

NEWMARKET CORP  
Form DEF 14A  
March 13, 2017  
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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**

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 Under Rule 14a-12

**NEWMARKET 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):

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No fee required.

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

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

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(4) Date Filed:

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**NEWMARKET CORPORATION**

**330 South Fourth Street**

**Richmond, Virginia 23219**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that the annual meeting of shareholders of NewMarket Corporation will be held at the Virginia War Memorial, 621 S. Belvidere Street, Richmond, Virginia on Thursday, April 27, 2017, at 10:00 a.m., Eastern Daylight Time, for the following purposes, as more fully described in the accompanying proxy statement:

1. To elect a board of directors to serve for the ensuing year;
2. To ratify the appointment of PricewaterhouseCoopers LLP as NewMarket's independent registered public accounting firm for the fiscal year ending December 31, 2017;
3. To consider and act on an advisory vote regarding the approval of compensation paid to certain executive officers;
4. To consider and act on an advisory vote regarding the frequency of shareholder approval of the compensation paid to certain executive officers; and
5. To transact such other business as may properly come before the meeting.

The record date for the determination of shareholders entitled to notice of and to vote at the annual meeting is February 28, 2017. Accordingly, only shareholders of record as of that date will be entitled to notice of and to vote at the annual meeting or any adjournment or postponement thereof.

**Your vote is very important to us. Regardless of whether you expect to attend the meeting, please act promptly to vote your shares. You may vote your shares by telephone or over the Internet, as described in the Notice of Internet Availability of Proxy Materials. If you are present at the meeting and hold shares in your name, you may vote in person even if you have previously submitted your proxy by mail, by telephone or over the Internet. If your shares are held in street name with your broker or by a nominee and you wish to vote in person at the meeting, you will need to obtain a legal proxy from the institution that holds your shares and provide that legal proxy at the meeting.**

By Order of the Board of Directors,

M. RUDOLPH WEST, *Secretary*

March 13, 2017

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE 2017 ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON APRIL 27, 2017**

The company's Proxy Statement for the 2017 Annual Meeting of Shareholders and the company's Annual Report to Shareholders and Annual Report on Form 10-K for the fiscal year ended December 31, 2016 are available at [www.edocumentview.com/NEU](http://www.edocumentview.com/NEU).

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**PROXY STATEMENT**  
**FOR**  
**ANNUAL MEETING OF SHAREHOLDERS**  
**OF**  
**NEWMARKET CORPORATION**

**Approximate date of mailing    March 13, 2017**

**Date, Time and Place of Annual Meeting**

The annual meeting of shareholders of NewMarket Corporation is scheduled to be held as follows:

Date: Thursday, April 27, 2017

Time: 10:00 a.m., Eastern Daylight Time

Place: Virginia War Memorial

621 S. Belvidere Street

Richmond, Virginia 23220

**Proposals to be Considered at the Annual Meeting**

At the annual meeting, you will be asked to consider and vote on the following proposals:

to elect seven directors;

to ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2017;

to consider and act on an advisory vote regarding the approval of the compensation paid to certain executive officers (say-on-pay);

to consider and act on an advisory vote regarding the frequency of say-on-pay votes (say-on-frequency); and

to transact such other business as may properly come before the annual meeting.

In the event that a quorum is not present at the annual meeting, you may also be asked to vote upon a proposal to adjourn or postpone the annual meeting to solicit additional proxies.

### **Record Date**

Our Board of Directors has fixed the close of business on February 28, 2017 as the record date for the annual meeting and only holders of record of NewMarket common stock on the record date are entitled to vote at the annual meeting. On the record date, there were outstanding 11,852,697 shares of NewMarket common stock.

### **Voting Rights and Quorum**

Each share of NewMarket common stock is entitled to one vote. The presence in person or representation by proxy of holders of a majority of the shares of NewMarket common stock issued and outstanding as of the close of business on February 28, 2017 will constitute a quorum at the annual meeting. If a share is represented for any purpose at the meeting, it is deemed to be present for the transaction of all business. Abstentions, withheld votes and shares held of record by a broker or its nominee that are voted on any matter are included in determining the number of votes present. Broker shares that are not voted on any matter at the meeting will not be included in determining whether a quorum is present. In the event that a quorum is not present at the annual meeting, it is expected that the annual meeting will be adjourned or postponed to solicit additional proxies.



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### **Vote Required**

The number of votes cast in favor of electing each nominee for director must be greater than the votes cast against any such nominee. If a nominee does not receive a majority of votes cast for his or her election, he or she will continue to serve on the Board of Directors as a holdover director and will be required to submit a letter of resignation promptly to the Board of Directors. Abstentions and broker non-votes will have no effect on the outcome.

The appointment of PricewaterhouseCoopers LLP will be ratified if the votes cast in favor of ratification exceed the number of votes cast against ratification. Abstentions and broker non-votes will have no effect on the proposal to ratify the appointment of PricewaterhouseCoopers LLP.

The say-on-pay advisory resolution approving the compensation paid to certain executives will be adopted if the votes cast in favor of adoption exceed the number of votes cast against adoption. Abstentions and broker non-votes will have no effect on the say-on-pay advisory proposal.

The advisory vote on the frequency of say-on-pay votes will be adopted for state law purposes if the votes for one of the three options (one, two, or three years) exceed the votes cast for the other two options combined. However, the company will consider shareholders to have expressed a non-binding preference for the frequency option that receives the most favorable votes. Abstentions and broker non-votes will have no effect on the say-on-frequency vote.

If you hold your shares of NewMarket common stock in street name through a brokerage account, your broker may or may not vote your shares in its discretion depending on the proposals before the meeting in the absence of your voting instructions. Under the rules of the New York Stock Exchange, your broker may vote your shares in its discretion on routine matters. We believe that the ratification of the appointment of our independent registered public accounting firm is a routine matter on which brokers will be permitted to vote on behalf of their clients if no voting instructions are furnished. We believe that the election of directors, the say-on-pay advisory vote and the say-on-frequency advisory vote are not routine matters. When a matter is not routine and brokers have not received voting instructions from their clients, brokers cannot vote the shares on that matter. This is commonly referred to as a broker non-vote. Broker non-votes will have no effect on the election of director nominees, the ratification of the appointment of PricewaterhouseCoopers LLP, the say-on-pay advisory vote and the say-on-frequency vote.

### **Voting and Revocation of Proxies**

After carefully reading and considering the information contained in this proxy statement, you should vote over the Internet by following the instructions provided in the Notice of Internet Availability of Proxy Materials (the Notice). Alternatively, you may vote by telephone, or order a paper copy of the proxy materials at no charge on or before April 17, 2017 by following the instructions provided in the Notice. You can also vote in person at the meeting. The Notice and identification will be required to vote in person at the meeting.

Unless you specify to the contrary, all of your shares represented by valid proxies will be voted **FOR** all director nominees, **FOR** the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm, **FOR** the advisory resolution approving the compensation paid to certain executive officers, for **ONE YEAR** for

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the advisory say-on-frequency resolution, and in the discretion of the proxy holders on any other matters that properly come before the annual meeting or any adjournments or postponements of the annual meeting.

The persons you name as proxies may propose and vote for one or more adjournments or postponements of the annual meeting, including adjournments or postponements to permit further solicitations of proxies.

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Until exercised at the annual meeting, you can revoke your proxy and change your vote in any of the following ways:

by delivering written notification to NewMarket at its principal executive offices at 330 South Fourth Street, Richmond, Virginia 23219, Attention: Corporate Secretary;

by changing your vote or revoking your proxy by telephone or over the Internet;

if you hold shares in your name, by attending the annual meeting and voting in person (your attendance at the meeting will not, by itself, revoke your proxy; you must vote in person at the meeting);

if you have instructed a broker or bank to vote your shares, by following the directions received from your broker or bank to change those instructions; or

if you hold shares in street name with your broker or by a nominee, by obtaining a legal proxy from the institution that holds your shares, attending the annual meeting and voting in person (your attendance at the meeting will not, by itself, revoke your proxy; you must vote in person at the meeting).

If you decide to vote by completing, signing, dating and returning a proxy card, you should retain a copy of the voter control number found on the proxy card in the event that you decide later to change or revoke your proxy by telephone or over the Internet.

## **Solicitation of Proxies**

The accompanying proxy is being solicited by our Board of Directors, and we will pay for the entire cost of the solicitation. Arrangements will also be made with brokerage houses and other custodians, nominees and fiduciaries for forwarding the solicitation material to the beneficial owners of NewMarket common stock held of record by those persons, and we may reimburse them for reasonable transaction and clerical expenses. In addition to the use of the mail, proxies may be solicited personally or by telephone, facsimile or other means of communication by our officers and regular employees. These people will receive no additional compensation for these services, but will be reimbursed for any expenses incurred by them in connection with these services. We have engaged Alliance Advisors LLC, a proxy solicitation firm, to assist in the solicitation of proxies. We will pay that firm \$6,000 for its services and reimburse its out-of-pocket expenses for such items as mailing, copying, phone calls, faxes and other related matters, and will indemnify Alliance Advisors LLC against any losses arising out of that firm's proxy soliciting services on our behalf.

## **PROPOSAL 1:**

### **ELECTION OF DIRECTORS**

The Nominating and Corporate Governance Committee has recommended to our Board of Directors, and our Board of Directors has approved, the persons named below as nominees for election to our Board of Directors. Each of the nominees presently serves as a director. Proxies will be voted for the election as directors for the ensuing year of the

persons named below (or if for any reason unavailable, of such substitutes as our Board of Directors may designate). Our Board of Directors has no reason to believe that any of the nominees will be unavailable to serve.

**Phyllis L. Cothran**; age 70; director since 1995; retired, having previously served as President and Chief Operating Officer of Trigon Healthcare, Inc., formerly Blue Cross and Blue Shield of Virginia (health insurance company), where before being President she held positions of increasing responsibility including Chief Financial Officer. Ms. Cothran previously served on the board of directors of Tredegar Corporation from 1993 through 2005. Ms. Cothran brings to the Board of Directors business leadership, corporate strategy and financial expertise.

**Mark M. Gambill**; age 66; director since 2009; co-founder, Managing Director and Chairman of Cary Street Partners (financial advisory and wealth management firm), having previously worked for Wheat First Securities from 1972, including serving as chairman of the underwriting committee, until it was sold to First Union Corporation (now Wells Fargo & Company) in 1998. Other directorships: Speedway Motorsports, Inc. (chairman of Audit Committee) and Triangle Capital Corporation. Mr. Gambill brings to the Board of Directors over thirty-five years of involvement in the capital markets. Mr. Gambill also adds to the Board of Directors his entrepreneurial and financial expertise as well as his board and board committee experiences as a director of other public companies.

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**Bruce C. Gottwald;** age 83; director since 1962; after having served as Chairman of NewMarket and its predecessor Ethyl Corporation for approximately twenty years, Mr. Gottwald stepped down as Chairman on July 29, 2014 and agreed to continue serving as a Director. Mr. Gottwald also previously served as Chief Executive Officer of Ethyl Corporation. From 1998 through 2004, Mr. Gottwald served as an independent director of CSX Corporation. As the former Chief Executive Officer of Ethyl Corporation and long-time Chairman of the company, Mr. Gottwald contributes to the Board of Directors key operational and leadership experience with the company and extensive knowledge of the chemical industry and history of the company. His background and experience enable him to add institutional and industry insight to Board discussions.

**Thomas E. Gottwald;** age 56; director since 1994; Chairman of the Board since July 29, 2014; President and Chief Executive Officer of NewMarket since March 3, 2004, having previously served as President and Chief Executive Officer of Ethyl Corporation from June 1, 2001 through June 30, 2004 and President and Chief Operating Officer of Ethyl prior thereto. As President and Chief Executive Officer of the company, Mr. Gottwald brings to the Board of Directors knowledge of the company's operations and history as well as expertise regarding the industry as a whole.

**Patrick D. Hanley;** age 72; director since 2004; non-executive Chairman of Gallium Technologies, LLC (software start-up specializing in accounts receivable software) until January 2016, having previously served as President and Chief Executive Officer of Gallium Technologies until January 2011. Mr. Hanley also previously served as Senior Vice President-Finance and Accounting of UPS Ground Freight, Inc., formerly Overnite Corporation (truckload and less-than-truckload carrier and wholly owned subsidiary of United Parcel Service, Inc.), and also as Director, Senior Vice President and Chief Financial Officer of Overnite Corporation. Mr. Hanley also previously served in managerial positions at Union Pacific Resources Group, Union Pacific Corporation and Ford Motor Company. From 2010 through 2016, Mr. Hanley also served on the board of directors of Xenith Bankshares, Inc. Other directorship: Old Dominion Freight Line, Inc. Mr. Hanley brings to the Board of Directors insight and knowledge into the management of public companies as well as accounting, finance and Securities and Exchange Commission reporting experience.

**H. Hiter Harris, III;** age 56; director since 2015; co-founded Harris Williams & Co., where he also serves as a Managing Director. Having advised on more than 200 mergers and acquisitions transactions at an international investment banking firm focused on the middle market, Mr. Harris brings to the Board of Directors a wealth of transactional experience and financial expertise, as well as significant knowledge of middle market companies.

