

CHASE CORP
Form DEF 14A
December 21, 2018
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

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

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
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- Definitive Proxy Statement
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Chase Corporation
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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(3) Filing Party:

(4) Date Filed:

CHASE CORPORATION

295 University Avenue
Westwood, MA 02090
Telephone (781) 332-0700

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Notice is hereby given that the annual meeting of shareholders of Chase Corporation will be held at 9:30 a.m. on Tuesday, February 5, 2019 at the Courtyard Boston Dedham/Westwood, 64 University Avenue, Westwood, MA 02090 for the following purposes:

- (1) To elect nine members of the Board of Directors of the corporation, each to serve until the 2020 annual meeting of shareholders or until his or her successor is duly elected and qualified;
- (2) To conduct a non-binding advisory vote on the compensation of our named executive officers;
- (3) To ratify the appointment of PricewaterhouseCoopers LLP as the corporation's independent registered public accounting firm for the fiscal year ending August 31, 2019; and
- (4) To transact such other business as may properly come before the meeting or any adjournment or postponement of the meeting.

Only shareholders of record on the books of Chase Corporation at the close of business on November 30, 2018 are entitled to notice of and to vote at the meeting.

The Board of Directors hopes that all shareholders who can conveniently do so will personally attend the meeting.

By order of the Board of Directors,

GEORGE M. HUGHES
Corporate Secretary

December 21, 2018

SHAREHOLDERS ARE REQUESTED TO SIGN AND DATE THE ACCOMPANYING PROXY CARD AND PROMPTLY RETURN IT IN THE ENCLOSED ENVELOPE

CHASE CORPORATION
295 University Avenue
Westwood, MA 02090
Telephone (781) 332-0700

PROXY STATEMENT
December 21, 2018

The enclosed proxy is solicited by and on behalf of the Board of Directors of Chase Corporation (the “Company”) for the annual meeting of the Company’s shareholders to be held on February 5, 2019 at 9:30 a.m., and at any adjournment thereof (the “Meeting”). The cost of solicitation will be borne by the Company. In addition to solicitation by mail, directors, officers and regular employees of the Company may solicit proxies personally or by telephone.

The authority granted by a duly executed proxy may be revoked at any time before it is exercised by filing with the Secretary of the Company a written revocation or a duly executed proxy bearing a later date or by voting in person at the Meeting. Shareholders who attend the Meeting in person will not be deemed thereby to have revoked their proxies unless they affirmatively indicate at the Meeting their intention to vote their shares in person. Unless a proxy is revoked, the shares represented thereby will be voted as directed. If no specifications are made, than proxies will be voted "for" the election of the directors nominated by the Board of Directors, "for" the approval, on an advisory and non-binding basis, of the compensation of the Company's named executive officers, "for" the ratification of the appointment of the Company's independent registered public accounting firm, and in accordance with the judgment of the proxy holders as to any other matter that may be properly brought before the Meeting or any adjournment or postponement thereof.

On November 30, 2018, there were 9,402,706 outstanding shares of the Company’s common stock, \$0.10 par value per share, which is the only class of voting stock outstanding. Shareholders of record at the close of business on November 30, 2018 are entitled to vote at the Meeting. With respect to all matters that will come before the Meeting, each shareholder may cast one vote for each share of common stock registered in his or her name on the record date.

A majority in interest of the Company's common stock outstanding and entitled to vote represented at the Meeting in person or by proxy will constitute a quorum for the transaction of business at the Meeting. Directions to withhold authority, abstentions, and broker non-votes will be counted as present at the Meeting for purposes of determining the existence of a quorum at the Meeting. A “broker non-vote” occurs when a registered broker holding a customer’s shares in the name of the broker has not received voting instructions on a matter from the customer and is barred by applicable rules from exercising discretionary authority to vote on the matter and so indicates on the proxy.

The approximate date on which this proxy statement and accompanying proxy card will be first sent or given to shareholders is December 26, 2018. The Company’s annual report for the fiscal year ended August 31, 2018 will be sent to shareholders on the same date.

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on February 5, 2019:

The Notice of Annual Meeting of Shareholders, this proxy statement, and the Company's annual report to shareholders are available at <https://materials.proxyvote.com/16150R>.

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SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding ownership of the Company's common stock as of November 30, 2018 by (i) all persons known to the Company to be beneficial owners of more than 5% of the Company's outstanding common stock, (ii) each of our directors or nominees for director, (iii) each of the executive officers named in our summary compensation table, and (iv) all of our directors and executive officers as a group.

Name	Nature and Amount of Beneficial Ownership			Percentage of Outstanding Shares	
	Number of Shares Owned (a)	Shares Subject to Options (b)	Total Shares Beneficially Owned (c)		
FMR LLC (d) 82 Devonshire Street Boston, MA 02109	1,317,006	—	1,317,006	14.0	%
Edward L. Chase Revocable Trust (e) 39 Nichols Road Cohasset, MA 02025	830,512	—	830,512	8.8	%
Peter R. Chase 295 University Avenue Westwood, MA 02090	975,747	—	975,747	10.4	%
Adam P. Chase (f)	316,543	27,691	344,234	3.7	%
Kenneth J. Feroldi (g)	15,496	—	15,496	*	
Mary Claire Chase	2,142	—	2,142	*	
Thomas D. DeByle (h)	—	—	—	*	
John H. Derby III	1,907	—	1,907	*	
Lewis P. Gack	4,390	—	4,390	*	
Chad A. McDaniel	1,253	—	1,253	*	
Dana Mohler-Faria	1,284	—	1,284	*	
Thomas Wroe, Jr.	5,211	—	5,211	*	
All executive officers and directors as a group (11 persons)	1,325,036	27,691	1,352,727	14.3	%

* Less than one percent

(a) Excludes shares that may be acquired through stock option exercises.

