre-determined targeted performance over the three-year period based on the Company's relative total shareholder return ( TSR ) as compared to the TSR of the S&P SmallCap 600 (Materials Group). The threshold for the TSR target was relative performance at the 30<sup>th</sup> percentile of the comparison group, target was at the 50<sup>th</sup> percentile, and maximum was at the 85<sup>th</sup> percentile. For this period, Quaker's TSR equated to a ranking in the 78<sup>th</sup> percentile of the comparison group warranting a payout of 91.5% of maximum. For these purposes, TSR is calculated by using the one-month average stock price at the end of the performance period, divided by the one-month average stock price at the beginning of the performance period, plus any dividends paid over that period.

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The Committee reviewed current trends in long-term compensation practices with Connell. The most recent review confirmed that Quaker's practices were generally consistent with those of other public companies and are as follows:

Provide for three types of awards (cash, restricted stock and options) to senior executives including each of the Named Executive Officers but limit awards for lower level executives to cash and restricted stock.

The cash portion of the Company's LTIP will be performance-based. The performance criteria for the cash payment is a single metric, relative total shareholder return over the applicable period as compared to the S&P SmallCap 600 (Materials Group). By tying the cash award to shareholder value, it allows a market metric to be used as a performance measure without accounting complications.

Restricted stock will be time-based and would vest at the end of three years assuming continued employment of the grantee. These restricted shares would be eligible for dividends payable at the time dividends are paid generally.

Options will vest in three equal installments over a three-year period commencing with the anniversary of the date of grant.

The relative value of each of the three categories of awards is roughly equal at the time of grant assuming target performance for the cash portion. The starting point for determining the Named Executive Officers' LTIP award is to first determine the percentage of base pay for each position at the 50<sup>th</sup> percentile of market comparables. Similar to the other components of total direct compensation, other factors in determining the actual percentage of base salary are taken into consideration such as experience, breadth of responsibilities, tenure in the position, whether the position held is for succession planning purposes, overall individual performance and internal equity. Based on recommendations from the Committee's outside compensation consultants as to typical plan design, the Committee decided to divide the total LTIP award into three components, allocated equally (based on fair value) to stock options, restricted stock and a target cash award.

In the first quarter of 2013, the Committee selected participants for the 2013-2015 performance period, including all of the Named Executive Officers. The specific amount of each award was determined based on market data provided by Connell, as well as the relative position and role of each executive officer within the Quaker organizational structure, influence on long-term results, past practice, performance factors independent of the terms and amounts of awards previously granted, and policy targets for the mix of compensation between base salary, annual and long-term incentives. The Committee determined that the use of the percentage of base salary has at times caused internal inequity issues. To mitigate this dynamic, the Committee decided to use market data related to a percentage of base salary with application of an absolute value in making awards determination for similarly valued positions of Vice President, Chief Financial Officer and Treasurer; Vice President and Managing Director EMEA; Vice President and Managing Director Asia/Pacific (now in the position of Vice President and Global Leader Grease, Fluid Power and Mining); and Vice President Global Metalworking and Fluid Power and Corporate Secretary (now in the position of Vice President and Global Leader Metalworking, Can and Corporate Secretary). The Committee agreed with the proposed recommendations for total LTIP valuation of each executive. The target award for Mr. Barry was 127% of base salary while for the other Named Executive Officers the range was 42% to 52% of base salary. The comparative data indicated that the CEO's LTIP target awards percentage should be higher than the other Named Executive Officers because his leadership role in the global organization and level of responsibility and experience warrants the greater percentage opportunity.

For the 2013-2015 performance period, Mr. Barry received a long-term incentive grant of a target cash award opportunity of \$285,000, 4,891 shares of restricted stock and 13,081 options. The other Named Executive Officers each received a target cash award opportunity of \$46,419, 796 shares of restricted stock and 2,130 options. In addition, in recognition of his service as Managing Director Asia/Pacific, the Committee awarded Mr. Nieman 4,000 shares of restricted stock under the LTIP.

The exercise price of options awarded under the LTIP is not less than 100% of the fair market value of a share of Quaker common stock on the date the option was granted, which is defined as the last sale price for a

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share of common stock as quoted on the NYSE for that date or, if not reported on the NYSE for that date, as quoted on the principal exchange on which the common stock is listed or traded, and if no such sales are made on that date, then on the next preceding date on which there are such sales.