**James E. Rogers;** age 71; director since 2003; former chairman of BackOffice Associates, LLC (provider of SAP data quality, migration and governance solutions); previously served as President of SCI Investors Inc. (private equity investment firm) until January 1, 2011. Other directorship: Owens & Minor, Inc. Mr. Rogers brings to the Board of Directors leadership experience and expertise regarding the management of public companies due to his ongoing board and board committee experience, such as his current role as an independent director of Owens & Minor, and his previous membership on the boards of Caraustar Industries, Inc., Wellman, Inc., Cadmus Communications and Chesapeake Corporation.

**Our Board of Directors unanimously recommends that you vote FOR all of the nominees listed above.**

## **Board of Directors**

Our company is managed under the direction of our Board of Directors, which has adopted Corporate Governance Guidelines to set forth certain corporate governance practices. The Corporate Governance Guidelines are available on our website at <http://www.newmarket.com> under Investor Relations, Corporate Governance.

## ***Independence of Directors***

Upon the recommendation of our Nominating and Corporate Governance Committee, our Board of Directors has affirmatively determined that each of the following directors is independent under the general listing standards of the New York Stock Exchange, the exchange on which shares of NewMarket common stock are listed, and our Corporate Governance Guidelines: Messrs. Gambill, Hanley, Harris, Rogers and Ms. Cothran. Our Board has adopted categorical

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standards, as part of our Corporate Governance Guidelines, to assist it in making determinations of independence. Each of the directors identified as independent in this proxy statement meets these standards. A copy of these standards is attached as *Annex A* to this proxy statement. In determining the independence of Mr. Harris, the Board considered that he is an employee of Harris Williams & Co., a wholly owned subsidiary of PNC Bank, N.A., which is a part of The PNC Financial Services Group, Inc. (NYSE: PNC). Affiliates of PNC provide various financial and banking services to us, including acting as co-syndication agent in our revolving credit facility. Our Board determined that these payments and relationships were not material and did not impair Mr. Harris' independence.

### ***Board Meetings***

Our Board of Directors meets on a regularly scheduled basis during the year to review significant developments affecting our company and to act on matters requiring board approval, and may hold special meetings between scheduled meetings when appropriate. During 2016, our Board held five meetings. During 2016, each of the directors attended at least 75% of the aggregate of (1) the total number of meetings of all committees of our Board on which the director then served and (2) the total number of meetings of our Board of Directors.

### ***Meetings of Non-Management Directors; Lead Director***

Our Corporate Governance Guidelines require that the non-management members of our Board of Directors meet in executive session at each regularly scheduled board meeting. The Lead Director chairs all meetings of non-management directors, as provided in our Corporate Governance Guidelines. The Lead Director has the responsibilities to lead the meeting, set the agenda and determine the information to be provided to the other non-management directors at the meeting. Shareholders and other interested persons may contact any of the non-management directors through the method described in *Communications with Our Board* below. Our Corporate Governance Guidelines also require that the independent members of our Board of Directors meet in executive session at each regularly scheduled board meeting and that the Lead Director chair these sessions.

### ***Director Attendance at Annual Meeting***

Our policy is that directors attend the annual meeting of shareholders each year. All directors, who were directors on the date of last year's annual meeting of shareholders, attended last year's annual meeting of shareholders.

### ***Communications with Our Board***

Our Board of Directors has unanimously approved a process for shareholders to send communications to the Board and individual directors. Shareholders and other interested persons may communicate with the full Board of Directors, a specified committee of our Board, the non-management directors or a specified individual member of our Board including the Lead Director in writing by mail c/o NewMarket Corporation, 330 South Fourth Street, Richmond, Virginia 23219, Attention: Chief Legal Officer. All communications will be forwarded to our Board of Directors, the specified committee of our Board or the specified individual director, as appropriate. We screen all regular mail for security purposes.

### ***Board Leadership Structure***

Currently, Thomas Gottwald, our Chief Executive Officer, serves as the Board's Chairman. Thomas Gottwald succeeded Bruce Gottwald as Chairman who served in that role from June 2001 through July 2014 and continues to serve as a non-employee director of the company. James E. Rogers currently serves as the Board's Lead Director.

The Board has no policy with respect to the separation of the offices of Chairman and the Chief Executive Officer. The Board's decision to combine the roles by appointing our current Chief Executive Officer as Chairman was based on the company's historic success in having Bruce Gottwald, the Chief Executive Officer of Ethyl Corporation (NewMarket's predecessor) until 2001, serve as its Chairman. Thomas Gottwald has been serving as our President and Chief Executive Officer since 2004 and served in the same role at Ethyl Corporation from 2001 through 2004. As such, he brings to the chairmanship extensive knowledge of our industry in general and the company's business in particular. The Board believes this leadership structure promotes the development of long-term strategic plans and facilitates the implementation of such plans.



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Under our current Corporate Governance Guidelines, if the Chairman position is held by the company's current Chief Executive Officer, a Lead Director will be appointed by the independent directors. The Lead Director, among other things, works with the Chairman to set and approve agendas and schedules for Board meetings, serves as a liaison between the Chairman and the non-employee directors, and presides at any meetings of the Board at which the Chairman is not present, including executive sessions of the independent directors. Our Corporate Governance Guidelines provide that independent directors will meet in executive session without management present at the time of each regular Board meeting and additionally as deemed appropriate or necessary.

The Board believes that this leadership structure helps provide a well-functioning and effective balance between strong company leadership, an independent Lead Director and oversight by active, independent directors. For the above reasons, the Board of Directors believes the current leadership structure is appropriate for the company.

## **Board's Role in Risk Oversight**

The company's management team is primarily responsible for the day-to-day assessment and management of the company's risk exposure. The Board of Directors provides oversight in connection with these efforts, with a particular focus on the most significant risks facing the company. The Board of Directors believes that full and open communication between the management team and the Board of Directors is essential for both effective risk management and for meaningful oversight. To this end, the Board of Directors regularly meets with members of our senior management team to discuss strategies, key challenges, and risks and opportunities for the company. Management periodically presents to the Board of Directors strategic overviews of the company's most significant issues, including risks affecting the company. The Board also believes that its current leadership structure enhances its ability to engage in risk oversight because of Thomas Gottwald's understanding and insights of the material risks inherent in our business.

In order to help facilitate its risk oversight responsibilities, the Board of Directors utilizes each of its committees to oversee specific areas of risk that are appropriately related to the committee's areas of responsibility. The Audit Committee assists the Board of Directors in discharging its oversight responsibilities in the areas of internal control over financial reporting, disclosure controls and procedures and legal and regulatory compliance. The Audit Committee discusses with management, the internal audit group and the independent auditor guidelines and policies with respect to risk assessment and risk management. The Audit Committee also discusses with management the company's major financial risk exposures and the steps management has taken to monitor and control such exposure. The Compensation Committee assists the Board of Directors in discharging its oversight responsibilities regarding the risks related to the attraction and retention of personnel as well as the risks associated with the design of compensation programs and arrangements applicable to both executive officers and to all employees. The Nominating and Corporate Governance Committee monitors and evaluates the implementation of our Corporate Governance Guidelines. While the Board committees are responsible for initially monitoring certain risks, the entire Board of Directors is kept informed of the significant risks facing the company through management and committee reports about such risks and the steps being taken to mitigate these risks.

## **Risk Assessment of Compensation Policies and Practices**

The Compensation Committee oversees management's evaluation of whether the company's employee compensation policies and practices pose any risks that are reasonably likely to have a material adverse effect on the company. In conducting this evaluation, management reviews the company's overall compensation structure, taking into account the overall mix of compensation and the overall business risk. Management undertakes such a review periodically and reports to the Compensation Committee any finding that a risk related to the company's compensation structure may exist, as well as any factors which may mitigate the risk posed by the particular compensation policy or practice. The

company has determined that there are currently no risks arising from its compensation policies and practices that are reasonably likely to have a material adverse effect on the company.

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### **Committees of Our Board**

Our Board of Directors has established various committees to assist it with the performance of its responsibilities. These committees and their current members are described below.

#### ***Executive Committee***

The Executive Committee currently consists of Messrs. Bruce C. Gottwald (Chairman), Thomas E. Gottwald and James E. Rogers. During 2016, the Executive Committee did not meet. The Executive Committee exercises all of the powers of our Board of Directors in the management of the ordinary business of our company when our Board of Directors is not in session.

#### ***Audit Committee***

Messrs. Hanley (Chairman), Harris and Gambill currently serve on the Audit Committee. The Audit Committee operates under a written charter adopted by our Board of Directors, which is available on our website at <http://www.newmarket.com> under Investor Relations, Corporate Governance. During 2016, the Audit Committee met on five occasions. The primary function of the Audit Committee is to assist our Board of Directors in discharging its oversight responsibilities relating to our accounting, reporting, including our internal control over financial reporting, and financial practices by monitoring:

- (1) these practices, generally,
- (2) the integrity of the financial statements and other financial information provided by us to any governmental body or the public,
- (3) our compliance with legal and regulatory requirements,
- (4) our independent registered public accounting firm's qualifications and independence, and
- (5) the performance of our independent registered public accounting firm and internal audit function.

The Audit Committee also reviews and discusses with management the company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the company's policies with respect to risk assessment and risk management. Additionally, the Audit Committee approves the engagement of our independent registered public accounting firm, subject to shareholder ratification. For a further description of the Audit Committee's specific responsibilities, see the Audit Committee's charter. Upon the recommendation of our Nominating and Corporate Governance Committee, our Board of Directors has determined that each of the members of the Audit Committee is independent, as that term is defined under the enhanced independence standards for Audit Committee members in the Securities Exchange Act of 1934 (the Exchange Act) and the rules thereunder, as incorporated into the listing standards of the New York Stock Exchange, and in accordance with our Audit Committee charter. Our Board of Directors has also determined that each of the members of the Audit Committee is an Audit Committee financial expert, as that term is defined under Securities and Exchange Commission rules. Our Board has

further determined that each of the members of the Audit Committee is financially literate and that each of the members of the Audit Committee has accounting or related financial management expertise, as such terms are interpreted by our Board in its business judgment.

***Compensation Committee***

Ms. Cothran (Chairman) and Messrs. Harris and Rogers currently serve on the Compensation Committee. The Compensation Committee operates under a written charter adopted by our Board of Directors, which is available on our website at <http://www.newmarket.com> under Investor Relations, Corporate Governance. Our Board of Directors has determined that each of the members of the Compensation Committee is independent under the general independence standards of the listing standards of the New York Stock Exchange and our Corporate Governance Guidelines. During 2016, the Compensation Committee met on four occasions. This committee reviews and approves the compensation of our directors, management-level employees and, together with all of our independent directors, approves the compensation of

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our Chief Executive Officer. It also approves bonus awards for key executives, certain consultant agreements and initial salaries of new management-level personnel and grants awards under our equity compensation plans. The committee has the sole authority to retain and terminate compensation consultants or other advisors to assist it with its duties. The committee has the sole authority to approve the fees and other retention terms of any such consultant or advisor. The committee may form and delegate its authority to subcommittees where appropriate. For a discussion of the objectives and philosophy of our executive compensation program, see Compensation Discussion and Analysis beginning on page 13.

### ***Nominating and Corporate Governance Committee***

The Nominating and Corporate Governance Committee currently consists of Messrs. Gambill (Chairman) and Hanley and Ms. Cothran. The Nominating and Corporate Governance Committee operates under a written charter adopted by our Board of Directors, which is available on our website at <http://www.newmarket.com> under Investor Relations, Corporate Governance. Our Board of Directors has determined that each of the members of the Nominating and Corporate Governance Committee is independent under the general independence standards of the listing standards of the New York Stock Exchange and our Corporate Governance Guidelines. The Nominating and Corporate Governance Committee met on two occasions during 2016. This committee develops and recommends to our Board of Directors appropriate corporate governance guidelines and policies, monitors and evaluates the implementation of these guidelines and policies, identifies individuals qualified to act as directors, recommends director candidates to our Board for nomination by our Board, and leads the Board in its annual review of the Board and management's performance.

*Nominating and Corporate Governance Committee Process for Identifying and Evaluating Director Candidates.* The Nominating and Corporate Governance Committee evaluates all director candidates in accordance with the director qualification standards described in our Corporate Governance Guidelines. The Nominating and Corporate Governance Committee evaluates any candidate's qualifications to serve as a member of our Board based on the skills and experience of individual board members as well as the skills and experience of our Board as a whole. In addition, the Nominating and Corporate Governance Committee will evaluate a candidate's independence, skills and experience in the context of our Board's needs. While the Board of Directors has not adopted a diversity policy, the Nominating and Corporate Governance Committee and the Board believe it is desirable for the Board to be composed of individuals who represent a mix of backgrounds, skills and experience in order to enhance the Board's deliberations and discussions.

*Director Candidate Recommendations and Nominations by Shareholders.* The Nominating and Corporate Governance Committee's charter provides that the Nominating and Corporate Governance Committee will consider director candidate recommendations by shareholders. Shareholders should submit any such recommendations for the Nominating and Corporate Governance Committee through the method described under Communications with Our Board above. In addition, in accordance with our amended bylaws, any shareholder entitled to vote for the election of directors may nominate persons for election to our Board of Directors so long as that shareholder complies with the procedures set forth in our amended bylaws and summarized in Shareholder Proposals beginning on page 33. There are no differences in the manner in which the committee evaluates director candidates based on whether the candidate is recommended by a shareholder. The Nominating and Corporate Governance Committee did not receive any recommendations from any shareholders in connection with the annual meeting.