(b) Pursuant to Rule 13d-3(d) (1) of the Exchange Act, includes shares that may be acquired through stock option exercises within the 60-day period following November 30, 2018. Excludes shares underlying stock options that have not vested and will not vest within such 60-day period.

(c) The beneficial owners of these shares have sole voting power and sole investment power over such shares, except as otherwise indicated.

- (d) These shares are deemed to be beneficially owned by FMR LLC, Abigail P. Johnson and Fidelity Low-Priced Stock Fund, a registered investment company. This information is based upon the Schedule 13G/A filed on February 13, 2018 by FMR LLC.

- (e) These shares are deemed to be beneficially owned by the Edward L. Chase Revocable Trust. The trustees have voting and investment power with respect to the shares. The trustees of the trust are Andrew Chase, Jean Chase, Sarah Chase, E. Stephen Chase, and Janet Gibson, each of whom has a business address c/o Edward L. Chase Revocable Trust, 39 Nichols Road, Cohasset, MA 02025.

- (f) Of the total shares beneficially owned, 25,375 represent shares of restricted stock, subject to forfeiture under time-based vesting provisions, with respect to which the executive has the right to vote and receive dividends. Of this amount, 2,286 shares of restricted stock are further subject to forfeiture under performance vesting provisions.

- (g) Of the total shares beneficially owned, 12,819 represent shares of restricted stock, subject to forfeiture under time-based vesting provisions, with respect to which the executive has the right to vote and receive dividends. Of this amount, 952 shares of restricted stock are further subject to forfeiture under performance vesting provisions.

- (h) Nominated as a director for election at the Meeting.

Certain Transactions

Consistent with the requirements of the NYSE American (formerly NYSE MKT), the Audit Committee of the Board of Directors of the Company reviews and oversees any transactions with a “related person” within the scope of the SEC’s rules on disclosure of such transactions. From time to time, the Board of Directors has formed a special independent committee of the Board comprised of independent and non-interested directors to review and oversee proposals relating to specific transactions with related persons on an ad hoc basis. The Company does not have a written policy relating to such review.

Other than as described above, and other than the compensation and severance arrangements with the Company’s named executive officers and the director compensation arrangements described in “Executive Officer and Director Compensation,” the Company is not a participant in any transaction since the beginning of its last completed fiscal year, or any presently proposed transaction, involving more than \$120,000 in which any shareholder holding more than 5% of the Company’s common stock, any of its executive officers, directors, director nominees or the immediate family members of any of them, has or will have a direct or indirect material interest.

Compensation Committee Interlocks and Insider Participation

The current members of the Compensation and Management Development Committee are Messrs. Wroe (Chairman), Derby and McDaniel. None of the Company’s executive officers serves as a member of the board of directors or compensation committee of any other company that has one or more executive officers serving as a member of the Company’s Board of Directors or Compensation and Management Development Committee.

PROPOSAL 1
ELECTION OF DIRECTORS

Nine directors are to be elected at the Meeting. The Board of Directors recommends that the nine nominees named below be elected as directors. The directors elected at the Meeting will hold office until the next annual meeting and until their successors are elected and qualified. When a proxy in the accompanying form is properly executed and returned, unless marked to the contrary, all shares represented by such proxy will be voted for the election of the persons named below. If any nominee should become unable or unwilling to serve as director, then the persons voting the accompanying proxy may in their discretion vote for a substitute. The Board of Directors is not presently aware of any reason that would prevent any nominee from serving as a director if elected.

Vote Required

As long as a quorum is present, the nominees for director shall be elected by a plurality of the votes cast at the Meeting by the holders of shares entitled to vote at the Meeting. Votes may be cast in favor of the election of the nominees for director or withheld; votes that are withheld and broker non-votes will have no effect on the outcome of the election of directors.

Nominees

The following table contains certain information about the nominees for director, as of the record date, including their business experience, qualifications, and other directorships. In addition to the qualifications and other attributes presented below, the Company also believes that each of the nominees has demonstrated the personal and professional integrity, good business judgment, adherence to high ethical standards, and commitment to service to the Company that are required of all directors. All of the current directors' present terms expire in 2019. Eight of the nominees below are current standing directors of the Company. Mr. DeByle is a new director nominee, who was initially introduced to our Executive Chairman through an executive and board recruiting firm and was subsequently interviewed and recommended to the Board by our Nominating and Governance Committee.

