

KEWAUNEE SCIENTIFIC CORP /DE/
Form DEF 14A
July 23, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 14A

(RULE 14a-101)

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934
(Amendment No.)

Filed by the registrant ☒ x

Filed by a party other than the registrant ☐ "

Check the appropriate box:

☐ " Preliminary proxy statement.

☐ " **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

☒ x Definitive proxy statement.

☐ " Definitive additional materials.

☐ " Soliciting Material pursuant to §240.14a-11(c) of §240.14a-12.

Kewaunee Scientific 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:

5) Total fee paid:

“ Fee paid previously with preliminary materials.

“ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

KEWAUNEE SCIENTIFIC CORPORATION

2700 West Front Street

Statesville, North Carolina 28677-2927

David M. Rausch

President and

Chief Executive Officer

July 24, 2015

TO OUR STOCKHOLDERS:

You are cordially invited to attend the Annual Meeting of Stockholders of Kewaunee Scientific Corporation (the Company), which will be held at The Conference Center at UBS Tower, One North Wacker Drive, 2nd Floor, Chicago, Illinois, on August 26, 2015, at 10:00 A.M. Central Daylight Time.

At the meeting, management will review with you the Company's past year's performance and the major developments which occurred during the year. There will be an opportunity for stockholders to ask questions about the Company and its operations. We hope you will be able to join us.

To assure that your shares are represented at the meeting, please vote, sign and return the enclosed proxy card as soon as possible. The proxy is revocable and will not affect your right to vote in person if you are able to attend the meeting. **YOUR VOTE IS IMPORTANT!**

The Company's 2015 Annual Report to Stockholders is enclosed.

Sincerely yours,

KEWAUNEE SCIENTIFIC CORPORATION

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

to be held on

August 26, 2015

The Annual Meeting of Stockholders of Kewaunee Scientific Corporation will be held at The Conference Center at UBS Tower, One North Wacker Drive, 2nd Floor, Chicago, Illinois, on August 26, 2015, at 10:00 A.M. Central Daylight Time, for the purpose of considering and acting upon the following:

- (1) To elect three Class II directors;
- (2) To consider and vote on a proposal to approve the Amended and Restated 2008 Key Employee Stock Option Plan set forth as Appendix A to the accompanying Proxy Statement;
- (3) To ratify the appointment of the Independent Registered Public Accounting Firm of Cherry Bekaert LLP as the Company's independent auditors for fiscal year 2016;
- (4) To hold an advisory vote on executive compensation; and
- (5) To transact such other business as may properly come before the meeting.

Stockholders of record at the close of business on July 2, 2015 will be entitled to vote at the meeting. A list of stockholders will be available for examination by any stockholder for any purpose germane to the meeting, during normal business hours, at the offices of K&L Gates LLP, 70 West Madison Street, Chicago, Illinois, for a period of 10 days prior to the meeting.

It is important that your shares be represented at the meeting regardless of the size of your holdings. Whether or not you intend to be present at the meeting in person, we urge you to vote, date and sign the enclosed proxy and return it in the envelope provided for that purpose, which does not require postage if mailed in the United States.

D. MICHAEL PARKER
Secretary

July 24, 2015

YOUR VOTE IS IMPORTANT!

Please vote, date and sign the enclosed proxy and return it promptly in the enclosed envelope.

KEWAUNEE SCIENTIFIC CORPORATION

PROXY STATEMENT

The enclosed proxy is solicited by the Board of Directors of Kewaunee Scientific Corporation (the Company) for use at the annual meeting of stockholders of the Company to be held at The Conference Center at UBS Tower, One North Wacker Drive, Second Floor, Chicago, Illinois, on August 26, 2015, at 10:00 A.M. Central Daylight Time, and at any postponements or adjournments thereof. Proxies properly executed and returned in a timely manner will be voted at the meeting in accordance with the directions noted thereon. If no direction is indicated, proxies will be voted for the election of the nominees named herein as directors, and on other matters presented for a vote in accordance with the judgment of the persons acting under the proxies.

The Company's principal executive offices are located at 2700 West Front Street, Statesville, North Carolina 28677-2927 (telephone 704/873-7202).

The proxy, together with this Proxy Statement and the accompanying Notice of Annual Meeting of Stockholders, is being mailed to stockholders on, or about, July 24, 2015.

ITEM 1.

ELECTION OF DIRECTORS

Three Class II directors are to be elected at the meeting. The Board of Directors, at its meeting on April 28, 2015, upon the recommendation of the Nominating and Corporate Governance Committee, selected John C. Campbell, Jr., Keith M. Gehl, and William A. Shumaker as nominees for re-election as directors at the annual meeting, to serve for three-year terms. All nominees are serving as directors as of the date of this Proxy Statement. The three nominees receiving the greatest number of votes at the annual meeting will be elected directors. Unless a stockholder indicates otherwise on the proxy, proxies will be voted for the election of the three nominees named below. If due to circumstances not now foreseen, any of the nominees becomes unavailable for election, the proxies will be voted for such other person or persons as the Board of Directors may select, or the Board will make an appropriate reduction in the number of directors to be elected.