### ***Code of Conduct***

We have adopted a Code of Conduct, which is available on our website at <http://www.newmarket.com> under Investor Relations, Corporate Governance, that outlines the principles, policies and laws that are intended to guide our

directors, officers and employees (including our Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer). We maintain several methods for the reporting of violations of our Code of Conduct or other concerns, including a toll-free hotline. We prohibit retaliation of any kind against employees for good faith reports of ethical violations.

We intend to satisfy the disclosure requirement under Item 5.05 of Form 8-K relating to amendments to or waivers from any provision of our Code of Conduct applicable to the Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer by posting this information on our website.

**Table of Contents****Availability of Corporate Governance Guidelines, Code of Conduct and Committee Charters**

Our Corporate Governance Guidelines, Code of Conduct and the charters of the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee are available on our website at <http://www.newmarket.com> under Investor Relations, Corporate Governance and in print to any shareholder upon request by contacting our corporate secretary at NewMarket Corporation, 330 South Fourth Street, Richmond, Virginia 23219.

**Compensation of Directors**

Our Board determines the form and amount of compensation for our non-employee directors based on the recommendation of the Compensation Committee, which conducts an annual review of compensation for our non-employee directors. As part of its review, the Compensation Committee considers, among other factors, whether a director's independence will be jeopardized (1) if director compensation and perquisites exceed customary levels, (2) if our company makes charitable contributions to organizations with which a director is affiliated or (3) if our company enters into contracts with, or provides other indirect forms of compensation to, a director or organization with which a director is affiliated.

The following table and related footnotes present information relating to total compensation of our non-employee directors for the fiscal year ended December 31, 2016. Mr. Thomas E. Gottwald, our President and CEO, does not receive any compensation for his services as Chairman, other than a retirement benefit as described below under

Directors' Retirement Benefits, the change in the actuarial present value of which is disclosed in the Summary Compensation Table on page 21.

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (1) (\$)	Change in Pension Value and Non- qualified Deferred			All Other Compensation (\$)	Total (\$)
			Non-Equity Incentive Plan Compensation (\$)	Earnings (2) (\$)			
Phyllis L. Cothran	\$ 92,500	\$ 59,671	\$ 0	\$ 2,712	\$ 0	\$ 154,883	
Mark M. Gambill	95,000	59,671	0		0	154,671	
Bruce C. Gottwald	80,000		0	652	0	80,652	
Patrick D. Hanley	97,500	59,671	0		0	157,171	
H. Hiter Harris	85,000	59,671	0		0	144,671	
James E. Rogers	105,000	59,671	0		0	164,671	

(1) Represents the aggregate grant date fair market value of the 144 shares of our common stock awarded to each non-employee director on July 1, 2016, computed in accordance with FASB ASC Topic 718. For a description of this plan, see Annual Stock Retainer below.

(2) Represents the aggregate change in the actuarial present value from January 1, 2016 to December 31, 2016 of the retirement benefits for eligible directors described under Directors' Retirement Benefits below. Messrs. Gambill, Hanley, Harris and Rogers are not eligible for this benefit. The actuarial present value is calculated using the

same assumptions we use for financial reporting purposes, except that normal retirement age is age 60. The discount rate for 2016 was assumed to be 4.25%.

***Non-Employee Directors Fees***

During 2016, we paid the following quarterly fees to our non-employee directors (a) \$20,000 to each non-employee director, (b) \$1,250 to each member of our Audit Committee and \$4,375 to the Chairman of our Audit Committee; (c) \$3,125 to the Chairman of our Compensation Committee; (d) \$2,500 to the Chairman of our Nominating and Corporate Governance Committee; and (e) \$6,250 to the Lead Director. Each non-employee director was eligible for an annual stock grant of approximately \$60,000 based on the formula set forth below under the heading Annual Stock Retainer. We do not pay retainer or attendance fees to employee members of our Board of Directors for their service on our Board or its committees including to our Chairman.



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### ***Directors Retirement Benefits***

Any director who was elected to our Board on or before February 23, 1995 and who retires from our Board will receive \$12,000 per year for life after age 60 under our Director Retirement Plan. The \$12,000 is payable in quarterly installments. The retirement payments to former directors may be discontinued under certain circumstances. As of December 31, 2016, Messrs. Bruce C. Gottwald and Thomas E. Gottwald, and Ms. Phyllis L. Cothran were eligible for this benefit upon their retirement after age 60.

### ***Annual Stock Retainer***

Each non-employee director is awarded on each July 1 a number of whole shares of our common stock that, when multiplied by the closing price of our common stock on the immediately preceding business day, equals as nearly as possible but does not exceed \$60,000. The shares are fully vested and nonforfeitable upon grant. Subject only to the stock ownership guidelines described below and the limitations on transfer as may be specified by applicable securities laws, directors may sell their shares at any time.

### ***Share Ownership Guidelines***

Consistent with their responsibilities to our stockholders, each of the non-employee directors is required to maintain a financial stake in the company. To this end, each non-employee director must own shares of our stock with a fair market value of at least five times their annual cash director fee. The Compensation Committee annually reviews and monitors each director's compliance with these guidelines. New directors are given five years to comply with these requirements. Each current non-employee director who has been a member of the Board for five years is in compliance with these guidelines.

### ***Certain Relationships and Related Transactions***

Thomas E. Gottwald, President, Chief Executive Officer and Chairman of the Board of Directors of our company, is a son of director Bruce C. Gottwald. The members of the family of Bruce C. Gottwald may be deemed to be control persons of our company. August Clarke Gottwald, son of Thomas E. Gottwald, serves as a Senior Business Analyst of the company. In 2016, his total annual compensation was approximately \$188,820, a substantial amount of which includes customary expenses paid pursuant to the company's expatriate assignment policy. Daniel Carter Gottwald, son of Thomas E. Gottwald, currently serves as a R&D Supervisor of the company. For most of 2016, he served overseas as a Senior Marketing Analyst and his total annual compensation was approximately \$270,800, a substantial amount of which includes customary expenses paid pursuant to the company's expatriate assignment policy. Edward Parker Gottwald, son of Thomas E. Gottwald, currently serves as a Business Process Analyst of the company. For most of 2016, he served overseas as a Logistics Coordinator and his total annual compensation was approximately \$126,027, a substantial amount of which includes customary expenses paid pursuant to the company's expatriate assignment policy.

During 2016, a provider of pension asset management services was also a beneficial owner of at least 5% of NewMarket common stock. The London Company provided asset management services to the company's pension plan and received approximately \$515,630 in fees for such services in 2016. The investment management agreement was entered into on an arm's-length basis in the ordinary course of business and was reviewed and approved by the Audit Committee.

Our policy is to require that any transaction with a related person required to be reported under applicable Securities and Exchange Commission rules be reviewed and approved or ratified by a committee consisting of independent

directors. We have not adopted procedures for review of, or standards for approval of, these transactions, but instead review related person transactions on a case-by-case basis.

**Section 16(a) Beneficial Ownership Reporting Compliance**

Based solely on our review of the forms required by Section 16(a) of the Exchange Act that we have received, we believe that there has been compliance with all filing requirements applicable to our officers and directors and beneficial owners of greater than 10% of NewMarket common stock.

**Table of Contents****Stock Ownership****Principal Shareholders**

The following table lists any person (including any group as that term is used in Section 13(d)(3) of the Exchange Act) who, to our knowledge, was the beneficial owner as of February 28, 2017, of more than 5% of our outstanding voting shares.

<b>Title of Class</b>	<b>Name and Address of Beneficial Owners</b>	<b>Number of Shares</b>	<b>Percent of Class</b>
Common Stock	The London Company 1800 Bayberry Court, Suite 301 Richmond, Virginia 23226	1,363,652 <sup>(1)</sup>	11.50%
	Bruce C. Gottwald 330 South Fourth Street Richmond, Virginia 23219	1,339,515 <sup>(2)</sup>	11.30%
	Bank of America Corporation Bank of America Corporate Center 100 N Tryon Street Charlotte, North Carolina 28255	828,072 <sup>(3)</sup>	6.99%
	Managed Account Advisors LLC 101 Hudson Street, 9th Floor Jersey City, New Jersey 07302	800,182 <sup>(4)</sup>	6.75%
	The Vanguard Group 100 Vanguard Blvd. Malvern, Pennsylvania 19355	726,843 <sup>(5)</sup>	6.13%
	BlackRock Inc. 55 East 52nd Street New York, New York 10055	669,166 <sup>(6)</sup>	5.65%
	Floyd D. Gottwald, Jr. 330 South Fourth Street Richmond, Virginia 23219	603,881 <sup>(7)</sup>	5.09%

- (1) Information provided is based solely on an amendment to Schedule 13G filed on February 14, 2017 by The London Company, which has sole voting and dispositive power over 1,072,760 shares and shared dispositive power over 290,892 shares.
- (2) As of February 28, 2017, Bruce C. Gottwald had sole voting and investment power over all of the shares disclosed except 18,731 shares held by his wife and 29,700 shares held in a charitable foundation as to which he disclaims beneficial ownership. This amount does not include an aggregate of 1,292,497 shares (10.90%) of NewMarket common stock beneficially owned by the adult sons of Bruce C. Gottwald or an aggregate of 611,728 shares (5.16%) beneficially owned by three separate trusts of which each of the adult sons of Bruce C. Gottwald and his wife are co-trustees. Bruce C. Gottwald and his adult sons have no agreement with respect to the acquisition, retention, disposition or voting of NewMarket common stock.
- (3) Information provided is based solely on an amendment to Schedule 13G filed on February 14, 2017 by Bank of America Corporation, which has shared voting power over 825,627 shares and shared dispositive power over 827,432 shares.
- (4) Information provided is based solely on an amendment to Schedule 13G filed February 8, 2017 by Managed Account Advisors LLC, which has sole dispositive power over 800,182 shares and no voting power over any such shares.
- (5)

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Information provided is based solely on an amendment to Schedule 13G filed on February 10, 2017 by The Vanguard Group, which has sole voting power over 5,079 shares, sole dispositive power over 721,199 shares, shared voting power over 1,070 shares and shared dispositive power over 5,644 shares.

- (6) Information provided is based solely on an amendment to Schedule 13G filed on January 25, 2017 by BlackRock, Inc., which has sole voting power over 641,797 shares and sole dispositive power over all 669,166 shares.
- (7) Information provided is based solely on an amendment to Schedule 13G filed February 14, 2017 by Floyd D. Gottwald, Jr., who has sole voting power over 593,074 shares, sole dispositive power over 603,292 shares and shared voting and dispositive power over 589 shares.

**Table of Contents****Directors and Executive Officers**

The following table sets forth as of February 28, 2017, the beneficial ownership of NewMarket common stock by all of our directors, our Chief Executive Officer and our other executive officers listed under Compensation of Executive Officers on page 21 and all of our directors and current executive officers as a group. Unless otherwise indicated, each person listed below has sole voting and investment power over all shares beneficially owned by him or her.

**Name of Beneficial****Owner**

<b>or Number of Persons in Group</b>	<b>Number of Shares with Sole Voting Investment Power</b>	<b>Number of Shares with Shared Voting Investment Power</b>	<b>Total Number of Shares</b>	<b>Percent of Class<sup>(1)</sup></b>
Phyllis L. Cothran	4,970		4,970	
Mark M. Gambill	1,778	276 <sup>(2)</sup>	2,054	
Bruce C. Gottwald	1,291,084 <sup>(3)</sup>	48,431 <sup>(4)</sup>	1,339,515	11.30%
Thomas E. Gottwald	551,926	34,405 <sup>(5)</sup>	586,331	4.95%
Patrick D. Hanley	2,431	1,200 <sup>(6)</sup>	3,631	
H. Hiter Harris, III	144		144	
Bruce R. Hazelgrove, III	22,896	7,559 <sup>(7)</sup>	30,455	
Brian D. Paliotti	2,622		2,622	
James E. Rogers	4,252		4,252	
Robert A. Shama	12,503		12,503	
M. Rudolph West	11,130		11,130	
Directors and executive officers as a group (13 persons)	1,910,037	84,982	1,995,019	16.83%

(1) Except as indicated, each person or group owns less than 1% of NewMarket common stock.

(2) Such shares are owned jointly by Mr. Gambill and his wife.

(3) 100,000 of such shares serve as collateral for a line of credit.

(4) Mr. Bruce C. Gottwald disclaims beneficial ownership of all 48,431 of such shares.

(5) Mr. Thomas E. Gottwald disclaims beneficial ownership of all 34,405 of such shares.

(6) Such shares are owned jointly by Mr. Hanley and his wife.

(7) Mr. Hazelgrove disclaims beneficial ownership of all 7,559 of such shares.

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**COMPENSATION DISCUSSION AND ANALYSIS**

**Executive Summary**

The Compensation Discussion and Analysis describes our compensation philosophy and objectives and the process followed by the Compensation Committee (Committee) in decisions involving our named executive officers (NEOs). Our NEOs for 2016 are:

Thomas E. Gottwald, Chairman, President and Chief Executive Officer

Robert A. Shama, President of Afton Chemical Corporation

Bruce R. Hazelgrove, III, Executive Vice President and Chief Administrative Officer

Brian D. Paliotti, Vice President and Chief Financial Officer

M. Rudolph West, Vice President, General Counsel and Secretary

Highlighted in the sections that follow are business results and compensation decisions for 2016, which demonstrate the close alignment between pay and performance for our NEOs.