**Comparative Stock Price Performance Graph**

The following graph compares the cumulative total return (assuming reinvestment of dividends) from December 31, 2008 to December 31, 2013 for (i) Quaker's common stock, (ii) the S&P SmallCap 600 Index (the SmallCap Index), and (iii) the S&P 600 Materials Group Index (the Materials Group Index). The graph assumes the investment of \$100 on December 31, 2008 in each of Quaker's common stock, the stocks comprising the SmallCap Index, and the stocks comprising the Materials Group Index.

	12/31/2008	12/31/2009	12/31/2010	12/31/2011	12/31/2012	12/31/2013
<b>Quaker Chemical Corporation</b>	<b>\$ 100</b>	<b>\$ 133.66</b>	<b>\$ 279.02</b>	<b>\$ 266.75</b>	<b>\$ 377.28</b>	<b>\$ 548.20</b>
<b>S&amp;P SmallCap 600 Index</b>	<b>100</b>	<b>125.57</b>	<b>158.60</b>	<b>160.22</b>	<b>186.37</b>	<b>263.37</b>
<b>S&amp;P 600 Materials Group Index</b>	<b>100</b>	<b>148.18</b>	<b>175.26</b>	<b>160.77</b>	<b>201.45</b>	<b>273.56</b>

**Chief Executive Officer Compensation**

The Committee generally uses the same factors in determining the compensation of the CEO as it does for the other executive officers. The Committee considers CEO compensation in the Peer Group and the benchmarking data provided by Connell as a starting point for determining competitive compensation. The Committee then, in consultation with the CEO, develops Company performance objectives for the CEO and periodically assesses the performance of the CEO. The Committee also evaluates how much the CEO should be compensated in relation to the other Company executives, but the Committee has not adopted any formula limiting the level of CEO compensation as compared to other executives. Based on Mr. Barry's level of responsibility, experience, market data and the Company's performance, the Committee determined that



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Mr. Barry's pay was in an appropriate range in absolute terms and as compared to the other executive officers. Mr. Barry's base salary at the start of 2013 was \$625,000 and, based on Mr. Barry's level of responsibility, experience, market data and the Company's performance, he received a raise, effective March 16, 2013, to \$675,000. Accordingly, the total base salary Mr. Barry received for 2013 was \$664,583. Additionally, given Mr. Barry's five plus years' tenure as CEO and in recognition of the record Company results in 2013, the consistently large increase in shareholder value created over the past few years, including the 45% shareholder return in 2013, he received a raise, effective on March 14, 2014, to \$710,000. The Committee determined this increase to be appropriate given that it and the awards discussed in the next paragraph move Mr. Barry's total direct compensation to the 50<sup>th</sup> percentile of market data (consistent with the Company's general benchmarking philosophy). For more information on the terms of Mr. Barry's employment and compensation, please refer to the section below titled "Mr. Barry's Employment Agreement."

In 2013, Mr. Barry's total bonus potential under the GAIP was at 80% of his base salary at target and 145% of his base salary at maximum if all goals were met. For 2014, Mr. Barry's total bonus potential under the GAIP will be 90% of his base salary at target and 164% of his base salary at maximum if all goals are met. For the 2013-2015 performance period, Mr. Barry received a long-term incentive grant of a target award opportunity of \$855,000 which equates to 127% of his base salary. For the 2014-2016 performance period, Mr. Barry received a long-term incentive grant of a target award opportunity of \$1,171,500 which equates to 165% of his new base salary of \$710,000. The Committee determined that these increases in Mr. Barry's incentive compensation were warranted due to his heightened responsibility, experience, and tenure in the position, and also due to the Company's continued strong financial and overall performance, and the consistently large increase in shareholder value over the past few years. The Committee determined these increases to be particularly appropriate because they move Mr. Barry's total direct compensation to the 50<sup>th</sup> percentile of market data (consistent with the Company's general benchmarking philosophy).

## **Stock Ownership Policy**

To align the interests of executive officers with the interests of our shareholders, each of the Named Executive Officers must maintain a minimum ownership in Quaker stock. For the CEO, the minimum is five times his base salary and for our other Named Executive Officers the minimum is one and one-half times the executive's base salary. The ownership levels must be attained by the end of five years after the later of the appointment of the person as an executive officer (including the Named Executive Officers) or the date the policy was modified. All of the Named Executive Officers were in compliance with the ownership policy when last tested in May 2013.