Name	Age	Business Experience During Past Five Years, Other Directorships and Qualifications	Has Been a Director Since
Adam P. Chase	46	President of the Company since January 2008, Chief Executive Officer of the Company since February 2015. Adam Chase was the Chief Operating Officer of the Company from February 2007 to February 2015.	2010

Adam Chase has two decades of experience at Chase Corporation in various capacities including finance and operations as well as over ten years as an executive officer of the Company. His background in the day to day management of sales and operations as well as his current perspective gives him insight into the critical components of strategy and tactics that will help grow the Company. The Board believes that it is important to have the insight of the Chief Executive Officer of the Company reflected in its strategic thinking.

Name	Age	Business Experience During Past Five Years, Other Directorships and Qualifications	Has Been a Director Since
Peter R. Chase	70	<p>Chairman of the Board of the Company since February 2007, and Executive Chairman of the Company since February 2015. Peter Chase was the Chief Executive Officer of the Company from September 1993 to February 2015. He is currently a director of AIM Mutual Insurance Company, and was a director of Bridgewater Savings Bank through December 2014.</p> <p>Peter R. Chase was named an executive officer of the Company in 1988, and has more than 45 years' experience in various positions since starting with Chase Corporation. He has extensive knowledge of both the day to day operations of the Company and its strategic vision. The Board believes that Peter Chase's deep understanding of the Company's operations, its history and its industry benefit the Board of Directors in its deliberations and in setting strategy for the Company.</p>	1993
Mary Claire Chase	63	<p>President of Chase Partners, LTD., an executive search firm specializing in financial services and management consulting, since August 2000. Prior to launching Chase Partners, most recently Ms. Chase served as Senior Vice President, Director of Executive Search for Putnam Investments and Director of Global Staffing and Development for Arthur D. Little, Inc.</p> <p>Mary Claire Chase has an extensive background in human resources. Her experience with evaluating executive talent gives her insight into organizational structure which is critical to executing strategic plans.</p>	2005
Thomas D. DeByle	58	<p>Vice President and Chief Financial Officer of Standex International (NYSE:SXI) since March 2008.</p> <p>Mr. DeByle's financial background and broad expertise, including experience as an executive for a publicly traded company that manufactures a variety of products and services for diverse commercial and industrial markets, offers a valuable contribution to the Board, particularly on issues relating to corporate finance, business strategy, strategic acquisitions, managerial issues, and banking relationships.</p>	N/A

Name	Age	Business Experience During Past Five Years, Other Directorships and Qualifications	Has Been a Director Since
John H. Derby III	73	<p>President at Derby Management, a management consulting firm specializing in both emerging and middle market growth companies, since 1990, and Director of Tufts Entrepreneurship Center since 2018 and a professor since 2006. A lecturer at MIT since 2000. Mr. Derby is currently a director of numerous privately held companies (including Reiser Inc. (Chairman), Loci Controls, Brainshark (Co-Founder and Director) and AVIANT Healthcare and Hospice), and served on the board of Research Frontiers Incorporated (NasdaqCM:REFR), from 2011 through 2013.</p> <p>Mr. Derby's strong executive, consulting and sales experience and insight benefit the Company, particularly through his core expertise in sales, marketing and strategic planning.</p>	2015
Lewis P. Gack	74	<p>Principal of LPG Consulting, an accounting and business consulting firm. Previously Treasurer and Chief Financial Officer of the United Group Operating Companies, Inc., a wholesale liquor distributor, from 1998 to October 2007.</p> <p>Mr. Gack offers financial, accounting and legal experience as well as executive experience to the Board. He has a background in public accounting in addition to operations and management expertise including a focus on inventory management and distribution.</p>	2002
Chad A. McDaniel	45	<p>Mr. McDaniel is the Senior Vice President, General Counsel and Chief Administrative Officer of Lydall, Inc. (NYSE:LDL), leading the Company's global Legal, Human Resources and Environmental, Health & Safety organizations. Prior to joining Lydall in 2013, he was with United Technologies Corporation (NYSE:UTX) from 2007 to 2013, serving in multiple legal and managerial positions.</p> <p>Mr. McDaniel's legal and human resource background and broad expertise, including experience working for publicly traded manufacturing companies, offers a valuable contribution to the Board, particularly on issues relating to corporate legal and regulatory matters, strategic acquisitions, managerial issues, banking relationships, corporate finance and business strategy.</p>	2016

Name	Age	Business Experience During Past Five Years, Other Directorships and Qualifications	Has Been a Director Since
Dana Mohler-Faria	71	<p>Dr. Mohler-Faria is currently President Emeritus of Bridgewater State University, after having served as president from 2002 to 2015, and is a former member of the Massachusetts Board of Elementary and Secondary Education. He chairs and is involved in multiple non-profits focused on leadership and higher education. He was formerly the Special Advisor for Education to the Governor of Massachusetts prior to the creation of a cabinet-level Secretary of Education in 2008.</p> <p>Dr. Mohler-Faria's higher education background, including his prior executive role overseeing one of the largest public colleges in Massachusetts, along with his experience advising state government, offers a valuable contribution to the Board, particularly on matters relating to leadership of a diverse organization, working with state government, finance and strategic vision.</p>	2016
Thomas Wroe, Jr.	68	<p>Executive Chairman of the Board of Apex Tool Group, LLC since 2016, previously Chairman of the Board since 2013. Mr. Wroe served as CEO of Apex Tool Group, LLC from 2014 to 2016. He served as Chairman of the Board of Sensata Technologies (NYSE:ST) from its IPO in 2010 until 2015, and continues to serve on its Board. Mr. Wroe was also CEO of Sensata Technologies through 2012. He served on the Board of Directors of GT Advanced Technologies (OTC:GTAT) from 2013 through 2016.</p> <p>Mr. Wroe's strong executive experience, including serving as chief executive of a large public company, provides a well-rounded global perspective. He has experience in the oversight of complex operations and engineering, acquisitions and integration, manufacturing and customer relations, and offers additional business development expertise to the Board.</p>	2008