***2016 Business Highlights***

Business performance in 2016 was solid, as evidenced by:

Total shareholder return (TSR) for our 1, 3 and 5 year periods ending December 31, 2016 was 13.1%, 9.8% and 20.3%, respectively, which compares favorably to TSR for other companies in our industry over the long term. The TSRs for the companies in the S&P Specialty Chemicals Index for the same periods were 11.9%, 8.0% and 19.2%, respectively.

2016 segment operating profit for petroleum additives increased by approximately 2.7% over 2015.

NewMarket net income and earnings-per-share increased 2.0% and 5.6% respectively.

The company's business continued to generate strong cash flows. In 2016, we paid dividends of \$75.8 million, funded capital expenditures of \$142.9 million and repurchased 98,867 shares of our common stock at a cost of \$35.8 million.

Our safety performance continues to be very strong with a worldwide injury/illness recordable rate at 0.52 putting the company among the top performers in our industry peer group.

***2016 Compensation Decisions***

Highlights of our 2016 executive compensation program include:

We gave each of our NEOs modest merit salary raises in alignment with our peers.

We awarded our NEOs annual cash bonuses for 2016 consistent with our financial performance and each NEO's individual performance.

For 2016, we did not grant long-term incentive stock awards to our NEOs as the restricted stock award program is not intended to be an annual program with awards granted every year.

Our executive compensation program continues to reflect good corporate governance practices. We have not entered into long-term employment agreements or change in control agreements with any of our NEOs and generally do not provide significant perquisites. We have also adopted a clawback policy that permits us to recover incentive compensation paid to executives in connection with a restatement of the Company's financial statements.

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### ***2016 Chairman and Chief Executive Officer (CEO) Pay***

Our executive compensation program and, in particular, the compensation of our CEO, places a substantial amount of compensation at risk in the form of performance-based pay, and compares favorably to our peers when measured against our performance:

Our CEO's 2016 pay ranked in the middle of our peer group for base salary, between the 25th percentile and median for total cash compensation and ranked below the 25th percentile for total direct compensation as compared to actual 2015 peer group pay.

For 2016, approximately 40% of our CEO's total direct compensation, and approximately 47% of our other NEOs' average 2016 total direct compensation as a group, was at risk in the form of performance-based compensation.

### **Compensation Philosophy and Objectives**

Our executive compensation philosophy is to create a long-term direct relationship between pay and performance. Our executive compensation program is designed to deliver a balanced total compensation package over our executives' careers with our company. The compensation program objectives are to attract, motivate and retain the qualified executives that are crucial to our continued success, as well as to align the interests of our executives and shareholders. The compensation package of our NEOs generally consists of four main elements:

1. **Base Salary** – Market competitive annual fixed pay to compensate our executives for their contribution to the day to day management of the company;
2. **Annual Bonus** – Annual award payable in cash after the completion of the most recent fiscal year, determined based on our corporate financial performance and the achievement of individual objectives;
3. **Long-term equity-based compensation** – Equity awards intended to retain our executives and achieve unity of interest between our executives and long-term shareholders; and
4. **Benefit plans** designed to promote long-term employment.

### **Process for Setting Executive Compensation**

The Committee is responsible for developing, overseeing, and implementing our executive compensation program. The Committee also monitors the results of the program to ensure compensation remains competitive and creates proper incentives to enhance shareholder value. The Committee annually reviews and approves all compensation for the CEO and other NEOs.

The Committee has the responsibility to approve and monitor all compensation for our NEOs. Our CEO is responsible for evaluating and reviewing the performance of all of the NEOs (other than himself) with the Committee and makes



compensation recommendations for base salary, the annual bonus award, any stock award or other special or supplemental benefits to the Committee for those NEOs. The Committee performs the same function for the CEO. The Committee reviews and approves the process and factors used to recommend base salary increases, bonuses and other awards and has the discretion to approve the final awards, based on such factors as it considers relevant. All independent directors also approve the CEO's compensation.

Under its charter, the Committee has the sole authority to retain and terminate compensation consultants or other advisors to assist it with its duties. For 2016, the Committee engaged Frederic W. Cook & Co., Inc. (FWC) as its compensation consultant to advise it on our executive and director compensation programs and to provide it with market compensation data. FWC does not perform any other services for the company. FWC assists the Committee with selecting the members of the company's compensation peer group, provides the Committee comparative market data on compensation levels for our executive officers and compensation practices and programs of our peer group and advises the Committee on the design of our executive compensation program. The Committee has determined that the work performed for the Committee by FWC in 2016 did not raise any conflict of interest.

**Table of Contents****Result of 2016 Say-On-Pay Vote**

At our annual meeting in 2016, our shareholders voted on our executive compensation program (the say-on-pay vote), and approved it (on an advisory basis) by 98.7% of the votes cast. After considering the very strong shareholder endorsement of the executive compensation program, the Committee continued to make compensation decisions that support our stated executive compensation philosophy and objectives and did not make any specific changes to our 2016 executive compensation program in response to the say-on-pay vote.

**Our Compensation Peer Group**

With the assistance of FWC, the Committee selects a compensation peer group of companies similar in size and business to us. The peer group is used to compare executive compensation levels against companies that have executive positions with responsibilities similar in breadth and scope to ours and have businesses that compete with us for executive talent. The Committee reviews the peer group compensation data prepared by FWC to ensure that our executive compensation program is competitive.

The peer group is comprised of 15 companies in the same GICS sub-industry and which are comparable to us in terms of revenue and market capitalization. Our peer group for 2016 was substantially the same as it was for 2015, except Ferro Corporation and FMC Corporation were added and Cytec Industries was removed. Ferro Corporation and FMC Corporation replace Cytec Industries, which was removed after it was acquired by Solvay SA in December 2015, and Rockwood Holdings, Inc., which was removed from our peer group in 2015 after it was acquired by Albemarle Corporation in January 2015. In relation to the peer group, we are at the median measured by revenue, in the top quartile measured by operating income and net income and between the median and 75th percentile measured by market capitalization as of May 31, 2016 or the most recently reported four quarters.

The following 15 companies comprise the peer group used in connection with evaluating our 2016 executive compensation program:

A. Schulman, Inc.	FMC Corporation	W.R. Grace & Co
Albemarle Corporation	H.B. Fuller Company	Polyone Corporation
Cabot Corporation	Innospec Inc.	RPM International Inc.
Chemtura Corp	International Flavors & Fragrances Inc.	Sensient Technologies Corporation
Ferro Corporation	Minerals Technologies Inc.	Stepan Company

**Base Salary**

Our base salary structure is designed to encourage internal growth, attract and retain new talent, and reward strong leadership that will sustain our growth and profitability. In determining and setting base salary, the Committee considers various factors, including our past and current performance, the NEOs' individual contributions to our success throughout their careers, internal pay equity and market data regarding comparable positions within our peer group. For 2016, the Committee reviewed and approved annual merit base salary increases effective September 1, 2016, as follows: Mr. Gottwald was awarded a 3% increase; Mr. Shama was awarded a 3% increase; Mr. Hazelgrove was awarded a 3% increase; and Mr. Paliotti was awarded a 5% increase. Mr. West's salary was set January 1, 2016 at the start of his new role as Vice President, General Counsel and Secretary, and no additional base salary increase was awarded in 2016.

For each of our NEOs, we review base salary data for comparable executive positions in our peer group to ensure that the base salary rate for each executive is competitive. In general, for most of our executives, we regard a base salary rate within 20% of the 50th percentile (median) of the peer group base salary data as appropriately competitive. The 2016 base salaries for our NEOs ranged from between 84% and 106% of the corresponding peer group median.

**Table of Contents****Annual Cash Bonus**

The objectives of our annual bonus program for our NEOs (the Executive Bonus Plan) are to encourage and reward the NEOs for their invention, ability, leadership, loyalty, exceptional service and recruiting others who will contribute to our continued success. We have an established history of aligning our executives' pay with our performance. Our Executive Bonus Plan uses a pre-established formula to determine the maximum bonuses payable to our NEOs. The Committee has the ability to exercise negative discretion to reduce the maximum bonus payouts to reflect other financial performance measures, as well as the individual performance of each NEO and any other factors the Committee deems appropriate, as described below.

***Executive Bonus Plan Formula***

Our Executive Bonus Plan uses an objective, pre-established formula to determine the initial maximum annual bonuses payable to our NEOs. For each NEO, the initial maximum bonus is equal to a specified percentage of our annual operating profit, up to \$2,000,000. The Committee establishes the individual percentage for each NEO based on each executive's past and expected individual performance, expected company performance and projected operating profit, each NEO's position and seniority and internal pay equity considerations. In setting these bonus percentages (and determining the final bonus payouts as described below), the Committee considers the various factors described above and does not target bonuses at a particular percentile or percentile range of the peer group data. No threshold or target bonus is established for any of the NEOs (as a percentage of base salary or otherwise).

We use operating profit as the sole metric for determining the maximum bonuses payable to the NEOs because the Committee believes that operating profit is an important indicator of corporate performance and that management focus on operating profit is key to the success of the company. For purposes of the Executive Bonus Plan, annual operating profit is the sum of segment operating profit less corporate, general, and administrative expenses and any special one-time/non-recurring items, which for 2016 was approximately \$373 million.<sup>1</sup> While annual operating profit is the sole metric used to determine the initial maximum bonuses, final bonuses may be based on the company's performance measured against various other financial metrics, as well as the individual performance of each NEO measured against a variety of individual performance metrics.

For 2016, the maximum annual bonus percentage for Mr. Gottwald was set at 0.35% of operating profit, at 0.20% for Mr. Shama and at 0.15% for the other NEOs in each case up to a maximum annual bonus of \$2,000,000. Based on our 2016 operating profit of approximately \$373 million, these percentages translated into initial maximum bonuses of \$1,305,000 for Mr. Gottwald, \$745,000 for Mr. Shama and \$560,000 for Messrs. Hazelgrove, Paliotti and West.

***Final 2016 Bonuses***

At the end of the year, after the initial maximum bonuses have been determined, the Committee may exercise negative discretion to reduce the bonus for each NEO, based on the recommendations of the CEO (for NEOs other than himself) and any other factors the Committee deems appropriate.

The CEO recommends final bonus amounts for the other NEOs to the Committee (not in excess of the maximum) based on an evaluation of our overall financial performance for the year, each NEO's individual performance, internal pay equity comparisons, comparable peer group compensation data, each NEO's position and seniority, and any other factors deemed relevant by the CEO. Individual performance is generally evaluated based on the long-term and annual operating plan for the NEO's area of responsibility, as well as overall corporate initiatives, and may be measured subjectively. The CEO has discretion to select and evaluate the factors that inform the bonus recommendations and in general does not rely on pre-established weightings or quantitative goals or targets with respect to any individual

performance measures to determine the final bonuses. The Committee follows a similar process for determining the CEO's annual bonus. The various company and individual performance factors that informed the final 2016 bonuses for the NEOs are as described below.

- <sup>1</sup> The 2016 operating profit of \$373 million is based on our 2016 operating profit (calculated in accordance with GAAP) of \$363 million, excluding a charge of \$10 million for the bonus expense.

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### *Company Performance*

In 2016, the company had a solid year with petroleum additives operating profit increasing by 2.7%. Net income and earnings per share increased 2% and 5.6% respectively from 2015. Strong cash flows allowed for funding of capital expenditures of \$142.9 million and improvements in shareholder value through \$75.8 million paid in dividends and the repurchase of 98,867 shares of common stock. The company's safety record continues to be one of the best in the industry with a recordable injury rate of 0.52.

### *Individual Performance*

Mr. Gottwald, President, CEO and Chairman. As described in the company performance section above, under Mr. Gottwald's leadership, the company performed well in 2016 while continuing to invest in the future and improve shareholder value. In addition to overall company performance, the Committee also considered Mr. Gottwald's strategic leadership in multi-functional initiatives designed to improve the structure and management of Afton Chemical in the evaluation of his compensation. The Committee also considered Mr. Gottwald's leadership of the Executive Team and his commitment and dedication to the strengthening of the company's culture and values. He managed the company through leadership transitions at the top levels in the organization and provides strong leadership and direction to his team.

Mr. Shama, President of Afton. Under Mr. Shama's leadership, Afton Chemical generated solid results in 2016. The Committee considered Mr. Shama's leadership of Afton and the progress made on various strategic initiatives in the evaluation of his compensation. Under Mr. Shama's leadership, Afton Chemical achieved growth in volume and profit and continues to have a very strong safety performance record. Mr. Shama successfully led the Afton Leadership Team and the efforts for the development and communication of a long-range strategic plan. Under his leadership, cost effective programs to improve efficiency, quality and product integrity are underway and yielding measurable results.