## **Retirement Benefits**

### ***U.S. Qualified Defined Benefit Plan***

Before 2006, nearly all of Quaker's U.S. employees were covered by a non-contributory qualified defined benefit retirement plan. The plan, when originally adopted, had a traditional final pay formula for calculating a participant's benefit which had been modified over the years. In 2001, a new formula was adopted. It is an accrual-based formula providing for annual credits of 3% to 7% of an employee's salary depending on age and service, with interest on the balance accruing based on the average rate of interest on 30-year treasury bonds (or 3.79%, if more). Participants who have reached the age of 60 and have at least 10 years of service are eligible for early retirement. The pension benefit is now calculated based on the benefit accrued under the old formula as of December 31, 2000, and then under the new formula commencing January 1, 2001. As of December 31, 2013, the pension plan benefits were frozen for all participants, including all U.S. based executive officers, resulting in no further increase in pension benefits for compensation or service after such date.

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### ***Foreign Plans***

Messrs. Nieman's and Platzler's retirement benefits are provided under a defined benefit pension plan maintained by the Company's Netherlands operating subsidiary. Effective August 1, 2013, Mr. Nieman's employment with such subsidiary ended and he became employed directly by the Company and will no longer be accruing further additional benefits in this plan.

The salary ceiling for the calculation of Messrs. Nieman's and Platzler's retirement benefits remains at E.U. Euros 250,000. Since 2004, the Netherlands plan has had a career average pay formula that provides for a target retirement benefit of 80% of career average salary assuming employment of 40 years. In 2004, the formula was modified freezing salary levels at then current levels for pension purposes, with annual increases according to increases in the wage index. To the extent the increase in inflation exceeds 3%, half of the excess will be added to the assumed rate of annual increases with a maximum of 4%. Prior to 2004, the plan was a final salary plan and provided 70% of final salary assuming employment of 40 years. For pension purposes, pensionable salary is defined as 14.02 times monthly salary. Pension liabilities under this plan are funded through an insurance policy.

### ***Nonqualified Supplemental Retirement Income Program***

We also provide supplemental retirement income to certain of our U.S. based executive officers. Executive officers are designated by the Committee to participate in the Supplemental Retirement Income Program (SRIP).

At this time, Messrs. Barry and Benoliel are the only active executive officers participating in the SRIP. It provides an annual benefit of 50% of the participant's pre-tax average annual compensation, reduced by three offsets and further reduced if the participant completes fewer than 30 years of service. This benefit is generally payable over the participant's lifetime, starting within seven months after the participant's retirement (on account of disability or after attaining age 62), or starting after the participant's 65 birthday (if the participant's employment terminates after five years of participation but before retirement). Other benefit forms are 36 monthly installments (if payments start after the participant attains age 65) or monthly payments over the lifetime of the participant with a lump sum payable to his surviving beneficiary. However, benefits are payable in a lump sum if the present value of the participant's benefit does not exceed a Code limit (\$17,000 for distributions in 2013) or if the participant dies or a change in control occurs.

Average annual compensation is defined for this program as the average of the participant's annual base compensation and annual bonuses paid in the three calendar years (of the last ten) in which such amounts were the highest. The offsets are the participant's annual Social Security benefit (based on certain assumptions), the annual benefit payable to the participant over his lifetime under the qualified defined benefit retirement plan discussed above, and the aggregate amount of the qualified non-elective contributions made on the participant's behalf under the Quaker Chemical Corporation Retirement Savings Plan (plus assumed earnings) expressed as an annual benefit payable over the participant's lifetime. The service reduction is equal to 3.333% for each year (or partial year) of service fewer than 30 completed by the participant.

For the two remaining active participants in SRIP, their accrued benefit is the greatest of:

1. if employed by the Company at age 55, the benefit payable under the formula set forth in the SRIP as in effect prior to January 1, 2005, based on the participant's salary plus bonus and years of employment when he attains age 55; or

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2. the sum of the benefit the participant would have accrued as of December 31, 2006, under the formula set forth in the SRIP as in effect prior to January 1, 2005, based on the participant's salary plus bonus and years of employment at December 31, 2006, plus the benefit the participant accrues under the new formula, described above, but disregarding service completed before 2007; or
3. the amount determined under the new formula described above.

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For Messrs. Barry and Benoiel the decrease in the present value of the retirement benefits realized in 2013 over the value realized in 2012, as reflected in the Summary Compensation Table on page 38 of this proxy statement, was primarily due to an increase in the discount rate and an update to the mortality assumption used to determine the values of the pension benefits.

Mr. Barry is entitled to receive additional service and age credit (18 months, in the case of termination other than on account of death, disability or by us for cause or a covered termination, as the latter term is defined in his Change in Control Agreement and 24 months in the event of a covered termination, as such term is defined in his Change in Control Agreement) for all purposes under the SRIP, including for purposes of determining Mr. Barry's eligibility for the age 55 formula described in 1, above.