Information on the current nominees for Class II directors and the current Class I and III directors is shown below.

Class II directors nominated for re-election to serve until the annual meeting of stockholders in 2018:

JOHN C. CAMPBELL, JR., 72, was elected a director of the Company in 1973. Between May 1995 and January 2012, when he retired, Mr. Campbell was engaged in private consulting. From May 1992 to May 1995, he was Chief Operating Officer of Grounds For Play, Inc. of Arlington, Texas, a manufacturer of specialty equipment for children's playgrounds. We believe Mr. Campbell is well suited to serve on our Board due to his

42 years' experience as a director of our company, his executive management experience, and his understanding of the long-term interests of our company and stockholders.

KEITH M. GEHL, 56, was elected a director of the Company effective April 29, 2015. He served as Senior Vice President of Real Estate & Facilities of Family Dollar Stores, Inc. from 2003 until his retirement in June 2013. From 1989 to 2003, Mr. Gehl held a number of management positions with Food Lion, Inc. At Food Lion, he served as Director of Internal Audit from 1989 to 1996, Director of Store Operations from 1996 to 1997, Vice-President Real Estate and Construction from 1997 to 2000, and Executive Vice President Real Estate and Business Strategy from 2000 to 2003. Mr. Gehl holds an accounting degree from Valparaiso University. During his career, he successfully completed the Certified Public Accountant (CPA), Certified Information Systems Auditor (CISA), and Certified Internal Auditor (CIA) exams. We believe Mr. Gehl is well suited to serve on our Board due to his many years of experience as a senior manager for two public companies and his experience in the areas of business strategy, finance, accounting, and audit.

WILLIAM A. SHUMAKER, 67, served as Chief Executive Officer of the Company from September 2000 until his retirement on June 30, 2013. He also served as President from August 1999 until March 2012. He was elected a director of the Company in February 2000 and Chairman of the Board in February 2010. He served as the Company's Chief Operating Officer from August 1998 until September 2000 and General Manager of the Laboratory Products Group from February 1998 until August 1998. He joined the Company in December 1993 as Vice President of Sales and Marketing. Mr. Shumaker served as a member of the North Carolina Economic Development Board until the end of 2014. He is currently a member of the Board of Directors of the Greater Statesville Development Corporation. We believe Mr. Shumaker is well suited to serve on our Board due to his experience as our Chief Executive Officer and his 21 years' experience in various leadership roles for our company.

Class I directors continuing in office to serve until the annual meeting of stockholders in 2017:

DAVID M. RAUSCH, 56, was elected President and Chief Executive Officer and a director of the Company on July 1, 2013. He joined the Company in March 1994 as Manager of Estimating and was promoted to Southeast Regional Sales Manager in December 1996, then to Director of Sales for Network Storage Systems products in May 2000. In August 2001, he was promoted to Project Sales Manager, and in this position, he also had direct management responsibility for the Estimating Department. Mr. Rausch was elected Vice President of Construction Services in June 2007. In June 2011, he was elected Senior Vice President of Construction Services and General Manager of the Laminate Furniture Division, and in March 2012, he was elected President and Chief Operating Officer. We believe Mr. Rausch is well suited to serve on our Board due to his role as President and Chief Executive Officer and his experience in various leadership roles for our company since 1994.

DAVID S. RHIND, 52, was elected a director of the Company in April 2008. Mr. Rhind is an attorney-at-law. From June 2012 to March 2015, Mr. Rhind served as Deputy General

Counsel for Hudson Global, Inc. (formerly Hudson Highland Group, Inc.) of New York, New York, a leading provider of specialized professional recruitment, recruitment outsourcing, talent management, and related staffing services and solutions. From July 2003 to June 2012, Mr. Rhind was General Counsel, North America, for Hudson. From October 1995 to June 2003, he was Associate General Counsel at Technology Solutions Company of Chicago, a technology consulting and systems integration company. We believe Mr. Rhind is well suited to serve on our Board due to his many years of experience in legal matters, his overall business acumen, and his understanding of the long-term interests of our company and stockholders.

JOHN D. RUSSELL, 62, was elected a director of the Company on May 31, 2011. Since September 1, 2012, Mr. Russell has served as the Managing Director of ForteONE, a Chicago-based consulting firm focused on helping middle market business owners achieve revenue growth and profit improvement. From 2006 until March 2014, Mr. Russell was a business consultant and a director for Strategic Materials Incorporated, the largest glass recycling business in North America. From September 2007 to May 2010, he was President and Chief Executive Officer of Maysteel LLC, a precision metal fabricator in Menomonee Falls, Wisconsin. From April 2002 to April 2006, he was President and Chief Executive Officer of Neoplan USA, a manufacturer of heavy duty transit buses. Prior to April 2002, Mr. Russell was a partner at McKinsey and Company and a corporate officer of Brunswick Corporation. We believe Mr. Russell is well suited to serve on our Board due to his experience as chief executive officer of two different companies, his other executive management experience, and his experience as a director of another company.