Adam P. Chase, President and Chief Executive Officer of the Company, is the son of Peter R. Chase, grandson of Edward L. Chase (deceased) and the nephew of Mary Claire Chase.

Peter R. Chase, Executive Chairman of the Company, is the father of Adam P. Chase, the son of Edward L. Chase (deceased) and the brother of Mary Claire Chase.

Mary Claire Chase is the daughter of Edward L. Chase (deceased), the sister of Peter R. Chase and the aunt of Adam P. Chase.

Corporate Governance

The Company has long believed that good corporate governance and high corporate ethics are important to ensure that the Company is managed for the long-term benefit of its shareholders.

The Company's Board of Directors held five meetings during the fiscal year ended August 31, 2018. Each director attended at least 75% of the aggregate of all meetings of the Board of Directors and all meetings held by committees of the Board on which he or she served. The Company does not have a formal policy with respect to director attendance at annual shareholders meetings; however, it does encourage all directors to attend. Seven of the eight current directors nominated and elected attended last year's annual shareholders meeting held in February 2018.

The Company has adopted the Chase Corporation Code of Ethics, which is applicable to all of our employees, including our Executive Chairman, President and Chief Executive Officer, Treasurer and Chief Financial Officer, Chief Accounting Officer and other employees with important roles in the financial reporting process. The Company has also adopted a Code of Business Conduct and Ethics for Directors of Chase Corporation, which is applicable to members of our Board of Directors. The Chase Corporation Code of Ethics and the Code of Business Conduct and Ethics for Directors of Chase Corporation are both available on the Chase Corporation web site www.chasecorp.com. It is the Company's intent to disclose any amendment to these codes of ethics, as they apply to our directors and executive officers, and to disclose any waiver, including an implicit waiver, from the provisions of these codes of ethics as they relate to such directors and officers, on its web site.

Shareholders may contact an individual director, the Board as a group, or a specified Board committee or group, including the non-employee directors as a group, by writing to: Chase Corporation, 295 University Avenue, Westwood, MA 02090 Attn: Board of Directors.

The Board undertakes a review of director independence annually. As a result of its most recent review, the Board has determined that the following directors are independent, as defined in the listing standards of the NYSE American: John H. Derby III, Lewis P. Gack, Chad A. McDaniel, Dana Mohler-Faria and Thomas Wroe, Jr. In making these determinations, the Board considered all relationships between the Company and the directors, including: Mr. Derby's consulting services performed for the Company prior to becoming a Board member, and services performed during fiscal 2017 for which Derby Management received \$5,500. The Board determined each such relationship, and the aggregate of such relationships, to be immaterial to the applicable director's ability to exercise independent judgment. If elected to the Board at the Meeting, Mr. DeByle will also be considered an independent director.

Board Leadership Structure

As part of the Company's succession plan, effective with its annual shareholders meeting held in February 2015, and as approved by the Board at that time, Adam P. Chase was named President and Chief Executive Officer of Chase Corporation and Peter R. Chase was named Executive Chairman of Chase Corporation. The Company had previously combined the offices of Chairman and Chief Executive Officer. Both the current Executive Chairman and the current President and Chief Executive Officer have long histories with the Company, and the Board believes that its leadership structure makes the best use of their combined extensive knowledge of the Company and its industry, and enables clear communication between management and the Board.

While the independent directors meet regularly in executive session, the Board currently has elected not to have a designated lead independent director to chair meetings at which only independent directors are present. The Board's view is that given the relatively small size of the Board, the appointment of a lead independent director is not necessary at this time. The standing committees of the Board all have one or more overlapping members, and the Board feels that communication among committees is relatively efficient in light of this cross-fertilization of membership. The Board believes that it is appropriate to choose the director to lead a particular discussion on a case by case basis, depending on the matter to be discussed, and that the existing structure fosters collaboration among independent directors.

Board's Role in Risk Oversight

The Board is responsible for monitoring the risks that affect the Company, including operational, legal, regulatory, strategic and financial risks. As part of the regular Board meetings, management presents the Board with updates regarding key facets of the Company's operations. The Board is responsible for assessing risks based on its working knowledge of the Company and the risks inherent in the Company's business. As discussed below, the Audit Committee monitors the Company's financial and audit-related risks. The Compensation and Management Development Committee monitors any risks that may arise from the Company's compensation policies and practices.