## **Severance and Change in Control Benefits**

The Committee believes that appropriate severance and change in control benefits are an important part of the total compensation benefits package because they enhance our ability to compete for talent and foster stability in our management. Quaker has entered into employment agreements with each of our Named Executive Officers, pursuant to which severance benefits are payable to each of them, respectively, and has also entered into change in control agreements with each of them, including each of the Named Executive Officers, pursuant to which the executive officers will receive certain benefits if they are terminated within a specified period following (or with respect to Messrs. Nieman and Platzer, a specified period before) a change in control of Quaker. In determining amounts payable, the Committee seeks to provide severance benefits sufficient to allow our executives time to find a comparable position elsewhere and change in control benefits sufficient to induce our executives to support a change in control transaction fully and remain with us despite any risk of termination after the transaction.

## **Mr. Barry's Employment Agreement**

Mr. Barry is employed pursuant to an employment agreement that automatically renews for one-year terms unless either Quaker or Mr. Barry gives 90 days prior notice of non-renewal. In accordance with the terms of the employment agreement, the Committee reviews and adjusts Mr. Barry's annual base salary each year. The total base salary Mr. Barry received for 2013 was \$664,583. Mr. Barry is eligible to participate in our GAIP and LTIP, as well as certain other benefit programs as discussed earlier in this proxy statement.

Mr. Barry's employment agreement provides that upon the termination of his employment for any reason, except for death or disability, or by us for cause, or a covered termination, as this latter term is defined in his Change in Control Agreement, Quaker will pay him 18 monthly severance payments that, in the aggregate, are equal to 150% of his base salary at the time of termination plus bonus equal to the average annual bonus earned under Quaker's annual incentive compensation in the applicable three-year period, excluding from the average any year in which no amounts were paid. In general, this three-year period would be expected to be the year of termination and the two preceding years (if Mr. Barry received a bonus in the year of his termination), or otherwise, the three calendar years prior to his termination of employment.

In addition to the payments described above, Mr. Barry is entitled to 18 months of medical and dental coverage at a level equal to the coverage provided before his date of termination of employment and the severance allowance will be taken into account in determining his retirement benefit under the SRIP. In addition, an additional 18 months of service and age will be credited in determining this retirement benefit. See the discussion under the caption Potential Payments Upon Termination or Change in Control on page 44 of this proxy statement.

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Cause is defined under Mr. Barry's employment agreement as either willful and material breach of the terms of his employment agreement (after having received notice thereof and a reasonable opportunity to cure or correct) or dishonesty, fraud, willful malfeasance, gross negligence or other gross misconduct, in each case

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relating to the performance of Mr. Barry's duties to Quaker that is materially injurious to the Company, or a conviction of or guilty plea to a felony. A covered termination is termination of Mr. Barry's employment within two years following a change in control by the Company without cause or by Mr. Barry for good reason (as defined in the change of control agreement between the Company and Mr. Barry).

In the case of termination of employment because of disability, Mr. Barry will be entitled to 50% of applicable pay during the period that benefits are payable under our long-term disability plan. In the case of termination of employment because of death, Mr. Barry's beneficiary would receive in a lump sum the higher of two times his annual base salary for the year in which his death occurred or the death benefit (as a multiple of base salary) to which any other executive officer would be entitled. The Company currently has a program in which all Named Executive Officers participate entitling each to a death benefit equal to 100% of base salary in the year of death and 50% of base salary in each of the four years thereafter. Mr. Barry would be entitled to this death benefit as it provides a greater benefit than that provided under his employment agreement. See the discussion under the caption Potential Payments Upon Termination or Change in Control on page 44 of this proxy statement.

In the case of a termination (other than for death, disability, by us for cause, or by Mr. Barry other than for good reason) within two years following a change in control, Mr. Barry would be entitled to payment equal to two times the sum of his highest annualized base salary during his employment plus an amount equal to the greater of (i) the average of the annual amounts paid to him under all bonus and annual incentive plans during the applicable three calendar-year period described in Mr. Barry's change in control agreement, excluding from the average any year in which no amounts were paid, or (ii) the target bonus which would have otherwise been payable to Mr. Barry for the calendar year in which the change in control transaction occurred. In general, this three-year period would be expected to be the year of termination and the prior two years (if Mr. Barry received a bonus in the year of his termination) or, otherwise, the three calendar years prior to his termination of employment. In addition, Mr. Barry would be entitled to receive (i) his earned but unpaid base salary through the date of termination at the current rate, or if higher, at the rate in effect at any time during the 90-day period preceding the change in control; (ii) any unpaid bonus or annual incentive payable to him in respect of the calendar year ending prior to termination; (iii) the pro rata portion of any and all unpaid bonuses and annual incentive awards for the calendar year in which the termination occurs which would have been payable had the target level of performance been achieved for the calendar year; and (iv) the pro rata portion of any and all awards under the LTIP for the performance period(s) in which the termination occurs, which would have been payable had the target level of performance been achieved for the performance period. In addition, Mr. Barry's severance allowance will be taken into account in determining his retirement benefit under the SRIP and an additional 24 months of service and age will be credited in determining this retirement benefit. Mr. Barry is also entitled to one-year outplacement services and participation in our medical, dental and life insurance programs as if still employed for a period of two years. The Committee believes that providing benefits for Mr. Barry's termination within two years following a change in control is fair because he has the broadest responsibility and accountability in ensuring the success of our business and would be crucial to retain in any change in control. This is consistent with our philosophy of tying compensation to level of responsibility and influence over the Company's results and performance. See the discussion under the caption Potential Payments Upon Termination or Change in Control on page 44 of this proxy statement.