Class III directors continuing in office to serve until the annual meeting of stockholders in 2016:

MARGARET B. PYLE, 63, was elected a director of the Company in February 1995. Ms. Pyle has been Vice Chairman and Chief Legal Counsel of The Pyle Group since December 2007. She has been engaged in the practice of corporate law in Milwaukee and Madison, Wisconsin for more than five years, and was the sole Trustee and Chief Executive of the Allis-Chalmers Corporation Product Liability Trust from June 1996 until March 2012. In April 2012, Ms. Pyle was appointed sole Trustee and Chief Executive of the Ranger Industries, Inc. Product Liability Trust. We believe Ms. Pyle is well suited to serve on our Board due to her many years of experience in a variety of legal matters relevant to the Company, her 20 years experience as a director of our company, and her understanding of the long-term interests of our company and stockholders.

DONALD F. SHAW, 64, was elected a director of the Company on June 1, 2013. He previously served as President, Chief Executive Officer, and Chairman of the Board of ISEC, Inc., a high-end commercial interior subcontractor, from 2004 until his retirement in March 2013. Mr. Shaw held the position of Executive Vice President of ISEC, Inc. from 1988 to 2004 and served in various sales management positions with ISEC from 1977 to 1988. We believe Mr. Shaw is well suited to serve on our Board due to his wealth of knowledge in the construction industry and his experience as chief executive officer and other management positions of a highly successful company.

Except as otherwise indicated, each director and nominee has had the principal occupation mentioned above for more than five years. Mr. Campbell is the first cousin of the late Laura Campbell Rhind, mother of Mr. David S. Rhind.

The Company's certificate of incorporation provides that the Board of Directors shall be divided into three classes, and that the three classes shall be as nearly equal in number as possible.

The Board of Directors has a policy whereby any director reaching age 75 during his/her term is expected to retire at the end of the term.

The Board of Directors recommends a vote FOR the election of the three foregoing nominees for election as Class II directors.

Meetings and Committees of the Board

The business and affairs of the Company are managed under the direction of the Board of Directors. Members of the Board keep informed of the Company's business and activities by reports and proposals sent to them periodically and in advance of each Board meeting and reports made to them during these meetings by the Chief Executive Officer and other Company officers. The Board is regularly advised of actions taken by the Executive Committee and other committees of the Board, as well as significant actions taken by management. Members of management are available at Board meetings and other times to answer questions and discuss issues. During the Company's fiscal year ended April 30, 2015, the Board of Directors held ten meetings.

During fiscal year 2015, the standing committees of the Board of Directors of the Company were the Executive Committee, Audit Committee, Compensation Committee, Financial/Planning Committee, and Nominating and Corporate Governance Committee. The functions and membership of the committees are described below.

The Executive Committee consists of Messrs. Campbell (Chairman), Rausch, Rhind, and Shumaker. The committee exercises the authority of the Board between meetings of the full Board, subject to the limitations of the Delaware General Corporation Law. The committee met four times during the Company's last fiscal year.

The Audit Committee consists of Messrs. Gehl (Chairman), Campbell, Russell, and Shaw. All members of the committee are independent directors. Ross W. McCanless, who resigned as a director effective May 29, 2015, served as Chairman of the committee until the election, effective April 29, 2015, of Mr. Gehl as a director and chairman of the committee. The committee performs the responsibilities and duties described in the Company's Audit Committee Charter, and is responsible for annually appointing the independent auditor for the Company, approving services to be performed by the independent auditor, reviewing the independent auditor's reports, and reviewing the Company's quarterly and annual financial statements before release to the public. In accordance with Audit Committee Charter

guidelines, the committee is responsible for reviewing and approving all related party transactions. The Board of Directors has determined that Mr. Gehl is a financial expert within the meaning of the current rules of the Securities and Exchange Commission. The committee met four times during the Company's last fiscal year. The Audit Committee Charter can be found on the Company's website at www.kewaunee.com.

The Compensation Committee consists of Messrs. Russell (Chairman), Gehl, Rhind, Shaw and Ms. Pyle. All members of the committee are independent directors. The committee considers and provides recommendations to the Board of Directors with respect to the compensation (salaries and bonuses) of executive officers of the Company; short- and long-range compensation programs for officers and other key employees of the Company; benefit programs for all employees of the Company; and stock option grants to key employees. The committee also acts as the Stock Option Committee, administering and interpreting the stock option plans for officers and other key employees. The committee may delegate its responsibilities and authority to one or more subcommittees as the committee may deem appropriate in its sole discretion. The Compensation Committee Charter can be found on the Company's website at www.kewaunee.com. The committee met two times during the Company's last fiscal year. The committee did not engage a compensation consultant during the last fiscal year.