Mr. Hazelgrove, CAO. The Committee considered Mr. Hazelgrove's leadership in several areas in the evaluation of his compensation in 2016. Under his leadership, the HR organization provided strong support to the business through recruiting, training, succession planning and labor relations, including contributing to the successful conclusion of collective bargaining agreements in two of our manufacturing locations. The IT organization supported several strategic initiatives throughout 2016 and successfully coordinated information systems-related projects and maintained a strong focus on cybersecurity. Mr. Hazelgrove also successfully delivered on real estate projects in 2016 and managed leases and facilities in a manner consistent with the company's cost savings efforts. Our government relations organization supported several key industry initiatives that allow the company and industry to favorably compete in the global economy.

Mr. Paliotti, CFO. Mr. Paliotti has made strategic impacts improving process efficiencies and promoting effective cash management. The Committee considered his strong leadership of the finance organization in the evaluation of his compensation. Under his leadership, the finance organization successfully completed strategic initiatives that improve the company's financial structure and support programs to improve efficiency while managing costs. Mr. Paliotti was also a key leader in the successful negotiation of a \$250 million private placement. He successfully managed the company's balance sheet which allowed \$76 million to be returned to shareholders in the form of dividends and another \$36 million to be used for common stock buy-backs further increasing shareholder value.

Mr. West, VP, General Counsel and Secretary. During Mr. West's first year as General Counsel, the Committee considered his successful transition into the role and his strong leadership of the Legal Department in the evaluation of his compensation. In 2016, Mr. West maintained focus on reinforcing the code of conduct and maintaining high

ethical standards and demonstrated good stewardship of ongoing litigation and environmental compliance activity. Under his leadership, the number of legacy tort cases continues to decrease and the cases are managed under budget and within expected outcomes.

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While both the company and the individual NEOs performed well in 2016, the final bonuses recommended to and approved by the Committee for each NEO were less than the initial maximum amounts, in order that the bonuses payable to each NEO would be consistent with the median total cash compensation level for comparable positions within our peer group and with historical bonus payouts. The final amounts ranged from 49% to 74% of the maximum bonus amounts and placed each NEO's total cash compensation within 21% of the median total cash compensation level for comparable positions within our peer group. The Committee approved the bonus recommendations of the CEO for NEOs other than himself without any change.

The final 2016 bonus amounts as approved by the Committee for each NEO are set forth in the Summary Compensation Table on page 21.

## **Long Term Incentive Awards**

Our long-term incentive program is designed to retain our executives, recognize and reward our executives for their contributions toward our long-term success, and further align their interests with those of our long-term shareholders by tying a portion of their compensation to the value of our common stock. Historically, long-term incentive awards were made in the form of shares of restricted stock with cliff vesting on the third anniversary of the grant date. The restricted stock award program is not intended to be an annual program with shares granted every year, and in 2016 management did not award long-term restricted stock to our NEOs. For 2017, the company developed a performance based stock program with a three year performance period beginning in January 2017. The Performance Stock is intended to vest only upon satisfaction of certain performance criteria, which shall be achieved only if the Company's earnings per share at the end of the performance period is at least equal to the applicable performance targets. The grants under the new plan occurred in 2017 and therefore will be disclosed in the Company's proxy statement filed next year; however, information about the grants for certain of our current NEOs is contained in our current report on Form 8-K filed on December 14, 2016. This plan was developed to further align NEO pay with company performance and shareholder interest.

For equity awards in general, the Committee approves the size of the awards for each NEO in its discretion. The award sizes generally reflect the scope of the duties and responsibilities associated with each NEO's position and seniority, along with other relevant considerations such as peer group compensation data, internal pay equity, company performance and an executive's individual contributions, with no particular weight assigned to any factor. Peer group data is used to compare the competitiveness of the restricted stock grants with equity compensation practices at our peer group companies, but the awards are not targeted at a specific percentile or percentile range of the peer group data.

For our NEOs, our executive compensation program for 2016, as it has been historically, was weighted more toward annual cash-based compensation as opposed to equity-based compensation as compared to our peers. In general, the Committee believes the cash-based bonus program, combined with modest equity grants from time to time, the share ownership guidelines applicable to the NEOs (as described below) and the contribution of company common stock into our Savings Plan (50% of the first 10% of base pay that the participant contributes) provides a balanced package that contributes to and rewards the long-term performance of the company and the executives. The Committee also believes that the Executive Bonus Plan, as currently designed, gives it the needed flexibility to factor in and reward longer-term performance of the company and the NEOs, as the Committee deems appropriate. As described in the Annual Bonus section above, under the Executive Bonus Plan, individual performance measured against a variety of different metrics, including longer-term metrics, may be evaluated in determining the final bonus amounts for each of the NEOs. The discretionary component of the Executive Bonus Plan provides the Committee with flexibility to determine which longer-term metrics to select and weight in the evaluation of each NEO's performance. The Committee monitors the balance of the annual cash and stock components of the executive compensation program and



feels the current balance is appropriate.

***Retirement Benefits***

We offer a number of retirement plans to provide security for current and future needs of our employees. We believe that our benefit plans further our goals of attracting and retaining highly-qualified executives. Our retention programs create management stability and solidify alignment of interest between the NEOs and our long-term shareholders.

*Pension Plan.* We maintain a tax-qualified, defined benefit pension plan (the Pension Plan), aimed at allowing employees, including the NEOs, to retire comfortably at age 65. The Pension Plan is a final average pay plan based on an average of the participant's three consecutive highest-paid years in the ten year period preceding retirement and years of service. Benefits are paid on a monthly basis according to the participant's elected form of payment.

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*Savings Plan.* In addition to the Pension Plan, we maintain a tax-qualified savings plan (the Savings Plan), designed to provide employees, including the NEOs, with a tax-effective method for saving for a comfortable retirement. We contribute 50% of the first 10% of base pay that the participant contributes to the Savings Plan in the form of our common stock. The participant's contribution is 100% vested at all times, while company contributions vest incrementally until five years of service, when they become fully vested.

*Excess Benefit Plan.* Because the Internal Revenue Code places limitations on the contributions and benefits highly-paid employees, such as the NEOs, can make to or receive under the Pension Plan and the Savings Plan, we also provide an excess benefit plan (the Excess Benefit Plan), to which we credit additional amounts for each participant such that the participant receives the benefits that would have been received but would otherwise exceed Internal Revenue Code limitations. A participant does not become eligible to receive payments under the Excess Benefit Plan unless employment terminates at a time or as a result of an event that would have caused the benefits to vest under the Pension Plan. All benefits under the Excess Benefit Plan are paid out of our general assets.

**Agreements with NEOs**

We do not have employment agreements, change in control agreements or other similar agreements with any of our NEOs.

**Other Policies**

*Share Ownership Guidelines*

Consistent with their responsibilities to our stockholders, each of the NEOs is required to maintain a financial stake in the company. To this end, each of the NEOs must own shares of our common stock with a fair market value of at least the following annual cash salary multiples:

<b>Role</b>	<b>Salary multiple</b>
CEO	3X
Other NEOs	1X

Ownership requirements may be fulfilled using the following shares:

Shares owned without restriction;

Unvested restricted stock;

Shares owned through our Savings Plan.

The Committee annually reviews and monitors each NEO's compliance with the guidelines. New NEOs are given five years to comply with these requirements. Each of the current NEOs is in compliance with these guidelines.

*Clawback Policy*

The company has adopted a formal policy requiring each current and former executive officer to forfeit any erroneously awarded incentive-based compensation received by any such officer during the three-year period preceding the date on which the company is required to prepare an accounting restatement due to the material noncompliance of the Company with any financial reporting requirement under the U.S. federal securities laws.

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*Deductibility of Executive Compensation under Code Section 162(m)*

Section 162(m) of the Internal Revenue Code imposes a \$1 million limitation on the deduction the company may take for the annual compensation paid to each of its NEOs (other than its CFO). The Committee continues to monitor the impact of Section 162(m) on our executive compensation program and has designed the Executive Bonus Plan to qualify for the performance-based compensation exception to the \$1 million deduction limitation. Salary and service-based restricted stock awards, such as the awards we grant under our long-term incentive program, do not qualify for the performance-based compensation exception. We may pay compensation, including annual bonuses, that does not qualify for this exception and that is non-deductible under Section 162(m), based on the Committee's evaluation of our business needs.

**THE COMPENSATION COMMITTEE REPORT**

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis with management and, based on such review and discussions, the Compensation Committee has recommended to our Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement.

THE COMPENSATION COMMITTEE

Phyllis L. Cothran (Chairman)  
H. Hiter Harris, III  
James E. Rogers

February 23, 2017

Table of Contents**COMPENSATION OF EXECUTIVE OFFICERS****Summary Compensation Table**

The following table presents information with respect to total compensation of our Chief Executive Officer, our Chief Financial Officer and the three other most highly compensated executive officers of our company, whom we refer to in this proxy statement as the named executive officers, for the fiscal year ended December 31, 2016.

Name and Principal Position	Year	Salary (1) (\$)	Bonus (\$)	Stock Awards (2) (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (3) (\$)	Change in	All Other Compensation (5) (\$)	Total (\$)
							Pension Value and Nonqualified Deferred Earnings Compensation (4) (\$)		
Thomas E. Gottwald President and Chief Executive Officer	2016	\$ 1,002,200	\$ 0	\$ 0	\$ 0	\$ 650,000	\$ 656,095	\$ 51,181	\$ 2,359,476
	2015	973,450	0	92,583	0	625,000	128,037	218,672	2,037,742
	2014	960,733	0	103,137	0	750,000	1,271,478	48,037	3,133,385
Brian D. Paliotti Vice President and Chief Financial Officer	2016	\$ 350,733	\$ 0	\$ 0	\$ 0	\$ 350,000	\$ 94,203	\$ 17,537	\$ 812,473
	2015	335,000	0	69,910	0	300,000	30,457	16,750	752,117
Robert A. Shama President of Afton Chemical Corporation	2016	\$ 562,000	\$ 0	\$ 0	\$ 0	\$ 550,000	\$ 629,831	\$ 40,059	\$ 1,781,890
	2015	538,833	0	92,583	0	500,000	340,931	27,314	1,499,661
	2014	510,000	0	613,094	0	500,000	711,016	37,730	2,371,840
Bruce R. Hazelgrove, III Executive Vice President and Chief Administrative Officer	2016	\$ 442,133	\$ 0	\$ 0	\$ 0	\$ 350,000	\$ 291,822	\$ 22,107	\$ 1,106,062
	2015	429,233	0	92,583	0	315,000	107,778	21,462	966,056
	2014	411,000	0	103,137	0	350,000	422,415	20,550	1,307,102
M. Rudolph West Vice President, General Counsel and Secretary	2016	\$ 365,000	\$ 0	\$ 0	\$ 0	\$ 275,000	\$ 367,254	\$ 18,250	\$ 1,025,504

(1) The amounts in this column represent salaries before compensation reduction payments under the Savings Plan. The Savings Plan is a plan qualified under Section 401(a) of the Internal Revenue Code.

(2)

Represents the aggregate grant date fair value of the awards made as computed in accordance with FASB ASC Topic 718. The assumptions used in determining the grant date fair values of the stock are set forth in Note 13 to our consolidated financial statements, included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2016.

- (3) Represents the amounts paid under the Executive Bonus Plan for the year indicated, which incorporates an objective, pre-established performance measure for determining maximum bonus amounts. See Compensation Discussion and Analysis Annual Bonus for additional information regarding the design of the Executive Bonus Plan.
- (4) The amounts indicate the aggregate change in the actuarial present value of each named executive officer's accrued benefit under the Pension Plan, the Excess Benefit Plan and (solely for Mr. Gottwald) the Director Retirement Plan, which collectively we refer to in this proxy statement as the pension retirement plans. None of the named executive officers have received above market earnings on any nonqualified deferred compensation plans for any of the years reported in the table. For purposes of computing the actuarial present value of the accrued benefit payable to the named executive officers, we used the same assumptions used for financial reporting purposes under GAAP, including that (a) the retirement age is the normal retirement age (age 65 under the Pension Plan and Excess Benefit Plan and age 60 under the Director Retirement Plan), (b) a 4.125% discount rate for the measurement period ended December 31, 2014, a 4.500% discount rate for the measurement period ended December 31, 2015 and a 4.250% discount rate for the measurement period ended December 31, 2016, (c) the named executive officer will remain in our employ until he reaches the normal retirement age and (d) payments will be made on a straight-life monthly annuity basis. For a description of the assumptions we used, see Note 17 to our consolidated financial statements and the

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- discussion in Management's Discussion and Analysis of Financial Condition and Results of Operations both of which are included in our annual report on Form 10-K for the fiscal year ended December 31, 2016 and incorporated by reference into this proxy statement. The higher pension value for 2014 was primarily due to implementing a new mortality table and a lower discount rate. While these changes increased the company's liability from an accounting perspective, they did not increase the retirement benefit payable to the executive.
- (5) The amounts in this column primarily represent our contributions to the Savings Plan and Excess Benefit Plan for each named executive officer. We credited the following amounts under each of the plans listed below to each named executive officer in 2016:

Name	Savings Plan (\$)	Excess Benefit Plan (\$)	Total (\$)
Thomas E. Gottwald	\$ 13,250	\$ 36,860	\$ 50,110
Brian D. Paliotti	13,250	4,287	17,537
Robert A. Shama	13,250	14,850	28,100
Bruce R. Hazelgrove, III	13,250	8,857	22,107
M. Rudolph West	13,250	5,000	18,250

For Mr. Gottwald the amount in this column also includes \$1,071 that he received as a service award including tax gross up. For Mr. Shama the amount in this column also reflects \$11,959 in benefits he received from a service award plus gross up, a spouse travel benefit plus gross up and country club monthly membership fees.