Mr. Barry's employment agreement contains a confidentiality and an 18-month non-competition provision, in the event of termination for any reason. In addition, Mr. Barry's change in control agreement contains a confidentiality and a 24-month non-competition provision, in the event of termination for any reason. If a court were to determine that he breached these provisions, the Company's obligations to make payments under the agreements would terminate.

### **Other Named Executive Officers**

Messrs. Benoiel, Nieman, Platzer and Ms. Loebel are each entitled to severance under their respective employment agreements if the Company terminates their employment (other than in the case of termination for



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cause (for those agreements where cause is defined), disability, death or retirement) equal to 12 months base salary at their then current rate of salary. In addition, Mr. Platzer is entitled to severance prescribed by law in foreign jurisdictions which, if greater, would be in lieu of any severance due under any agreements with Quaker. Cause is defined in Mr. Platzer's employment agreement as: (i) willful and continued failure (following written notice) of the executive to perform his duties under the employment agreement; or (ii) the willful engaging by the executive in a continued course of misconduct which is materially injurious to Quaker, monetarily or otherwise. In the case of Messrs. Benoliel, Nieman and Ms. Loebel, cause is defined as: (i) willful and material breach of their memorandum of employment; (ii) dishonesty, fraud, willful malfeasance, gross negligence or other gross misconduct, in each case relating to the performance of duties which is materially injurious to Quaker; or (iii) conviction of or plea of guilty or nolo contendere to a felony. Messrs. Benoliel, Nieman, Platzer and Ms. Loebel are also entitled to reasonable outplacement assistance under their respective employment agreements. Messrs. Benoliel, Nieman and Platzer and Ms. Loebel's severance payments are contingent upon signing a form of release satisfactory to Quaker. None of the Named Executive Officers are entitled to severance under their employment agreements if they terminate their employment voluntarily, even if for good reason. Under their respective employment agreements, Messrs. Benoliel, Nieman and Ms. Loebel would receive any severance payments in semi-monthly installments and Mr. Platzer would receive any severance payments in a lump sum.

Quaker has entered into change in control agreements with each of its Named Executive Officers. Under these agreements (Mr. Barry is described above), the officers other than Mr. Barry are entitled, if terminated (other than for disability, death, by us for cause, or by the executive officer other than for good reason) within two years following (or within six months before, with respect to Messrs. Nieman and Platzer) a change in control, to severance in an amount equal to 1.5 times the sum of highest annualized base salary plus an amount equal to the average of the total annual amounts paid to the executive under all applicable annual incentive compensation plans during the applicable three calendar-year period described in the change in control agreements, excluding from the average any year in which no amounts were paid. In general, this three-year period would be expected to be the year of termination and the prior two years (for Mr. Benoliel and Ms. Loebel, if the executive received a bonus in the year of the executive's termination of employment) or, otherwise, the three calendar years prior to the year of his or her termination of employment. See the discussion under the caption Potential Payments Upon Termination or Change in Control on page 44 of this proxy statement. In addition, these executive officers are entitled to receive (i) earned but unpaid base salary through the termination at the rate in effect on the date of termination or, if higher, at the rate in effect at any time during the 90-day period preceding the change in control; (ii) any unpaid bonus or annual incentive payable to the executive in respect of the calendar year ending prior to the termination; (iii) the pro rata portion of any and all unpaid bonuses and annual incentive awards for the calendar year in which the termination occurs based on target performance for Messrs. Benoliel, Nieman and Platzer and for Ms. Loebel; and (iv) the pro rata portion of any and all awards under the Company's LTIP for the performance period(s) in which the termination occurs, which would have been payable had the target level performance been achieved for the performance period.