Committees of the Board of Directors

The Board has the following standing committees: (a) Audit, (b) Compensation and Management Development, and (c) Nominating and Governance. All members of the committees serve at the pleasure of the Board of Directors. The functions and current membership of each committee are as follows:

Audit Committee. The Audit Committee recommends to the Board of Directors the engagement of the Company's registered public accounting firm, reviews the scope and extent of its audit of the Company's financial statements, reviews the annual financial statements with the registered public accounting firm and with management, and makes recommendations to the Board of Directors regarding the Company's policies and procedures as to internal accounting and financial controls. The current members of the Audit Committee are Lewis P. Gack, Chairman, Dana Mohler-Faria, and Chad A. McDaniel. Each member of the committee is independent, as independence for audit committee members is defined in the listing standards of the NYSE American and the applicable regulations of the Securities and Exchange Commission. The Board has determined that Mr. Gack is an audit committee financial expert as defined in Securities and Exchange Commission regulations. The Audit Committee held six meetings during the fiscal year ended August 31, 2018. The Audit Committee operates under a written charter that is available through the Company's website at www.chasecorp.com.

Compensation and Management Development Committee. The Compensation and Management Development Committee advises the Board of Directors on matters of management, organization, and succession, recommends persons for appointments to key employee positions, and makes the final decisions regarding compensation for directors, officers and key employees. The committee also administers the Company's equity incentive plans. The role of our Executive Chairman and our Chief Executive Officer in reporting their evaluations of our other named executive officer and making recommendations as to his compensation (and in the case of the Executive Chairman, his evaluation of and recommendation as to the compensation of the Chief Executive Officer), as well as the committee's use of compensation consultants from time to time in benchmarking base salaries and providing other industry data, are described in more detail in the Compensation Discussion and Analysis presented elsewhere in this proxy statement. The members of the committee are Thomas Wroe, Jr., Chairman, John H. Derby III and Chad A. McDaniel. Each member of the committee is independent, as independence for compensation committee members is defined under the listing standards of the NYSE American and the applicable regulations of the Securities and

Exchange Commission. The committee held four meetings during the fiscal year ended August 31, 2018. The Compensation and Management Development Committee operates under a written charter that is available through the Company's website at www.chasecorp.com.

Nominating and Governance Committee. The Nominating and Governance Committee recommends persons for election as directors of the Company, and makes recommendations to the Board of Directors regarding the structure and membership of the various committees of the Board of Directors, including the Nominating and Governance Committee itself. The members of the Nominating and Governance Committee are Dana Mohler-Faria, Chairman, Lewis P. Gack and Thomas Wroe, Jr. Each member of the committee is independent, as independence for nominating committee members is defined in the listing standards of the NYSE American. The Nominating and Governance Committee held four meetings during the fiscal year ended August 31, 2018. The Nominating and Governance Committee operates under a written charter that is available through the Company's website at www.chasecorp.com.

Director Nomination Process

The Nominating and Governance Committee identifies individuals believed to be qualified to become Board members and recommends individuals to fill vacancies. In nominating candidates, the Committee takes into consideration such factors as it deems appropriate, including judgment, experience, skills and personal character, as well as the needs of the Company. The Nominating and Governance Committee will consider nominees recommended by shareholders if such recommendations are made in writing to the committee and in accordance with the Company's Bylaws. The Nominating and Governance Committee does not plan to change the manner in which the committee evaluates nominees for election as a director based on whether the nominee has been recommended by a shareholder or otherwise.

The Company's Bylaws provide that the Nominating and Governance Committee shall recommend the Chief Executive Officer of the Company for the election to the Board.

The Company's Bylaws provide that the Nominating and Governance Committee may recommend to the Board of Directors any individual or individuals for election to the Board of Directors if, after such election, a majority of the Board of Directors shall consist of "non-affiliated directors." "Non-affiliated directors" are directors (i) who are not lineal descendants of Edward L. Chase (whether by blood or adoption); (ii) who are not the spouse of Edward L. Chase or of any of such spouse's lineal descendants; (iii) who are not at the time of determination, and shall not have been at any time within three years preceding such time, officers or employees of the Company (or its predecessor) or any of its subsidiaries, affiliates or divisions; (iv) who are not at the time of determination the beneficial owners of more than 10% of the issued and outstanding shares of any class of the Company's stock; (v) who are not officers, employees, directors or partners of any person who at the time of determination is a holder of more than 10% of the issued and outstanding shares of any class of the Company's stock; and (vi) who satisfy the standards for independence under the listing rules of any registered national securities exchange on which the Company's stock may be listed.

The Nominating and Governance Committee does not have a formal policy relating to diversity among directors. In considering new nominees and whether to re-nominate existing members of the Board, the committee examines each person's specific skills and attributes in the context of the skill sets represented on the Board as a whole, and seeks to achieve a Board with strengths in its collective knowledge and a broad diversity of perspectives, skills and business and professional experience. Among other items, the committee looks for a range of experience in strategic planning, sales, finance, executive leadership, legal and similar attributes.

Audit Committee Report on Financial Statements for the Year Ended August 31, 2018

The Audit Committee of the Board of Directors is appointed by the Board of Directors. The members of the Audit Committee meet the independence requirements of the NYSE American. The Audit Committee, in accordance with its written charter, oversees the Company's financial reporting process on behalf of the Board of Directors. Management has the primary responsibility for the financial statements and the reporting process including the systems of internal controls. In fulfilling its oversight responsibilities, the Audit Committee reviewed and discussed the audited financial statements for the fiscal year ended August 31, 2018 with management including a discussion of the quality, not just the acceptability, of the Company's accounting principles, the reasonableness of significant judgments, and the clarity of disclosures in the financial statements.