**Grants of Plan-Based Awards**

The following table sets forth information concerning awards under our Executive Bonus Plan and individual restricted stock grants made during the year ended December 31, 2016 to the named executive officers.

Name	Grant Date	Potential Future Payouts Under Non- Equity Incentive Plan Awards (1)			All Other Stock Awards: Grant Date Fair Number of Shares of Stock or Units Awards	
		Threshold	Target	Maximum	(#)	Value of Stock Awards (\$)
Thomas E. Gottwald						
Bonus Program			\$ 650,000	\$ 2,000,000		
Brian D. Paliotti						
Bonus Program			\$ 350,000	\$ 2,000,000		
Robert A. Shama						
Bonus Program			\$ 550,000	\$ 2,000,000		
Bruce R. Hazelgrove, III						
Bonus Program			\$ 350,000	\$ 2,000,000		
M. Rudolph West						
Bonus Program			\$ 275,000	\$ 2,000,000		

(1)

This column reflects the target and maximum amounts potentially payable under the 2016 Executive Bonus Program. The maximum payout is merely the individual dollar limit established by the Executive Bonus Program, and does not reflect the Committee's evaluation of each individual's performance against goals for the year. Maximum bonuses under the Executive Bonus Program are determined based on a percentage assigned to each executive of our company's operating profit for the year. There are no threshold or target levels of performance established with respect to the Executive Bonus Program. The target amount shown above is a representative amount based on the previous fiscal year's performance. See Compensation Discussion and Analysis Annual Cash Bonuses for discussion of 2016 Executive Bonus Program and amounts actually earned in 2016.



**Table of Contents****Outstanding Equity Awards at Fiscal Year-End**

The following table presents information concerning the number and value of nonvested restricted stock and restricted stock units for the named executive officers outstanding as of the end of the fiscal year ended December 31, 2016. There were no other equity awards such as options, SARs or similar instruments or incentive plan awards for the named executive officers outstanding as of the end of the fiscal year ended December 31, 2016.

Name	Stock Awards	
	Number of Shares	
	of Stock or Units	Market Value of Shares of Stock or
	That Have Not Vested	Units That Have Not Vested (5)
	(#)	(\$)
Thomas E. Gottwald	245 (1)	\$ 103,841
	270 (2)	114,437
Brian D. Paliotti	185 (1)	78,410
	135 (2)	57,218
	667 (3)	282,701
Robert A. Shama	245 (1)	103,841
	270 (2)	114,437
	1,335(4)	565,826
Bruce R. Hazelgrove, III	245 (1)	103,841
	270 (2)	114,437
M. Rudolph West	125 (1)	52,980
	120 (2)	50,861

- (1) The shares reported here reflect the 2015 restricted stock awards we made to our NEOs. The 2015 restricted stock award will vest on December 18, 2018, provided the NEO is employed by our company through such date, or upon the executive's earlier termination due to death or disability.
- (2) The shares reported here reflect the regular 2014 restricted stock awards and restricted stock units we made to our NEOs. The 2014 restricted stock award shares and restricted stock units will vest on November 14, 2017, provided the NEO is employed by our company through such date, or upon the executive's earlier termination due to death or disability.
- (3) The shares reported here reflect the special 2014 restricted stock award to Mr. Paliotti, which will vest on November 14, 2019, provided he is employed by our company through such date, or upon his earlier termination due to death or disability.

- (4) The shares reported here reflect the special 2014 restricted stock award to Mr. Shama, which will vest on November 14, 2019, provided he is employed by our company through such date, or upon his earlier termination due to death or disability.
- (5) The market value is based on the last sales price of our common stock as reported by the NYSE on December 30, 2016, which was \$423.84.

**Table of Contents****Stock Vested During Fiscal 2016**

The following table presents information concerning the number and value of stock awards vested for the named executive officers during the fiscal year ended December 31, 2016.

Name	Stock awards	
	Number of shares acquired on vesting (1)(#)	Value realized on vesting (2)
Thomas E. Gottwald	345	\$ 143,744
Brian D. Paliotti	175	72,914
Robert A. Shama	345	143,744
Bruce R. Hazelgrove, III	175	72,914
M. Rudolph West	105	43,748

- (1) The shares reported here reflect the 2013 restricted stock awards we made to our named executive officers that vested on November 11, 2016.
- (2) The value realized is equal to the number of shares vested, multiplied by the closing market price of the company's common stock on the vesting date.

**Pension Benefits**

The following table presents information as of December 31, 2016 concerning each defined benefit plan of our company that provides for payments or other benefits to the named executive officers at, following or in connection with retirement:

Name	Plan Name	Number of	Present Value of Payments During	
		Years Credited Service (#)	Accumulated Benefits (\$)	Last Fiscal Year (\$)
Thomas E. Gottwald	Pension Plan	25 <sup>(1)</sup>	\$ 641,991	\$ 0
	Excess Benefit Plan (Pension Plan Component)	<sup>(1)</sup> 25	3,915,706	0
	Director Retirement Plan <sup>(2)</sup>	n/a	139,305	0
Brian D. Paliotti	Pension Plan	9	141,179	0
	Excess Benefit Plan (Pension Plan Component)	9	103,561	0
Robert A. Shama <sup>(3)</sup>	Pension Plan	25	684,949	0
	Excess Benefit Plan (Pension Plan)	25	1,968,243	0

Component)				
Bruce R. Hazelgrove, III	Pension Plan	20	597,989	0
	Excess Benefit Plan (Pension Plan Component)	20	1,012,207	0
M. Rudolph West	Pension Plan	25	914,535	0
	Excess Benefit Plan (Pension Plan Component)	25	320,005	0

- (1) As of December 31, 2016, Mr. Gottwald had 30 years of service with our company and affiliate or predecessor employers, but only 25 years were applicable as credits for service under the Pension Plan and Excess Benefit Plan. Mr. Gottwald could not apply his full 30 years of service with our company and affiliate or predecessor employers because he had not continuously worked for our company and affiliate or predecessor employers for 30 years. For a period of time, he worked for an entity unrelated to our company and affiliate or predecessor employers.

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- (2) In exchange for his services as a director, Mr. Gottwald is eligible to participate in our Director Retirement Plan, which pays a lifetime benefit of \$12,000 per year upon an eligible director's retirement or on after the age of 60, regardless of years of service. See Compensation of Directors Directors Retirement Benefits on page 10.
- (3) A portion of Mr. Shama's Pension Plan benefit relating to a period during which Mr. Shama was an employee of our subsidiary, Ethyl Canada, is payable under the Ethyl Canada, Inc. Salaried Employees Pension Plan.

For purposes of computing the actuarial present value of the accrued benefit payable to the named executive officers, we used the same assumptions used for financial reporting purposes under GAAP, including that (a) the retirement age is the normal retirement age (age 65 under the Pension Plan and Excess Benefit Plan and age 60 under the Director Retirement Plan), (b) a 4.250% discount rate for the measurement period ended December 31, 2016, (c) the named executive officer will remain in our employ until he reaches the normal retirement age and (d) payments will be made on a straight-life monthly annuity basis. For a description of the assumptions we used, see Note 17 to our consolidated financial statements and the discussion in Management's Discussion and Analysis of Financial Condition and Results of Operations both of which are included in our annual report on Form 10-K for the fiscal year ended December 31, 2016 and incorporated by reference into this proxy statement.

***Pension Plan***

We maintain the Pension Plan, which is a defined benefit plan that covers, generally, full-time salaried U.S. employees of our company and participating subsidiaries who are not covered by a collective bargaining agreement. We have reserved the right to terminate or amend the Pension Plan at any time, subject to certain restrictions identified in the Pension Plan.

The benefit formula under the Pension Plan is based on the participant's final-average earnings, which are defined as the average of the highest three consecutive calendar years' earnings (base pay plus 50% of incentive bonuses paid in any fiscal year) during the 10 consecutive calendar years immediately preceding the date of determination. The years of pension benefit service for each of our named executive officers as of December 31, 2016, were: Thomas E. Gottwald, 25; Brian D. Paliotti, 9; Robert A. Shama, 25; Bruce R. Hazelgrove, III, 20; and M. Rudolph West, 25. Benefits under the pension retirement plans are computed on the basis of a life annuity with 60 months guaranteed payments. The benefits are not subject to reduction for Social Security. On December 31, 2000, we terminated our tax-qualified defined benefit plan for our salaried employees in the United States, which for the purposes of this discussion we refer to as the prior plan, and implemented the Pension Plan with an identical formula on January 1, 2001. For purposes of determining pension benefit service under the Pension Plan, participants receive credit for years of pension benefit service earned under the prior plan; however, their benefits under the Pension Plan are offset by benefits that we paid to them under the prior plan.

Subject to certain limitations, a participant who reaches normal retirement age (65 years of age) receives an annuity for life payable monthly beginning on his normal retirement date (as defined in the Pension Plan) at a monthly allowance equal to the difference between the following:

1.1% of his final average pay plus 1.5% of the excess of his final average pay over his covered compensation, multiplied by his number of years of pension benefit service; and

the sum of (1) any annual benefit accrued or paid under any other qualified defined benefit plan sponsored or previously maintained by an affiliate of our company or any predecessor employer, (2) any annual benefit accrued under a multi-employer defined benefit plan contributed to by an

affiliate of our company on behalf of the participant and (3) the participant's December 31, 2000 accrued benefit under the prior plan, which we paid out when we terminated the prior plan.

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Subject to certain limitations, a participant who retires before his normal retirement date and who has completed 10 years of vesting service and reached age 55 may receive a monthly annuity beginning on his early retirement date (as defined in the Pension Plan). The early retirement annuity is based on the participant's normal retirement benefit but is reduced actuarially to reflect commencement prior to age 65.

Pension Plan benefits with an actuarially equivalent cash value up to \$25,000 may be paid as a lump sum. We amended the Pension Plan in 2015 to increase this value from \$5,000, for benefit commencement and employment termination dates on or after January 1, 2016.

Under the Pension Plan, a participant who transfers to us from one of our subsidiaries or affiliates which maintains its own pension plan will receive a benefit under the Pension Plan that is equal to the greater of his accrued benefit under the Pension Plan based on his total years of service from his date of hire with the subsidiary or affiliate, offset by his benefit under the subsidiary or affiliate's plan, or his benefit accrued under the Pension Plan based on his years of service from his date of transfer with no offset for the accrued benefit under the subsidiary or affiliate's plan. Mr. Shama's Pension Plan benefit is based on his total years of service with us and will be offset by his benefit under the Ethyl Canada Inc. Salaried Employees' Pension Plan accrued with respect to his service prior to December 31, 1997.

***Excess Benefit Plan***

The Internal Revenue Code limits the amount of pension benefits companies may pay under federal income tax qualified plans. As a result, our Board of Directors adopted the Excess Benefit Plan, under which we will make additional payments so that a person affected by the Internal Revenue Code limitations will receive the same amount he otherwise would have received under the Pension Plan and the Savings Plan but for the Internal Revenue Code limitations. We have reserved the right to terminate or amend the Excess Benefit Plan at any time.

We maintain the Excess Benefit Plan in the form of a nonqualified pension plan that provides eligible individuals the difference between the benefits they actually accrue under our Pension Plan and Savings Plan and the benefits they would have accrued under those plans but for the maximum benefit and the limit on annual additions and the limitation on compensation that may be recognized under the Internal Revenue Code. The Excess Benefit Plan is divided into two components, a component for excess contributions credited under the Savings Plan formula and a component for excess benefits accrued under the Pension Plan formula. With respect to the Pension Plan component of the Excess Benefit Plan, which we refer to in this proxy statement as the Pension Plan component, the eligible individuals will accrue the amount that they would have accrued under the Pension Plan but for the limitations recognized by the Internal Revenue Code. With respect to the Savings Plan component of the Excess Benefit Plan, which we refer to as the Savings Plan component, the eligible individuals will be credited with the matching contributions that the company would have made to the Savings Plan but for the limitations imposed by the Internal Revenue Code. The Savings Plan component is hypothetically invested in phantom shares of our common stock based on the fair market value at the end of the month in which the amounts are credited. The amounts credited to the Savings Plan component reflect contributions that cannot be made to the Savings Plan because of limitations under the Internal Revenue Code and earnings thereon. Only the Pension Plan component is reported in the Pension Plan table above; the Savings Plan component is reported in the Nonqualified Deferred Compensation Plan table below.

Benefits accrued under the two components of the Excess Benefit Plan are distributed in the following manner: (1) the Pension Plan component is paid in cash (A) with respect to benefits earned prior to January 1, 2005, at the same time and in the same form as benefits are paid to the eligible individuals under the Pension Plan and (B) with respect to benefits earned after December 31, 2004, in an annuity form elected by the participant and (2) the Savings Plan component is paid in cash (a cash amount equal to the fair market value of our common stock on the date of payment)

in a lump sum following termination of employment. For those participants who are considered key employees under the Internal Revenue Code, generally they will not begin to receive payment on benefits they earn under the Excess Benefit Plan after December 31, 2004 for six months following termination of their employment. All benefits under the Excess Benefit Plan vest if the participant is terminated (other than for reasons of fraud and dishonesty) within three years of a change in control of our company (as defined in the Excess Benefit Plan). All of our named executive officers are currently 100% vested in their Excess Benefit Plan benefits.