In addition to the amounts described above, our other Named Executive Officers are also entitled to one-year outplacement services and participation in our medical, dental and life insurance programs as if still employed for a period of 18 months. Mr. Platzer is also entitled to receive additional payments as prescribed by the law in the foreign jurisdiction in which he is located. These benefits will be paid or provided only if the executive officer signs a general release of claims unless prohibited by local law. In addition, the benefits and payments will be discontinued if the executive officer violates the confidentiality provisions of his or her respective change in control agreement (at any time) or the non-compete provisions of the change in control agreement (during employment or the one-year period thereafter).

In the change in control agreements cause is defined as: (i) the willful and material breach of the employment agreement between the executive and Quaker (after having received notice and the reasonable opportunity to correct); (ii) dishonesty, fraud, willful malfeasance, gross negligence or other gross misconduct, in each case relating to the performance of the executive's employment with Quaker which is materially injurious to Quaker; or (iii) conviction of or plea of guilty to a felony. Good reason includes, other than by reason of



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executive's death or disability: (i) any reduction in the executive's base salary from that provided immediately before the covered termination or, if higher, immediately before a change in control; (ii) any reduction in the executive's bonus opportunity (including cash or noncash incentives) or increase in the goals or standards required to accrue that opportunity, as compared to the opportunity and goals or standards in effect immediately before the change in control; (iii) a material adverse change in the nature or scope of the executive's authorities, powers, functions or duties from those in effect immediately before the change in control; (iv) a reduction in the executive's benefits from those provided immediately before the change in control, disregarding any reduction under a plan or program covering employees generally that applies to all employees covered by the plan or program; or (v) the executive being required to accept a primary employment location which is more than 25 miles from the location at which he was primarily employed during the 90-day period prior to a change in control.

## **Other Benefits on Termination**

In addition to the payments and benefits discussed above, the executive officers are entitled to the payments and benefits that are available to all employees on termination of employment, including vested benefits under the Company's qualified defined benefit retirement plan and 401(k) plan, short-term and long-term disability benefits (in the event of disability), and life insurance benefits (in the case of death).

## **Perquisites and Other Benefits**

As a general matter, the Company does not provide perquisites to its executive officers, other than an allowance for financial planning services. In Asia and Europe, consistent with regional compensation practices, cars are provided to mid and upper level managers, including Messrs. Nieman and Platzer. Additionally, Mr. Nieman received certain expatriate, relocation and transition benefits while he worked for the Company in China up through July 31, 2013 and he received certain relocation benefits and the reimbursement of certain costs related to his move to the Company headquarters in the United States, effective August 1, 2013. For more details on these perquisites, please refer to footnote 4 to the Summary Compensation Table.

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***Compensation Committee Report***

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The Compensation/Management Development Committee of the Company has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and, based on such review and discussions, the Committee recommended to the Board that the Compensation Discussion and Analysis be included in this proxy statement and in Quaker's Annual Report on Form 10-K for the fiscal year ended December 31, 2013 for filing with the Securities and Exchange Commission.

**Compensation/Management Development Committee**

Robert H. Rock, Chairman

Patricia C. Barron

Donald R. Caldwell

Jeffrey D. Frisby

**Table of Contents****Summary Compensation Table**

The table below summarizes the total compensation awarded to, paid to, or earned by each of our executive officers who are named in the table. In this proxy statement, we sometimes refer to this group of individuals as our Named Executive Officers.

Name and Principal Position	Year	Salary	Bonus	Stock Awards(1)	Option Awards(1)	Non-Equity Incentive Plan Compensation(2)	Change in Pension Value and Non-Qualified Deferred Compensation	All Other Compensation(4)	Total
							Earnings(3)		
(a)	(b)	(\$)(c)	(\$)(d)	(\$)(e)	(\$)(f)	(\$)(g)	(\$)(h)	(\$)(i)	(\$)(j)
Michael F. Barry	2013	664,583	0	284,950	284,993	1,213,551	0	49,119	2,497,196
Chairman of the Board, Chief Executive Officer and President	2012	609,375	0	266,681	266,598	843,438	1,461,000	49,288	3,496,380
	2011	539,583	0	247,651	247,662	966,135	828,000	67,863	2,896,894
Margaret M. Loebel	2013	337,838	0	46,375	46,406	180,827	0	24,191	635,637
Vice President, Chief Financial Officer and Treasurer	2012	166,269	0	275,689 <sup>(6)</sup>	44,628	127,050	0	106,636	720,272
D. Jeffrey Benoiel	2013	325,550	0	46,375	46,406	228,656	0	22,256	669,243
Vice President and Global Leader Metalworking, Can and Corporate Secretary	2012	315,450	0	44,650	44,619	184,939	447,000	19,722	1,056,380
	2011	303,024	0	41,817	41,817	192,034	271,000	26,132	875,824
Jan F. Nieman	2013	334,703 <sup>(5)</sup>	0	309,255 <sup>(7)</sup>	46,406	230,939	0	486,952	1,408,255
Vice President and Global Leader Grease, Fluid Power and Mining (since August 1, 2013) and	2012	293,862	0	44,650	44,619	177,653	410,405	342,398	1,313,587
	2011	274,250	0	41,817	41,817	166,150	185,777	332,440	1,042,251
Vice President and Managing Director Asia/Pacific (until July 2013)									
Wilbert Platzer	2013	358,691 <sup>(5)</sup>	0	46,375	46,406	240,533	252,443	37,201	981,649
Vice President and Managing Director EMEA	2012	333,787	0	44,650	44,619	165,045	557,251	31,722	1,177,074
	2011	313,019	0	41,817	41,817	202,721	203,716	36,737	839,827