The Financial/Planning Committee consists of Messrs. Shumaker (Chairman), Campbell, Rausch, Russell and Ms. Pyle. The committee reviews and provides recommendations to the Board of Directors with respect to the annual budget for the Company, the Company's strategic plan and the annual budget for capital expenditures. The committee also reviews the investment results of the assets of the Company's retirement plans. The committee met four times during the Company's last fiscal year.

The Nominating and Corporate Governance Committee consists of Messrs. Rhind (Chairman) and Shaw and Ms. Pyle. Mr. McCanless served on the committee until April 29, 2015. The committee performs the responsibilities and duties described in the Company's Nominating and Corporate Governance Committee Charter, which is available on the Company's website at <http://www.kewaunee.com>. The committee is comprised of at least three directors, all of whom must meet the criteria for independence required by the NASDAQ Global Market. The committee reviews and recommends to the Board of Directors the appointment of directors to Board committees and the selection of the chairperson of each committee, makes recommendations to the Board of Directors with respect to officers of the Company, assures that an up-to-date management succession plan is in place for the Chief Executive Officer and other executive officers, reviews and makes recommendations to the Board of Directors regarding director compensation and benefits, periodically reviews the skills and qualifications of existing directors with a view toward a rounded and effective Board, identifies and screens potential nominees to the Board, and reviews stockholder proposals for inclusion in the Company's Proxy Statement. In addition, the committee makes recommendations to the Board of Directors concerning nominees for Board membership brought to its attention by officers, directors and stockholders. Proposals may be addressed to the committee at the address shown on the cover of this Proxy Statement, attention of the

Corporate Secretary. At a minimum, a candidate for the Board must have demonstrated significant accomplishment in his or her field, the capacity and experience to understand the broad business operations of the Company, and the vision to assist the Company in its development and expansion. The Nominating and Corporate Governance Committee does not favor or disfavor any particular nominee on the basis of race, religion, gender, age or national origin. The Committee met two times during the Company's last fiscal year.

Executive sessions of independent directors are held in connection with each regularly scheduled Board of Directors meeting, the regularly scheduled Audit Committee meeting in June of each year, and at other times as necessary. The Board of Directors' policy is to hold executive sessions without the presence of management, including the Chief Executive Officer and any other non-independent directors. The Board of Directors has determined that each of Messrs. Campbell, Gehl, Rhind, Russell, Shaw and Ms. Pyle are, and Mr. McCanless was, independent within the meaning of the rules of the NASDAQ Global Market.

The Company does not have a formal policy regarding attendance by members of the Board of Directors at the Annual Meeting of Stockholders, although all directors are expected to attend. All members of the Board of Directors attended the Company's 2014 Annual Meeting of Stockholders. In the Company's last fiscal year, no director attended less than 75% of the aggregate of all meetings of the Board and all meetings held by committees of the Board on which such director served.

Board Leadership Structure

The Board determines whether the role of the Chairman and the Chief Executive Officer should be separated or combined based on its judgment as to the structure that best serves the interest of the Company. Currently, the Board believes that the positions of Chairman and Chief Executive Officer should be separate.

Board's Role in Risk Oversight

The Board oversees risk management processes directly and through its committees. Management is responsible for risk management on a day-to-day basis. The role of the Board and its committees is to oversee the risk management activities of management. The Audit Committee assists the board in fulfilling its oversight responsibilities with respect to risk management in the areas of financial reporting, internal controls and compliance with legal and regulatory requirements. The Compensation Committee assists the Board in fulfilling its oversight responsibilities with respect to the management of risk arising from our compensation policies and programs. The Nominating and Corporate Governance Committee assists the Board in fulfilling its oversight responsibilities with respect to the management of risks associated with Board organization, membership and structure, and succession planning for our directors.

Stockholder Communications with the Board of Directors

The Board of Directors recommends that any communications from stockholders be in writing and addressed to the Board in care of the Corporate Secretary, 2700 West Front Street, Statesville, North Carolina 28677-2927. The name of any specific Board member to whom a communication is intended to be addressed should be noted in the communication. The Corporate Secretary will forward such correspondence only to the intended recipient if one is noted; however, the Corporate Secretary, prior to forwarding any correspondence, will review the correspondence, and in his discretion, will not forward certain items if they are deemed frivolous, of inconsequential commercial value or otherwise inappropriate for Board consideration.

Compensation Committee Interlocks and Insider Participation

As noted above, the Compensation Committee consists of Messrs. Russell, Rhind, Shaw and Ms. Pyle. No executive officer of the Company served as a member of the compensation committee or as a director of any other entity, one of whose executive officers serves on the Compensation Committee or is a director of the Company.