**Table of Contents****Nonqualified Deferred Compensation**

The following table presents information concerning the Savings Plan component of our Excess Benefit Plan, which provides for the deferral of compensation paid to or earned by the named executive officers on a basis that is not tax qualified. For a discussion of our Excess Benefit Plan, see Pension Benefits Excess Benefit Plan on page 26.

Name	Executive	Registrant	Aggregate	Aggregate
	Contributions	Contributions	Earnings	Balance at Last
	in Last	in Last	in Last	FYE
	FY	FY <sup>(1)</sup>	FY	
	(\$)	(\$)	(\$)	(\$)
Thomas E. Gottwald	\$ 0	\$ 36,860	\$ 555,388	\$ 5,491,615
Brian D. Paliotti	0	4,287	501	8,531
Robert A. Shama	0	14,850	15,900	159,223
Bruce R. Hazelgrove, III	0	8,857	8,121	96,363
M. Rudolph West	0	5,000	(349)	4,651

(1) For further discussion, see footnote 5 under the Summary Compensation Table on page 21.

**Potential Payments Upon Termination or Change in Control**

We have not entered into any employment, severance, change-in-control or other contract, agreement, plan or arrangement, whether written or unwritten, that provides for payment(s) to any of our named executive officers, at, following, or in connection with any termination of an executive officer's employment or a change in control of the company other than (i) benefits and payments previously disclosed in the Pension Plan and Nonqualified Deferred Compensation Plan tables above, in which all of our named executive officers are currently 100% vested and which are generally payable on any termination of a named executive officer's employment; (ii) employee benefit plans and arrangements that do not discriminate in scope, terms or operation in favor of our executive officers and that are generally available to all of our salaried employees and (iii) the long term incentive awards, which provide for accelerated vesting on termination due to death or disability as described below.

The restricted stock and unit awards granted as a part of our long-term incentive program typically include a service-based vesting requirement. For a discussion of these awards, see Compensation Discussion and Analysis Long Term Incentive Awards on page 18. Any unvested stock awards held by an NEO upon retirement or other termination of employment, other than due to death or disability, prior to the vesting date will be cancelled. However, such awards will vest in full upon an NEO's termination due to death or disability prior to the vesting date. The table below quantifies the estimated benefit to our NEOs in connection with such a trigger event occurring on the last business day of our 2016 fiscal year, and based on a share price of \$423.84, the closing price of our common stock on December 30, 2016.

Name	Disability	Death
Thomas E. Gottwald	\$ 218,278	\$ 218,278
Brian D. Paliotti	418,330	418,330
Robert A. Shama	784,104	784,104

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Bruce R. Hazelgrove, III	218,278	218,278
M. Rudolph West	103,841	103,841

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**AUDIT COMMITTEE REPORT**

The Audit Committee of the Board of Directors is composed of three independent directors and operates under a written charter adopted by the Board of Directors. Management is responsible for NewMarket's financial reporting process, including the effectiveness of its internal control over financial reporting. The independent registered public accounting firm is responsible for performing an independent audit of NewMarket's consolidated financial statements and the effectiveness of NewMarket's internal control over financial reporting in accordance with the standards of the Public Company Accounting Oversight Board (United States) and for issuing reports thereon. The Audit Committee's responsibility is, among other things, to monitor and oversee these processes and to report thereon to the Board of Directors. In this context, the Audit Committee has met and held discussions with management and PricewaterhouseCoopers LLP, NewMarket's independent registered public accounting firm.

Management represented to the Audit Committee that NewMarket's consolidated financial statements were prepared in accordance with generally accepted accounting principles, and the Audit Committee has reviewed and discussed the consolidated financial statements with management and PricewaterhouseCoopers LLP.

The Audit Committee has discussed with PricewaterhouseCoopers LLP the matters required to be discussed by Auditing Standard No. 16, Communications with Audit Committees, as adopted by the Public Company Accounting Oversight Board.

The Audit Committee also has received the written disclosures and the letter from PricewaterhouseCoopers LLP required by Public Company Accounting Oversight Board Rule 3526 (Communication with Audit Committees Concerning Independence), and has discussed with PricewaterhouseCoopers LLP that firm's independence from NewMarket.

Based upon the Audit Committee's discussions with management and PricewaterhouseCoopers LLP and the Audit Committee's review of the representation of management and the report of PricewaterhouseCoopers LLP to the Audit Committee, the Audit Committee recommended that the Board of Directors include the audited consolidated financial statements in NewMarket's Annual Report on Form 10-K for the year ended December 31, 2016 filed with the Securities and Exchange Commission.

**Audit Committee Pre-Approval Policy**

The Audit Committee has adopted an Audit Committee Pre-Approval Policy for the pre-approval of audit services and permitted non-audit services by NewMarket's independent registered public accounting firm in order to assure that the provision of such services does not impair the independent registered public accounting firm's independence from NewMarket. Unless a type of service to be provided by the independent registered public accounting firm has received general pre-approval, it will require specific pre-approval by the Audit Committee. Any proposed services exceeding pre-approved cost levels also will require specific pre-approval by the Audit Committee. In all pre-approval instances, the Audit Committee will consider whether such services are consistent with the Securities and Exchange Commission's rules on auditor independence.

The Audit Committee has designated in the Audit Committee Pre-Approval Policy specific services that have the pre-approval of the Audit Committee and has classified these pre-approved services into one of four categories: Audit, Audit-Related, Tax and All Other. The term of any pre-approval is 12 months from the date of pre-approval, unless the Audit Committee specifically provides for a different period. The Audit Committee will revise the list of pre-approved services from time to time, based on subsequent determinations.

Pre-approval fee levels for all services to be provided by the independent registered public accounting firm will be established periodically by the Audit Committee. Any proposed services exceeding these levels will require specific pre-approval by the Audit Committee. The Audit Committee recognizes the overall relationship of fees for audit and non-audit services in determining whether to pre-approve any such services. For each fiscal year, the Audit Committee may determine the appropriate ratio between the total amount of fees for Audit, Audit-related, and Tax services, and the total amount of fees for services classified as permissible All Other services.

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The Audit Committee has designated the Chief Financial Officer to monitor the performance of the services provided by the independent registered public accounting firm and to determine whether such services are in compliance with the Audit Committee Pre-Approval Policy. Both the Chief Financial Officer and management will immediately report to the Chairman of the Audit Committee any breach of the Audit Committee Pre-Approval Policy that comes to the attention of the Chief Financial Officer or any member of management.

THE AUDIT COMMITTEE

Patrick D. Hanley, Chairman  
Mark M. Gambill  
H. Hiter Harris, III

February 23, 2017

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**PROPOSAL 2:**

**RATIFICATION OF APPOINTMENT OF INDEPENDENT**

**REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee has appointed PricewaterhouseCoopers LLP, an independent registered public accounting firm, as our independent registered public accounting firm for the fiscal year ending December 31, 2017, subject to shareholder approval. A representative of PricewaterhouseCoopers LLP is expected to be present at the annual meeting with an opportunity to make a statement and to be available to respond to appropriate questions.

PricewaterhouseCoopers LLP's principal function is to audit management's assessment of the effectiveness of NewMarket's internal control over financial reporting and our consolidated financial statements and, in connection with that audit, to review certain related filings with the Securities and Exchange Commission and to conduct limited reviews of the financial statements included in our quarterly reports.

**The Audit Committee and our Board of Directors unanimously recommend that you vote FOR the proposal to ratify the appointment of PricewaterhouseCoopers LLP as NewMarket's independent registered public accounting firm for the fiscal year ending December 31, 2017.**

**Fees Billed by PricewaterhouseCoopers LLP**

The following table sets forth the fees billed to us for the audit and other services provided by PricewaterhouseCoopers LLP for the fiscal years ended December 31, 2016 and 2015:

	<b>2016</b>	<b>2015</b>
Audit Fees	\$ 2,453,654	\$ 2,216,012
Audit-Related Fees	0	29,647
Tax Fees <sup>(1)</sup>	1,060,783	953,436
All Other Fees	78,939	519,832
<b>Total fees</b>	<b>\$ 3,593,376</b>	<b>\$ 3,718,927</b>

<sup>(1)</sup> Tax compliance and preparation fees totaled \$198,669 and \$166,014 in fiscal 2016 and 2015, respectively. Audit Fees include fees for services performed to comply with the standards of the Public Company Accounting Oversight Board (United States), including the recurring audit of our consolidated financial statements. This category also includes fees for audits provided in connection with statutory filings or services that generally only the principal auditor reasonably can provide to a client, consents and assistance with and review of documents filed with the Securities and Exchange Commission.

Audit-Related Fees include fees associated with assurance and related services that are reasonably related to the performance of the audit or review of our consolidated financial statements.

Tax Fees primarily include fees associated with tax audits, tax compliance, tax consulting, as well as domestic and international tax planning.

All Other Fees include fees associated with a global restructuring study as a result of the growth of our business outside the U.S. over the past several years, as well as licensing fees associated with our use of PricewaterhouseCoopers LLP's on-line information database containing accounting pronouncements and other authoritative guidance.

As a part of its deliberations, the Audit Committee has considered whether the provision of services described above under All Other Fees is compatible with maintaining the independence of PricewaterhouseCoopers LLP.

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**PROPOSAL 3:**

**ADVISORY VOTE ON APPROVAL OF EXECUTIVE COMPENSATION (SAY-ON-PAY)**

The Dodd-Frank Wall Street Reform and Consumer Protection Act requires us to periodically seek a non-binding advisory vote from our shareholders to approve the compensation as disclosed in the Compensation Discussion & Analysis (CD&A), tabular disclosures and narrative sections accompanying the tabular disclosures in this proxy statement. Since the required vote is advisory, the result of the vote is not binding upon the Board.

The Board has adopted a policy providing for an annual say-on-pay advisory vote. In accordance with this policy, shareholders are asked to approve the following advisory resolution at the company's 2017 Annual Meeting of Shareholders:

**RESOLVED, that the shareholders of NewMarket Corporation approve, on an advisory basis, the compensation awarded by the company to the named executive officers, as disclosed in the Compensation Discussion and Analysis, tabular disclosures, and other narrative executive compensation disclosures in the proxy statement for the 2017 Annual Meeting of Shareholders as required by the rules of the Securities and Exchange Commission.**

The Compensation Committee and the Board of Directors has created a compensation program designed to attract, motivate and retain the qualified executives that help ensure the company's future success, to provide incentives for increasing profits by awarding executives when individual and corporate goals are achieved and to align the interests of executives and long-term shareholders.

The Board of Directors urges shareholders to read the CD&A beginning on page 13 of this proxy statement, which describes in more detail how our executive compensation policies and procedures operate and are designed to achieve our compensation objectives, as well as the Summary Compensation Table and other related compensation tables and narrative, appearing on pages 21 through 27, which provide detailed information on the compensation of our named executive officers. The Board of Directors and the Compensation Committee believe that the policies and procedures articulated in the CD&A are effective in achieving our goals and that the compensation of our named executive officers reported in this proxy statement reflects and supports these compensation policies and procedures.

**Effect of Proposal**

The say-on-pay resolution is non-binding. The approval or disapproval of this proposal by shareholders will not require the Board or the Compensation Committee to take any action regarding the company's executive compensation practices. The final decision on the compensation and benefits of our named executive officers and on whether, and if so, how, to address stockholder approval or disapproval remains with the Board of Directors and the Compensation Committee.

The Board of Directors believes that the Compensation Committee is in the best position to consider the extensive information and factors necessary to make independent, objective, and competitive compensation recommendations and decisions that are in the best interest of the company and its shareholders.

The Board of Directors values the opinions of the company's shareholders as expressed through their votes and other communications. Although the resolution is non-binding, the Board of Directors will carefully consider the outcome of the advisory vote on executive compensation and those opinions when making future compensation decisions.



**Our Board of Directors unanimously recommends that you vote FOR the non-binding resolution on executive compensation.**

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**PROPOSAL 4:**

**ADVISORY VOTE ON THE FREQUENCY OF SAY-ON-PAY VOTES (SAY-ON-FREQUENCY)**

Pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act, at least once every six years we are required to submit for shareholder vote a non-binding resolution to determine whether the advisory shareholder vote on executive compensation described in Proposal 3 above shall occur every one, two, or three years.

After careful consideration, the Board of Directors has determined that holding an annual advisory vote on executive compensation is the most appropriate policy for the company at this time, and recommends that shareholders vote for future advisory votes on executive compensation to occur every ONE year. The Board of Directors believes an annual advisory vote is appropriate because the Compensation Committee evaluates, adjusts and approves the compensation of our named executive officers on an annual basis. Additionally, an annual advisory vote promotes corporate transparency, and gives shareholders the opportunity to provide frequent direct input on compensation matters.

The proxy card provides shareholders with four choices (every one, two, or three years, or abstain). Shareholders are not voting to approve or disapprove the Board's recommendation.

**Effect of Proposal**

The frequency vote is non-binding. Shareholder approval of a one, two, or three-year frequency vote will not require the company to implement an advisory vote on executive compensation every one, two, or three years. The final decision on the frequency of the advisory vote on executive compensation remains with the Board of Directors and/or its committees.