The Audit Committee has discussed with PricewaterhouseCoopers LLP, the Company's Independent Registered Public Accounting Firm, the matters required to be discussed by the Statement of Auditing Standards No. 1301, Communications with Audit Committees, as amended, as adopted by the Public Company Accounting Oversight Board (United States) (PCAOB), which provides that certain matters related to the conduct of the audit of the Company's financial statements are to be communicated to the Audit Committee. The Audit Committee has also received the written disclosures and letter from PricewaterhouseCoopers LLP required by applicable requirements of the PCAOB regarding PricewaterhouseCoopers LLP's communications with the audit committee concerning independence, and has discussed with PricewaterhouseCoopers LLP its independence from the Company.

The Audit Committee discussed with PricewaterhouseCoopers LLP the overall scope and plans for its audit. The Audit Committee met with PricewaterhouseCoopers LLP, with and without management present, to discuss the results of its examination, its evaluation of the Company's internal controls and the overall quality of the Company's financial reporting.

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors (and the Board approved) that the audited financial statements be included in the Company's Annual Report on Form 10-K for the year ended August 31, 2018 for filing with the Securities and Exchange Commission. The Audit Committee approves the selection of PricewaterhouseCoopers LLP to serve as the Company's Independent Registered Public Accounting Firm for fiscal year 2019.

By the Chase Corporation Audit Committee

Lewis P. Gack (Chairman)
Dana Mohler-Faria

Chad McDaniel

EXECUTIVE OFFICER AND DIRECTOR COMPENSATION

Compensation Discussion and Analysis

Introduction

This Compensation Discussion and Analysis is intended to provide a context for the disclosures contained in this proxy statement with respect to the compensation paid to our Executive Chairman, Peter R. Chase, our President and Chief Executive Officer, Adam P. Chase, and our Treasurer and Chief Financial Officer, Kenneth J. Feroldi. Together, these three officers are referred to as the “named executive officers,” and their compensation is detailed in the tables that follow this Compensation Discussion and Analysis. Specifically, this Compensation Discussion and Analysis will explain the objectives and material elements of the compensation of the named executive officers during the fiscal year ended August 31, 2018. On August 20, 2018, the Company hired and appointed Christian J. Talma as its Chief Accounting Officer, a newly created executive officer position. However, because his compensation during the fiscal year ended August 31, 2018 was less than \$100,000, pursuant to applicable SEC rules, his compensation is not covered by the Compensation Discussion and Analysis or the tables that follow.

The Compensation and Management Development Committee of our Board of Directors has the responsibility of developing and overseeing a comprehensive compensation philosophy, with strategies and principles that have the support of the Board of Directors and management, and that ensure the fair and consistent administration of our compensation program. The Compensation and Management Development Committee makes recommendations to the full Board for approval relating to the total compensation to be paid to the named executive officers, including salary, performance bonus, equity awards, long-term awards, benefits and perquisites.

In this analysis, we refer to the Compensation and Management Development Committee as “the committee” or “the compensation committee.”

Philosophy and Objectives of Our Compensation Program

The primary objectives of the compensation committee are to ensure that our executive compensation and benefits programs:

- retain executive talent by offering compensation that is commensurate with pay at other public companies of a similar size in the same or similar industries in the region, as adjusted for individual factors, and considering the complexity of the Company’s business;

- safeguard company interests and the interests of our shareholders;
- are effective in driving executive performance by having, for both the Chief Executive Officer and the Chief Financial Officer, pay at risk, so actual pay is tied to company-wide goal achievement and superior performance is rewarded;
- foster teamwork on the part of management;
- are consistent and competitive with Chase Corporation's compensation peer group;
- are cost-efficient and fair to employees, management and shareholders; and
- are well-communicated to and understood by program participants.

Our compensation committee believes that the most effective compensation program is one that will provide incentives that are directly linked to the achievement of company strategies through easily measured, company-wide performance targets, while providing a reasonable level of income security to the named executive officers through competitive base salaries and retirement benefits. To this end, our executive compensation reflects a balance of cash and non-cash compensation, and a mix of currently paid compensation and long-term incentives. The compensation committee does not set a rigid target for these mixes, and the mix will necessarily vary from year to year based upon our underlying financial performance. Our incentive plans combine financial targets to reward performance with time-based vesting to assist retention.

Committee Purposes and Responsibilities

One of the primary purposes of the compensation committee is to determine the total target compensation levels for the senior executive officers of the Company and to establish and annually review the programs that will determine the actual rewards against those targets.

The committee is charged with ensuring that the target compensation levels and the allocation of short-term and long-term components are sufficient to attract, motivate and retain seasoned professional managers, while at the same time ensuring that the pay is reasonable and fair to our shareholders in light of the Company's financial performance and when compared to executive officers of similar position and responsibility at other businesses.

The committee is also responsible for reviewing the annual compensation for service on our Board of Directors or for service as a member or chair of any of the various committees of our Board of Directors, and, if appropriate, for recommending to the Board for approval any changes to those programs.