- (1) The amounts in columns (e) and (f) reflect the aggregate grant date fair value computed in accordance with FASB ASC Topic 718 for outstanding equity awards under the Company's Long-Term Performance Incentive Plan (LTIP). Assumptions used in the calculation of these amounts for 2013 are included in Note 4 of Notes to Consolidated Financial Statements contained in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2013.

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- (2) The amounts in column (g) are incentive cash bonuses earned in 2013 and payable in 2014 under the LTIP (\$469,701 for Mr. Barry; \$0 for Ms. Loebl; \$79,299 for Mr. Benoiel; \$79,299 for Mr. Nieman; and \$79,210 for Mr. Platzer) and the Company's Global Annual Incentive Plan (GAIP) (\$743,850 for Mr. Barry; \$180,827 for Ms. Loebl; \$149,357 for Mr. Benoiel; \$151,640 for Mr. Nieman and \$161,323 for Mr. Platzer). All bonuses for foreign-based participants are paid by the applicable local foreign affiliate.
- (3) The amounts shown in column (h) reflect the actuarial increase or decrease in the present value of the Named Executive Officer's benefits under all pension plans established by the Company determined by using the interest rate and mortality rate assumptions consistent with those used in the Company's financial statements. See Note 16 of Notes to Consolidated Financial Statements contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2013. The present value of Messrs. Barry's and Benoiel's benefits under all pension

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plans established by the Company decreased by \$350,000 and \$148,000, respectively. The decrease in the present value of the retirement benefits realized in 2013 over the value realized in 2012 for them was primarily due to an increase in the discount rate and an update to the mortality assumption used to determine the values of the pension benefits.

- (4) Includes employer contributions by the Company to the U.S. based Named Executive Officers pursuant to the Company's Retirement Savings Plan: \$15,300 for Mr. Barry; \$14,441 for Ms. Loebel; \$15,396 for Mr. Benoliel; and \$7,077 for Mr. Nieman.

Includes the costs associated with the use of a Company-provided automobile consistent with regional compensation practices in Asia for Mr. Nieman (\$37,016) from January through July 2013 and in Europe for Mr. Platzer (\$33,234).

Includes for Mr. Nieman the following related to his overseas service: \$130,791 for expenses relating to his move from China to the U.S. effective August 1, 2013, which includes expenses for obtaining a visa to work in the U.S., moving expenses, relocation charges, miscellaneous expenses, and \$47,466 for closing costs for his home in the U.S., and \$44,166 for household goods move from China to the U.S.; \$82,210 as a housing allowance; \$16,757 for his children's schooling expenses; a \$37,008 hardship allowance; \$40,409 for a cost of living allowance; \$26,174 as reimbursement of home leave expenses; and \$9,145 for reimbursement of housing, Dutch government tax, and a children's allowance.

Includes dividends paid on time-based restricted stock awards: \$21,503 for Mr. Barry; \$6,249 for Ms. Loebel; \$3,360 for Mr. Benoliel; \$5,232 for Mr. Nieman; and \$3,360 for Mr. Platzer.

Includes the costs associated with financial planning services: \$7,508 for Mr. Barry; \$3,500 for Ms. Loebel; \$3,500 for Mr. Benoliel; \$3,500 for Mr. Nieman; and \$608 for Mr. Platzer. Includes the payment for unused vacation for Mr. Barry of \$4,808.