Director Compensation

In fiscal year 2015, each director who was not an employee of the Company received for his services as such a quarterly retainer of \$5,000 plus a fee of \$1,500 for each day of Board and/or committee meetings attended, a daily multiple-meeting fee of \$2,000 and a \$750 fee for telephone meetings. In addition, the Chairman of each of the Nominating and Corporate Governance Committee, Executive Committee, and Compensation Committee receives an annual fee of \$2,000, the Chairman of the Audit Committee receives an annual fee of \$5,000, and the Chairman of the Board receives an annual fee of \$10,000. Beginning in fiscal year 2016, the Chairman of the Audit Committee will receive an annual fee of \$7,500. All directors are reimbursed for their expenses for each Board and committee meeting. From time to time the Board of Directors reviews director compensation paid by other public companies with comparable revenues and market capitalization, and in comparable industries, as part of its evaluation of the appropriate level of compensation to be paid to the Company's directors.

Non-employee directors may elect to participate in the Company's health insurance program at no cost to them. During the last fiscal year, Messrs. McCanless, Russell, Shaw, and Shumaker participated in the program. All current non-employee directors that do not otherwise have life insurance provided by the Company are provided life insurance coverage of \$20,000 under the Company's life insurance program.

During fiscal year 2011, the stockholders approved the 2010 Stock Option Plan for Directors (the "2010 Plan"). The 2010 Plan is designed to promote the interests and long-range prospects of the Company and its stockholders by attracting and retaining well-qualified directors who are not employees of the Company. On the effective date of the 2010 Plan, each eligible director of the Company was granted an option to purchase 10,000 shares of the

Company's common stock. Each person who becomes an eligible director after the effective date of the 2010 Plan will be granted on the date of his or her election an option to purchase 10,000 shares of the Company's common stock. The 2010 Plan authorizes the Board of Directors, until August 25, 2020, to grant options to purchase not more than an aggregate of 100,000 shares of the Company's common stock to eligible directors of the Company. If an option expires or is terminated unexercised as to any shares, such released shares may again be subject to newly granted options. The option price for shares granted under the 2010 Plan is the fair market value of the Company's common stock on the date of grant. Options are granted under the 2010 Plan for a term of five years and are exercisable in four equal installments, one-fourth becoming exercisable on the next August 1 following the date of grant, and an additional one-fourth becoming exercisable on August 1 of each of the next three years. Mr. Gehl was granted an option to purchase 10,000 shares of the company's common stock on April 29, 2015, the date he became a director.

Director Compensation Table

The following table provides compensation information for the one year period ended April 30, 2015 for each member of the Board of Directors who served as a director in the last fiscal year.

Name	Fees Earned or Paid in Cash	Stock Awards	Option Awards (1)	Non-Equity Incentive Plan Compensation	Change in Pension Value and Nonqualified Deferred Compensation Earnings	All Other Compensation (2)	Total
John C. Campbell, Jr.	\$ 40,000					\$ 51	\$ 40,051
Keith M. Gehl (3)	140		\$ 30,400				30,540
Ross W. McCanless (4)	44,000					15,194	59,194
Margaret B. Pyle	40,500					51	40,551
David S. Rhind	41,500					51	41,551
John D. Russell	41,000					22,097	63,097
Donald F. Shaw	40,500					15,194	55,694
William A. Shumaker	50,500					10,267	60,767
David M. Rausch (5)							

- (1) On April 30, 2015, each director of the Company held options to purchase 10,000 shares of Company common stock, except for Mr. Shumaker, who held options to purchase 12,500 shares, Mr. Rausch, who held options to purchase 33,250 shares, and Mr. Shaw, who held options to purchase 5,000 shares.
- (2) Represents the value of participation in the Company's health insurance program and life insurance program for Messrs. McCanless, Russell, Shaw, and Shumaker, and the value of participation in the Company's life insurance program for Messrs. Campbell and Rhind and Ms. Pyle.
- (3) Mr. Gehl was elected a director of the Company effective April 29, 2015. See Note 5 to the Consolidated Financial Statements included in the Company's 2015 Annual Report on Form 10-K for a discussion of the assumptions underlying the value of stock options.
- (4) Mr. McCanless resigned as a director effective May 29, 2015.
- (5)

Mr. Rausch was an employee of the Company during the last fiscal year and received no compensation for service as a director. See the Summary Compensation Table for disclosure related to the compensation received by Mr. Rausch, who was elected the Chief Executive Officer of the Company on July 1, 2013.

ITEM 2.

**PROPOSAL TO APPROVE THE
KEWAUNEE SCIENTIFIC CORPORATION 2008 KEY EMPLOYEE
STOCK OPTION PLAN
(AS AMENDED AND RESTATED EFFECTIVE AUGUST 26, 2015)**

Overview

The board of directors has approved an amended and restated version of the Kewaunee Scientific Corporation 2008 Key Employee Stock Option Plan (the "Amended and Restated 2008 Plan"), effective August 26, 2015, subject to approval by the Company's stockholders, and recommends that the stockholders approve the Amended and Restated 2008 Plan.