The committee has the authority to retain and terminate any legal counsel or any compensation or other consultant to be used to assist in the evaluation of director or executive compensation and has sole authority to approve the consultant's fees or other retention terms.

It also reviews and administers our equity compensation plans, and reviews any existing or proposed employment agreement, change in control or severance agreement, or any special or supplemental benefits not offered as part of a broad-based plan that are made available to our named executive officers. Where appropriate, it recommends adoption, amendment, or termination of such programs or agreements to the full Board of Directors.

Role of Executive Officers in Compensation Decisions

Our compensation committee makes all determinations affecting the compensation for our named executive officers, including our Executive Chairman and our Chief Executive Officer, and recommends those determinations to the full Board of Directors for approval. Our Executive Chairman may from time-to-time attend meetings of the committee as a non-voting advisory member, except that he is not present for any discussion of his individual compensation. The compensation committee receives and considers our Executive Chairman's and our Chief Executive Officer's evaluations of the other named executive officer (and in the case of the Executive Chairman, his evaluation of the Chief Executive Officer), as well as their recommendations with respect to all components of compensation of the other named executive officer (and in the case of the Executive Chairman, his recommendations with respect to all components of compensation of the Chief Executive Officer). In reviewing and considering the evaluations and recommendations received, the committee takes into account the familial relationship between the Executive Chairman, Peter R. Chase and the President and Chief Executive Officer, Adam P. Chase, and satisfies itself that the

recommendations are based solely on merit and performance. The committee expressly reserves the right to exercise its discretion in modifying any adjustments or awards recommended by our Executive Chairman or our Chief Executive Officer, although historically the committee has given significant weight to the recommendations of our Executive Chairman and our Chief Executive Officer with respect to the other named executive officer (and in the case of the Executive Chairman, his recommendations with respect to the Chief Executive Officer).

Use of Compensation Consultants and Benchmarking Data

A description of the extent to which we have historically benchmarked our base salary levels against other companies is described below under “Base Salary.” The committee has taken advice from expert compensation consultants engaged both by the committee and by management to set up the position values and salary ranges for executive officers and continues to adjust base salaries annually in order for the Company to be competitive with respect to executive compensation. The compensation consultants have used similar benchmarking data in recommending the performance-based components of the executive compensation package. The committee engaged a compensation consultant, Pearl Meyer & Partners (“Pearl Meyer”) in fiscal 2017, and Pearl Meyer completed the process of performing a review of executive compensation in 2017. Pearl Meyer provided the committee and management with recommendations based on this review. Prior to this most recent engagement, the Company had last hired Pearl Meyer to perform a similar assessment in 2013.

The committee has considered and will consider the results of this most recent review in establishing compensation plans for fiscal 2018 and subsequent periods.

Prior to engaging Pearl Meyer, the compensation committee assessed the independence of the consultant from management and, on the basis of that assessment and taking into consideration the independence factors that are required to be considered by applicable stock exchange rules, satisfied itself that no relationships exist that would create a conflict of interest or that would compromise its independence from management.

Principal Elements of our 2018 Compensation Program

There were up to three principal elements of compensation for our named executive officers during fiscal 2018. These were:

- base salary;
- for our named executive officers other than our Executive Chairman, a cash bonus component based on the performance of our business against corporate objectives under our annual cash incentive plan;
- for our named executive officers other than our Executive Chairman, long term incentive compensation in the form of equity awards including:
 - a restricted stock award based on the performance of our business against different corporate objectives (comprising 50% of the total equity component target value for our Chief Executive Officer, and 67% for our Chief Financial Officer);
 - a time-based vesting restricted stock award (25% of the total equity component target value for our Chief Executive Officer, and 33% for our Chief Financial Officer); and
- stock options (25% of the total equity component target value for our Chief Executive Officer).

Beginning in fiscal 2017, as a result of discussions between the compensation committee and Peter R. Chase, Executive Chairman, the committee determined that Mr. Chase would not participate in the cash incentive program component of the Company's executive compensation programs going forward. This shift in the allocation of annual pay components for Peter R. Chase away from the cash incentive program reflected a shift in the day-to-day responsibilities of the Executive Chairman (who continues to be a director and the Chairman of the Board of Directors), as part of the Company's succession planning, and following Adam P. Chase's ascension to the Chief Executive Officer role in fiscal 2015. Peter R. Chase has not participated in the Company's equity incentive programs

since 2013, in recognition by the committee of the diminishing incremental benefit of additional equity grants in achieving the shareholder alignment and retention objectives of the equity program in light of Mr. Chase's accumulation of equity from prior years of service. The Executive Chairman's compensation program for fiscal 2018, therefore, consisted primarily of his salary, as it had in the prior year. The committee has retained both the cash bonus and long-term equity components of its executive compensation program for its other named executive officers.