- (5) Salary includes a representation allowance and a holiday allowance: \$1,311 and \$14,496, respectively, for Mr. Nieman, and \$7,810 and \$27,488, respectively, for Mr. Platzer. Mr. Nieman's compensation and benefits for 2013 were paid in Chinese Renminbi, E.U. Euros and U.S. Dollars. Mr. Platzer's compensation was paid in E.U. Euros. All foreign currency amounts reflected in this table were converted to U.S. Dollars at the spot rate in effect on December 31 of the year for which the information is reported.
- (6) Includes 5,000 shares of restricted stock awarded in connection with Ms. Loebel's appointment as the Company's Chief Financial Officer in June 2012. The shares vest in increments of 1,000 shares over a five-year period.
- (7) Includes 4,000 shares of restricted stock awarded in recognition of Mr. Nieman's service as Managing Director Asia/Pacific. On July 1, 2013, 1,000 shares vested and the remainder will vest on July 1, 2016.

**Table of Contents****Grants of Plan-Based Awards**

Provided below is information on grants made in 2013 to the Named Executive Officers under the Company's Long-Term Performance Incentive Plan. In March 2013, awards for the 2013-2015 period were made to the Named Executive Officers consisting of options vesting in three approximately equal installments over the three-year period, time-based restricted stock vesting after the three-year period, and a cash bonus opportunity. See discussion under the heading "Long-Term Incentives" under the Compensation Discussion and Analysis section on page 28 of this proxy statement.

Name (a)	Grant Date (b)	Estimated Future Payouts			Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units(2) (#)(i)	All Other Option Awards: Number of Securities Underlying Options(3) (#)(j)	Exercise or Base Price of Option Awards(4) (\$/Sh)(k)	Grant Date	Fair Value of Stock and Option Awards(5) (\$)(l)
		Threshold (\$)(c)	Target (\$)(d)	Maximum (\$)(e)	Threshold (#)(f)	Target (#)(g)	Maximum (#)(h)					
Michael F. Barry	3/5/13	114,000	285,000	570,000	0	0	0	4,891	13,081	58.26		569,943
Margaret M. Loebl	3/5/13	18,568	46,419	92,838	0	0	0	796	2,130	58.26		92,781
D. Jeffrey Benoliel	3/5/13	18,568	46,419	92,838	0	0	0	796	2,130	58.26		92,781
Jan F. Nieman	3/5/13	18,568	46,419	92,838	0	0	0	796	2,130	58.26		355,661
	5/17/13							4,000				
Wilbert Platzer	3/5/13	18,568	46,419	92,838	0	0	0	796	2,130	58.26		92,781

- (1) The amounts shown in column (c) reflect the minimum payment level under the Company's LTIP, which is 20% of the maximum amount shown in column (e). The amount shown in column (e) is 200% of each target amount shown in column (d). The value or maturation of a performance incentive unit is determined by performance over a three-year period based on relative total shareholder return against a pre-determined peer group.
- (2) The amounts shown in column (i) for awards granted on March 5, 2013 reflect the number of shares of time-based restricted stock awarded under the LTIP with full vesting on March 5, 2016. The amount shown in column (i) for awards granted on May 17, 2013 reflects the number of shares of time-based restricted stock awarded under the LTIP with vesting of 25% on July 1, 2013 and 75% on July 1, 2016.
- (3) The amounts shown in column (j) reflect the combination of incentive and non-qualified options which were issued under the LTIP. These options vest one-third on each of the first, second and third anniversaries of the grant date, commencing on March 5, 2014.
- (4) With respect to the awards granted on March 5, 2013 under the provisions of the LTIP, the exercise price of the option is equal to the fair market value, which is defined as the last reported sale price on the grant date.
- (5) The amounts included in column (l) represent the full grant date fair value of the awards computed in accordance with FASB ASC Topic 718. Assumptions used in the calculation of these amounts are described in Note 4 of Notes to Consolidated Financial Statements contained in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2013.

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**Outstanding Equity Awards at Fiscal Year-End**

Name (a)	Option Awards					Stock Awards			
	Number of Securities Underlying Unexercised Options (#)	Number of Securities Underlying Exercisable Options (#)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)(d)	Option Exercise Price (\$)(e)	Option Expiration Date (f)	Number of Shares or Units of Stock That Have Not Vested (#)(g)	Market Value of Shares or Units of Stock That Have Not Vested (\$)(h)	Equity Incentive Awards: Number of Unearned Shares, Units or Rights That Have Not Vested (#)(i)	Equity Incentive Awards: Market Payout Value of Unearned Shares, Units or Rights That Have Not Vested (\$)(j)
Michael F. Barry	0	5,908	0	37.37	3/1/2018	6,627 <sup>(3)</sup>	510,743	0	0
	0	10,703	0	38.13	3/6/2019	6,994 <sup>(4)</sup>	539,028		