Purpose

The Amended and Restated 2008 Plan, a copy of which accompanies this proxy statement as Appendix A, amends and restates the current Kewaunee Scientific Corporation 2008 Key Employee Stock Option Plan (the "Prior Plan"). The terms of the Amended and Restated 2008 Plan are similar to the terms of the Prior Plan and are described in greater detail below. The Amended and Restated 2008 Plan is designed to secure for the Company and its stockholders the benefits of incentive inherent in the ownership of Company common stock by key employees who will be responsible for the Company's future growth and continued success. As of July 2, 2015, 29,950 shares were available for option grants under the Prior Plan. If the Amended and Restated 2008 Plan is approved by Company stockholders 329,950 shares will be available for option grants under the Amended and Restated 2008 Plan, and no further grants will be made pursuant to the terms of the Prior Plan. If the Amended and Restated 2008 Plan is not approved by Company stockholders, the terms of the Prior Plan will continue in effect unchanged and the Company's ability to grant equity compensation to its key employees will be substantially limited.

Administration

The Amended and Restated 2008 Plan will be administered by the board of directors or, in the board's discretion, a committee appointed by the board (which will be the compensation committee of the board unless determined otherwise by the board). The plan administrator will have the authority to select option recipients, to determine the time or times of receipt, to determine the number of shares covered by options, to establish the terms and conditions of options, to cancel or suspend options and to reduce or eliminate any restrictions or vesting requirements applicable to options at any time after grant. The plan administrator will also have the authority and discretion to interpret the plan and to make all other determinations that may be necessary or advisable for the administration of the plan.

Types of Awards

The Amended and Restated 2008 Plan provides for the issuance of both incentive stock options ("ISOs") within the meaning of Section 422 of the Internal Revenue Code of 1986 (the "Code"), and options that are not intended to, or do not, qualify as ISOs ("nonqualified options").

Eligibility

Key employees of the Company and its subsidiaries chosen by the plan administrator will be eligible to receive options under the Amended and Restated 2008 Plan.

Share Limits

The Amended and Restated 2008 Plan authorizes the plan administrator to grant options to purchase a total of not more than 300,000 shares of Company common stock, plus the 29,950 shares that were available under the Prior Plan immediately prior to the effective time of the Amended and Restated 2008 Plan, for a total of 329,950 shares. All shares available for grant under the plan may be granted as either ISOs or nonqualified options. If an option granted under the Amended and Restated 2008 Plan or the Prior Plan expires or is terminated, surrendered, forfeited or cancelled, the unissued shares covered by the option will again be available for the grant of options under the Amended and Restated 2008 Plan. The maximum number of shares that may be subject to options granted to any one participant during any calendar year that are intended to qualify as performance-based compensation for purposes of Section 162(m) of the Code, and then only to the extent that such limitation is required by Section 162(m) of the Code, is 100,000.

Exercise Price

The exercise price of an option granted under the Amended and Restated 2008 Plan will be determined by the plan administrator at the time of grant but may not be less than the fair market value of a share of Company common stock on the grant date. If the participant owns more than 10% of the total combined voting power of all classes of outstanding stock of the Company or any of its subsidiaries (a 10% Stockholder) as of the grant date, the exercise price of an option granted to the participant that is intended to be an ISO may not be less than 110% of the fair market value of a share of Company common stock on the grant date.

The exercise price for the shares acquired pursuant to the exercise of an option under the Amended and Restated 2008 Plan must be paid, to the extent permitted by applicable law and as determined by the plan administrator, by any combination of the following methods:

- (1) by cash, check, bank draft or money order payable to the Company;
- (2) by irrevocably authorizing a third party to sell shares of Company common stock acquired upon exercise of the option and to remit to the Company a sufficient portion of the sale proceeds to pay the entire exercise price and any tax withholding resulting from the exercise;
- (3) by tendering, either actually or by attestation, shares of Company common stock valued at fair market value as of the day of exercise;
- (4) by a net exercise arrangement; or
- (5) in any other form of legal consideration that may be acceptable to the plan administrator.

For this purpose, the per share value of Company common stock will be its fair market value at the close of business on the date preceding the date of exercise. The participant must pay the Company at the time of exercise an amount equal to any tax that the Company is required to withhold from the participant upon exercise (less any amount withheld from the participant's regular compensation in connection with such exercise). On July 13, 2015, the closing price of the Company's common stock on the NASDAQ Global Market was \$16.91.

Option Term

The maximum term of an option granted under the Amended and Restated 2008 Plan will be 10 years. If the participant is a 10% Stockholder, an option granted to the participant that is intended to be an ISO may not be exercisable after the expiration of five years.