The Board values the opinions of the company's shareholders as expressed through their votes and other communications. Although the resolution is non-binding, the Board and the Compensation Committee will carefully consider the outcome of the frequency vote and other communications from shareholders when making future decisions regarding the frequency of say-on-pay votes.

**Our Board of Directors unanimously recommends that you vote for a frequency of ONE YEAR.**

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**SHAREHOLDER PROPOSALS**

Under the regulations of the Securities and Exchange Commission, any shareholder desiring to make a proposal to be acted upon at the 2018 annual meeting of shareholders must present such proposal to our company's corporate secretary at our principal executive offices at 330 South Fourth Street, Richmond, Virginia 23219 not later than November 13, 2017, in order for the proposal to be considered for inclusion in our proxy statement. We will consider such proposals in accordance with the Securities and Exchange Commission's rules governing the solicitation of proxies. We anticipate holding the 2018 annual meeting on April 26, 2018.

The NewMarket amended bylaws provide that a NewMarket shareholder entitled to vote for the election of directors may nominate persons for election to our Board of Directors by delivering written notice to our company's corporate secretary. With respect to an election to be held at an annual meeting of shareholders, such notice generally must be delivered not later than the close of business on the ninetieth day prior to the first anniversary of the preceding year's annual meeting, and not earlier than the close of business on the one-hundred twentieth day prior to the first anniversary of the preceding year's annual meeting. With respect to an election to be held at a special meeting of shareholders, such notice must be delivered not earlier than the close of business on the one-hundred twentieth day prior to such special meeting, and not later than the close of business on the later of the ninetieth day prior to such special meeting or the tenth day following the day on which public announcement is made of the date of the special meeting and of the nominees proposed by our Board of Directors to be elected at such special meeting.

The shareholder's notice must include:

as to each person whom the shareholder proposes to nominate for election as a director:

all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors in an election contest or is otherwise required pursuant to Regulation 14A under the Exchange Act; and

such person's written consent to being named in the proxy statement as a nominee and to serving as such a director if elected; and

as to the shareholder giving the notice and the beneficial owner, if any, on whose behalf the nomination is made:

the name and address of such shareholder, as they appear on our books, and of such beneficial owner;

the class and number of shares of our capital stock that are owned beneficially and of record by such shareholder and such beneficial owner;

a representation that the shareholder is a holder of record of our stock entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to propose such nomination; and

a representation whether the shareholder or the beneficial owner, if any, intends or is part of a group that intends (1) to deliver a proxy statement and/or form of proxy to holders of at least the percentage of our outstanding capital stock required to elect the nominee and/or (2) otherwise to solicit proxies from shareholders in support of such nomination.

Because the 2017 annual meeting is to be held on April 27, 2017, our corporate secretary must receive written notice of a shareholder proposal to be acted upon at the 2018 annual meeting not later than the close of business on January 27, 2018 nor earlier than the close of business on December 28, 2017.

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In order for a shareholder to bring other business before a shareholder meeting, timely notice must be received by us within the time limits described in the immediately preceding paragraph. The shareholder's notice must contain:

as to each matter:

a brief description of the business desired to be brought before the meeting;

the text of the proposal or business (including the text of any resolutions proposed for consideration and in the event that such business includes a proposal to amend the NewMarket bylaws, the language of the proposed amendment);

the reasons for conducting such business at the meeting; and

any material interest in such business of such shareholder and for the beneficial owner, if any, on whose behalf the proposal is made; and

as to the shareholder giving the notice and the beneficial owner, if any, on whose behalf the proposal is made, the information described above with respect to the shareholder proposing such business.

The requirements found in the NewMarket amended bylaws are separate from and in addition to the requirements of the Securities and Exchange Commission that a shareholder must meet to have a proposal included in our proxy statement.

We will furnish any shareholder desiring a copy of our amended bylaws without charge by writing to our corporate secretary at NewMarket Corporation, 330 South Fourth Street, Richmond, Virginia 23219.

## **CERTAIN MATTERS RELATING TO PROXY MATERIALS**

### **AND ANNUAL REPORTS**

#### **Notice of Internet Availability of Proxy Materials**

If you received a Notice by mail, you will not receive a paper copy of the proxy materials unless you request one. Instead, the Notice will instruct you as to how you may access and review the proxy materials on the Internet. The Notice will also instruct you as to how you may access your proxy card to vote over the Internet. Alternatively, you may vote by telephone, or order a paper copy of the proxy materials at no charge on or before April 17, 2017 by following the instructions provided in the Notice.

#### **Householding of Proxy Materials and Annual Reports for Record Owners**

The Securities and Exchange Commission rules permit us, with your consent, to deliver a single Notice to any household at which two or more shareholders of record reside at the same address. This procedure, known as

householding, reduces the volume of duplicate information you receive and helps to reduce our expenses. Shareholders of record who reside at the same address and receive a single Notice may also request a separate copy of future proxy statements and annual reports by calling 1-800-625-5191 (toll-free).

**We will provide without charge to each person to whom this proxy statement has been delivered, on the written request of any such person, a copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2016, including the financial statements. Requests should be directed to our corporate secretary as described above. A list of the exhibits to the Annual Report on Form 10-K, showing the cost of each, will be delivered with a copy of the Annual Report on Form 10-K. Any of the exhibits listed will be provided upon payment of the charge noted on the list.**

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**DIRECTIONS TO THE ANNUAL MEETING**

**Virginia War Memorial**

**621 S. Belvidere Street**

**Richmond, Virginia 23220**

The Virginia War Memorial is located on the north end of the Robert E. Lee Bridge overlooking the James River. The memorial can be reached by following the directions below. Parking is available in a lot located at the Virginia War Memorial. When you arrive, please enter through the front doors marked the Paul and Phyllis Galanti Education Center, where you will be greeted by the front desk volunteers.

**From Southside, Petersburg, Emporia (I-95)**

Take I-95 North to Richmond. Immediately after crossing the James River Bridge on I-95, take the first exit (74A) onto I-195 (Downtown Expressway). Exit at the Belvidere Street Exit. There is a \$.35 cash toll at this exit, which is not manned. At stoplight turn left onto S. Belvidere Street. Travel about one-half mile and turn left onto Rowe Street.

**From Washington D.C. and Fredericksburg (I-95)**

Take I-95 South/ I-64 East to Exit 76B (Belvidere Street). Turn left onto W. Leigh Street at the stoplight. Turn right onto N. Belvidere Street at the stoplight. Travel about one mile and turn left onto Rowe Street.

**From Charlottesville, Waynesboro, and Staunton (I-64)**

Take I-95/ I/64 East to Exit 76B (US-1/Belvidere Street/US-301). Turn left onto W. Leigh Street at the stoplight. Turn right onto N. Belvidere Street (US-1 S, US-301 S) at the stoplight. Travel about one mile and turn left onto Rowe Street.

**From Virginia Beach and Norfolk (I-64)**

Take I-64 West. Take exit 190 on the left to merge onto N. 5th Street. Continue on N. 5th Street until it intersects with Canal Street. Turn right onto Canal Street. At the stoplight, turn left onto N. Belvidere Street (US-1 S, US-301 S) at the stoplight. Follow approximately one-half mile and turn left onto Rowe Street.

**OTHER MATTERS**

Our Board of Directors is not aware of any matters to be presented for action at the annual meeting other than as set forth in this proxy statement. However, if any other matters properly come before the annual meeting, or any adjournment or postponement thereof, the person or persons voting the proxies will vote them in accordance with their discretion.

**NEWMARKET CORPORATION**

**Independence Determination Guidelines**

For a director to be deemed independent, the Board of Directors of NewMarket Corporation ( NewMarket ) shall affirmatively determine that the director has no material relationship with NewMarket either directly or as a partner, shareholder or officer of an organization that has a relationship with NewMarket. In making this determination, the Board of Directors shall apply the following standards, in which case a director will be deemed not independent:

1. A director is, or has been within the last three years, an employee of NewMarket, or an immediate family member is, or has been within the last three years, an executive officer, of NewMarket. Employment as an interim Chairman, Chief Executive Officer or other executive officer will not disqualify a director from being considered independent following such employment.
2. A director has received or has an immediate family member, serving as an executive officer, who has received, during any twelve-month period within the last three years, more than \$120,000 in direct compensation from NewMarket (excluding director and committee fees and pensions or other forms of deferred compensation for prior service, provided such compensation is not contingent in any way on continued service). Compensation received by a director for former service as an interim Chairman, Chief Executive Officer or other executive officer will not count toward the \$120,000 limitation.
3. (A) A director or an immediate family member is a current partner of a firm that is NewMarket's internal or external auditor; (B) a director is a current employee of such a firm; (C) a director has an immediate family member who is a current employee of such a firm and who personally participates in the audit of NewMarket; or (D) a director or an immediate family member was within the last three years (but is no longer) a partner or employee of such a firm and personally worked on NewMarket's audit within that time.
4. A director or an immediate family member is, or has been within the last three years, employed as an executive officer of another company where any of NewMarket's present executive officers at the same time serves or served on that company's compensation committee.
5. A director is a current employee, or an immediate family member is a current executive officer, of a company that has made payments to, or received payments from, NewMarket for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million, or 2% of such other company's consolidated gross revenues.



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***IMPORTANT ANNUAL MEETING INFORMATION***

Using a **black ink** pen, mark your votes with an **X** as shown in this example. Please do not write outside the designated areas.

**Admission Ticket**

**Electronic Voting Instructions**

**Available 24 hours a day, 7 days a week!**

Instead of mailing your proxy, you may choose one of the voting methods outlined below to vote your proxy.

VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR.

**Proxies submitted by the Internet or telephone must be received by 1:00 a.m., Eastern Time, on April 27, 2017.**

**Vote by Internet**

Go to [www.envisionreports.com/NEU](http://www.envisionreports.com/NEU)

Or scan the QR code with your smartphone

Follow the steps outlined on the secure website

**Vote by telephone**

Call toll free 1-800-652-VOTE (8683) within the USA, US territories & Canada on a touch tone telephone

Follow the instructions provided by the recorded message

**q IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. q**

**Proposals** The Board of Directors recommends a vote **FOR** all the nominees in Proposal 1, **FOR** Proposal 2, **FOR** Proposal 3 and for **ONE YEAR** for Proposal 4.

Election of  
1. Directors:   **For Against Abstain**                                  **For Against Abstain**                                  **For Against Abstain**    +

- |                            |                              |                                 |
|----------------------------|------------------------------|---------------------------------|
| 01 - Phyllis<br>L. Cothran | 02 - Mark<br>M.<br>Gambill   | 03 - Bruce<br>C. Gottwald       |
| 04 - Thomas<br>E. Gottwald | 05 -<br>Patrick D.<br>Hanley | 06 - H.<br>Hiter<br>Harris, III |
| 07 - James<br>E. Rogers    |                              |                                 |

	<b>For    Against Abstain</b>		<b>For Against Abstain</b>
2. Ratification of the appointment of PricewaterhouseCoopers LLP as the independent		3. Approval, on an advisory basis, of the compensation of the	

registered public accounting  
firm for the Corporation for the  
fiscal year ending  
December 31, 2017.

named executive  
officers of NewMarket  
Corporation.

**1 Year 2 Years 3 Years Abstain**

4. Approval, on an  
advisory basis, of the  
frequency of holding  
an advisory vote on  
executive  
compensation.

5. In their discretion, the Proxyholders are  
authorized to vote upon such other business and  
matters as may properly come before the Annual  
Meeting.

**Non-Voting Items**

**Change of Address** Please print new address below.

**Authorized Signatures** This section must be completed for your vote to be counted. **Date and Sign Below**

Please sign name exactly as it appears on the stock certificate. Only one of several joint owners or co-owners need sign.

Date (mm/dd/yyyy) Please print date below. Signature 1 Please keep signature within the box. Please keep signature within the box.

/ /

02J1BA

1UPX

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**Admission Ticket**

(If you plan to attend the Annual Meeting, bring this Admission Ticket with you)

**NewMarket Corporation Annual Meeting of Shareholders**

**Thursday, April 27, 2017 at 10:00 A.M.**

**Virginia War Memorial**

**621 S. Belvidere Street**

**Richmond, VA 23220**

**Directions to the annual meeting can be found in the proxy statement.**

**q IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION,**

**DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. q**

**Proxy NewMarket Corporation**

**Richmond, Virginia**

**This Proxy is Solicited on behalf of the Board of Directors for the Annual Meeting of Shareholders to be held on April 27, 2017**

The undersigned hereby appoints Bruce C. Gottwald and James E. Rogers, or either of them, with full power of substitution in each, proxies to vote all shares of the undersigned in NewMarket Corporation, at the annual meeting of shareholders to be held April 27, 2017, and at any and all adjournments or postponements thereof (the Annual Meeting ):

**This Proxy when properly executed will be voted as specified. If no specification is made, this Proxy will be voted FOR all nominees listed in Proposal 1, FOR Proposal 2, FOR Proposal 3 and for ONE YEAR for**

**Proposal 4 and according to the discretion of the proxy holders on any other matters that may properly come before the Annual Meeting.**

**PLEASE COMPLETE, SIGN, DATE AND RETURN THIS PROXY CARD PROMPTLY USING THE ENCLOSED ENVELOPE.**

(Items to be voted appear on reverse side.)