Termination of Employment

Unless determined otherwise by the plan administrator, if a participant's employment terminates, the participant's options under the Amended and Restated 2008 Plan generally may be exercised as follows:

- (1) by the participant at any time within three months after termination, if employment is terminated other than due to death, disability, retirement or cause;
- (2) by the participant's heirs, legatees or legal representatives at any time within one year after the date of death, if employment is terminated due to death;
- (3) by the participant at any time within one year after the date of termination, if employment is terminated due to disability;
- (4) by the participant at any time within three years (or three months for an ISO) after the date of retirement, if employment is terminated due to retirement; or
- (5) if the participant is terminated for cause, any options held by the participant and all rights to purchase shares under it shall terminate immediately.

Change in Control

Any outstanding option under the Amended and Restated 2008 Plan held by a participant who is an employee of the Company or any of its subsidiaries on the date of a change in control of the Company (as defined in the plan) will be immediately exercisable in full, except that this automatic accelerated vesting will not apply to an option that contains performance standards as a condition to exercise. The plan administrator may, however, in the event of a change in control, waive applicable performance standards if it determines that based on results of operations prior to the change in control, the standards would reasonably be expected to have been met within the relevant period or periods.

Subject to the immediate vesting described in the preceding paragraph, in the event of a change in control, each outstanding option under the Amended and Restated 2008 Plan generally will be treated as the plan administrator determines. This determination may be made without the consent of any participant and need not treat all outstanding options in an identical manner, but no such determination by the plan administrator may, by itself, cause any participant to be in a worse position economically with respect to the participant's outstanding options immediately after the determination compared to immediately before the determination.

Adjustments

In general, the number and class of shares of Company common stock or other stock or securities available for future awards and covered by each outstanding award under the Amended and Restated 2008 Plan, and the exercise price per share of each outstanding option, will automatically be proportionately adjusted in the event of a stock split, reverse stock split, stock dividend, combination, consolidation, reclassification or subdivision of the shares of Company common stock.

In the event of any increase or decrease in the number of issued shares of Company common stock effected without receipt of consideration by the Company, a declaration of an extraordinary dividend with respect to such shares payable in a form other than shares in an amount that has a material effect on the fair market value, a recapitalization, rights offering, reorganization, merger, spin-off, split-up, change in corporate structure or similar occurrence, the plan administrator will make appropriate adjustments in one or more of the number and class of shares of Company common stock or other stock or securities available for future awards and covered by each outstanding award under the plan, and in the exercise price per share of each outstanding option.

No Repricing

No adjustment or reduction of the exercise price of any outstanding option under the Amended and Restated 2008 Plan in the event of a decline in share price will be permitted without approval by the Company's stockholders or as otherwise expressly provided under Adjustments above.

Options Not Transferable

No option under the Amended and Restated 2008 Plan will be transferable by a participant other than by will or the laws of descent and distribution or pursuant to a domestic relations order, and each option will be exercisable during a participant's lifetime only by the participant.

Plan Amendment and Termination

The Amended and Restated 2008 Plan is scheduled to expire on August 26, 2025. The board of directors may amend or discontinue the plan at any time prior to that date, except that no amendment or discontinuance may change adversely or impair any option previously

granted, without the consent of the affected participant. In addition, to the extent necessary and desirable to comply with applicable laws, the Company must obtain the approval of stockholders with respect to any amendment in such a manner and to such a degree as required. The board of directors may amend the plan or any award agreement, to take effect retroactively or otherwise, as deemed necessary or advisable for the purpose of conforming the plan or the award agreement to any applicable law.

Clawback

Any option, amount or benefit received under the Amended and Restated 2008 Plan will be subject to potential cancellation, recoupment, rescission, payback or other similar action in accordance with any applicable Company clawback policy or any applicable law.

Federal Income Tax Information

The following is a brief summary of the U.S. federal income tax consequences of the Amended and Restated 2008 Plan generally applicable to the Company and to participants in the plan who are subject to U.S. federal taxes. The summary is based on the Code, applicable Treasury Regulations and administrative and judicial interpretations thereof, each as in effect on the date of this proxy statement, and is, therefore, subject to future changes in the law, possibly with retroactive effect. The summary is general in nature and does not purport to be legal or tax advice. Furthermore, the summary does not address issues relating to any U.S. gift or estate tax consequences or the consequences of any state, local or foreign tax laws.

Nonqualified Options. A participant generally will not recognize taxable income upon the grant or vesting of a nonqualified option with an exercise price at least equal to the fair market value of a share of Company common stock on the grant date and no additional deferral features. Upon the exercise of a nonqualified option, a participant generally will recognize compensation taxable as ordinary income in an amount equal to the difference between the fair market value of the shares underlying the option on the date of exercise and the exercise price of the option. When a participant sells the shares, the participant will have short-term or long-term capital gain or loss, as the case may be, equal to the difference between the amount the participant received from the sale and the tax basis of the shares sold. The tax basis of the shares generally will be equal to the greater of the fair market value of the shares on the exercise date or the exercise price of the option.

ISOs. A participant generally will not recognize taxable income upon the grant of an ISO. If a participant exercises an ISO during employment or within three months after employment ends (12 months in the case of death or disability), the participant generally will not recognize taxable income at the time of exercise for regular U.S. federal income tax purposes (although the participant generally will have taxable income for alternative minimum tax purposes at that time as if the option were a nonqualified option). If a participant sells or otherwise disposes of the shares acquired upon exercise of an ISO after the later of one year from the date the participant exercised the option and two years from the grant date of the option, the participant generally will recognize long-term capital gain or loss equal to the difference between the amount the participant received in the disposition and the exercise

price of the option. If a participant sells or otherwise disposes of shares acquired upon exercise of an ISO before these holding period requirements are satisfied, the disposition will constitute a disqualifying disposition, and the participant generally will recognize taxable ordinary income in the year of disposition equal to the excess of the fair market value of the shares on the date of exercise over the exercise price of the option (or, if less, the excess of the amount realized on the disposition of the shares over the exercise price of the option). The balance of the participant's gain on a disqualifying disposition, if any, will be taxed as short-term or long-term capital gain, as the case may be.

With respect to both nonqualified options and ISOs, special rules apply if a participant uses shares of Company common stock already held by the participant to pay the exercise price or if the shares received upon exercise of the option are subject to a substantial risk of forfeiture by the participant.

Tax Consequences to the Company. In the foregoing cases, the Company generally will be entitled to a deduction at the same time, and in the same amount, as a participant recognizes ordinary income, subject to certain limitations imposed under the Code.

Code Section 409A. The Company intends that awards granted under the Amended and Restated 2008 Plan will comply with, or otherwise be exempt from, Section 409A of the Code, but makes no representation or warranty to that effect.

Tax Withholding. The Company is authorized to deduct or withhold from any award granted or payment due under the Amended and Restated 2008 Plan, or require a participant to remit to the Company, the amount of any withholding taxes due in respect of the award or payment and to take such other action as may be necessary to satisfy all obligations for the payment of applicable withholding taxes. The Company is not required to issue any shares of Company common stock or otherwise settle an award under the plan until all tax withholding obligations are satisfied.

New Plan Benefits

A new plan benefits table for the Amended and Restated 2008 Plan and the benefits or amounts that would have been received by or allocated to participants for the last completed fiscal year under the plan if the plan was then in effect, as described in the SEC proxy rules, are not provided because all awards made under the plan will be made at the plan administrator's discretion, subject to the terms and conditions of the plan. Therefore, the benefits and amounts that will be received or allocated under the plan are not determinable at this time.

Vote Required

The affirmative vote of the holders of a majority of the shares of Company common stock present or represented at the Annual Meeting of Stockholders is necessary to adopt the Amended and Restated 2008 Plan. Unless otherwise instructed, signed proxies returned in a timely manner will be voted for the Amended and Restated 2008 Plan.

**The Board of Directors recommends a vote FOR the approval
of the Amended and Restated 2008 plan.**

ITEM 3.

RATIFICATION OF APPOINTMENT OF

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee has selected the independent registered public accounting firm of Cherry Bekaert LLP as the Company's independent auditors for the fiscal year ending April 30, 2016. Although not required by law, our bylaws or otherwise to submit the appointment to a vote by shareholders, the Audit Committee is requesting that the shareholders ratify the appointment of Cherry Bekaert LLP because we value our shareholders' views on our independent public accounting firm and as a matter of good corporate practice. Assuming that a quorum is present, the selection of Cherry Bekaert LLP will be deemed to have been ratified if more shares are voted in favor of ratification than are voted against ratification. The Audit Committee will consider the outcome of this vote but is not bound by our shareholders' vote.

Cherry Bekaert LLP has served as the Company's independent registered public accounting firm to audit the Company's annual financial statements and to review the financial statements to be included in the Company's quarterly reports on Form 10-Q. The decision to appoint the Company's independent auditors is approved annually by the Company's Audit Committee, and the Audit Committee requests that stockholders ratify the appointment.

It is expected that a representative of Cherry Bekaert LLP will be present at the Annual Meeting of Stockholders to be held on August 26, 2015 to answer any appropriate questions, and such representative will have an opportunity to make a statement if he or she desires.

**The Audit Committee recommends a vote FOR ratification of the
independent registered public accounting firm of Cherry Bekaert LLP
as the Company's independent auditors for fiscal year 2016.**

Policy on Audit Committee Pre-Approval of Audit and Non-Audit Services

The Audit Committee's policy is to pre-approve all audit and non-audit services to be provided by the Company's independent auditors on a case-by-case basis. In making such determination, the Audit Committee considers whether the provision of non-audit services is compatible with maintaining the auditor's independence. All of the audit and non-audit services provided by the Company's independent auditors on behalf of the Company in fiscal years 2015 and 2014 were pre-approved in accordance with this policy.

Audit Fees and Non-Audit Fees

The following fees were paid or will be paid to the Company's independent registered public accounting firm for professional services rendered on behalf of the Company related to the past two fiscal years:

2015	2014
------	------