The financial measurement metrics and targets used in both the annual cash incentive plan and the annual equity award plan are subject to annual review by the committee, which reserves the right to set different objectives on either the cash incentive plan or equity award program as it feels appropriate in light of the annual and long-term objectives of the Company. As discussed in more detail below, the committee utilizes differing financial performance targets for the cash incentive plan and the equity awards program. The two programs also differ in the dollar value of the target awards and in their vesting provisions, since payments under the cash incentive plan are made after the end of each fiscal year, and the equity awards (including those that are subject to additional performance-based vesting criteria) customarily vest over a period of three years from the time of grant. The total compensation packages for our Chief Executive Officer and Chief Financial Officer thus provide a mix of (1) current cash payments in the form of salary, independent of year-to-year financial performance; (2) annual cash payments determined by reference to the Company's actual results of operations for the year compared to a target; and (3) equity awards, subject to vesting provisions relating to the Company's financial results, together with restricted stock and (in the case of our Chief Executive Officer) stock options that are not specifically tied to financial performance, but all of which are subject to time-based vesting provisions in order to foster our retention objectives.

The cash incentive plan for 2018 set target compensation levels with reference to targeted earnings before interest expense, taxes, depreciation and amortization (“EBITDA”), as adjusted to exclude costs and gains or losses related to our acquisitions and divestitures, costs of products sold related to inventory step-up to fair value, settlement gains or losses resulting from lump sum distributions to participants in our defined benefit plans, and other significant items (“Adjusted EBITDA”), less the effects of foreign transaction gains or loss (“Adjusted EBITDAX” or the “Adjusted EBITDA-based target”). The equity award program sets target compensation levels with respect to our earnings per share (“EPS”) for the fiscal year in question, as adjusted at the discretion of the committee. As a result, a substantial proportion of our named executive officers’ total compensation under both the cash and equity incentive programs is tied to our earnings in each fiscal year. The committee determined for 2018 that an Adjusted EBITDA-based target is the most appropriate tool for measuring the underlying performance of the Company and its management team for the annual cash incentive plan, while EPS is used for the equity plan as it is a more common and consistent measure for longer term incentive programs and aligns with how shareholders are rewarded. In addition, the committee has chosen to emphasize company-wide achievement of financial objectives in this manner, as opposed to emphasizing more subjective individual performance criteria or measurements based upon business segments or other operating data, because it believes it is important to use a metric that is easily measured and understood from the beginning of the year, that fosters teamwork among the management team, and that most directly aligns the interest of the named executive officers participating in the program with those of all shareholders. The committee does retain discretion to adjust or supplement the cash incentive awards paid, either upward or downward.

The following discussion seeks to explain why the compensation committee has chosen to pay each compensation element, how it determines the amount of each element, and how the element and the committee’s decisions regarding that element in fiscal 2018 fit into the Company’s overall compensation objectives and affect decisions regarding other elements.

Base Salary. We pay a base salary to each of our named executive officers. The objective is to provide base compensation to the executive that is competitive with base compensation that the executive could earn in a similar position at other companies. A range of base salary levels for key positions in the Company was established in 2018 upon the recommendation of a compensation consultant, Pearl Meyer, which was engaged by the committee to provide analysis and input on executive pay and incentive plan design for the then top executive officers and vice presidents of the Company, excluding our Executive Chairman, Peter R. Chase, for reasons noted above.

The ranges for these key positions were established taking into account benchmarking data provided by the compensation consultant which included a survey of the following 15 companies:

American Vanguard Corporation	Lydall, Inc.
Balchem Corporation	PGT Innovations, Inc.
Core Molding Technologies, Inc.	Quaker Chemical Corporation
Flotek Industries, Inc.	Raven Industries, Inc.
FutureFuel Corp.	Rogers Corporation
Hawkins, Inc.	Trecora Resources
KMG Chemicals, Inc.	UFP Technologies, Inc.
Landec Corporation	

The companies surveyed had median revenue in the one year prior to the survey of approximately \$313 million (putting us at the 20th percentile), median full-time employees of 805 (putting us at the 45th percentile) and median market capitalization of approximately \$625 million (putting us at the 73rd percentile). Our market capitalization to revenue ratio was at the 92nd percentile relative to the companies surveyed and our EBITDA margin was the highest relative to the companies surveyed. In comparison to the peer group, Pearl Meyer reported that our Chief Executive Officer's compensation at the time was in the bottom quartile with respect to cash compensation and below median with respect to total compensation, and our Chief Financial Officer's compensation at the time was in the bottom quartile with respect to cash compensation and at the median for total compensation.

Individual executives' base salaries are set initially upon hiring or promotion to a position within the established range, taking into account each executive's experience in the role and other subjective factors, and are reviewed annually thereafter. As outlined above, the Executive Chairman and the Chief Executive Officer make salary adjustment recommendations, if any, to the committee with respect to the other named executive (and in the case of the Executive Chairman, makes any adjustment recommendation to the committee with respect to the Chief Executive Officer). Historically, salary increases have been aligned with movement of the market or have been adjusted in circumstances where executives are promoted to substantially increased responsibilities. For fiscal 2018, the committee increased the salary of Adam P. Chase, our Chief Executive Officer, and Kenneth J. Feroldi, our Chief Financial Officer by 5% and 4%, respectively. The committee did not change the base salary of Peter R. Chase, our Executive Chairman. As evidenced by its reengagement of Pearl Meyer in fiscal 2017, the committee intends from time to time, to revisit the salary ranges used by reference to updated benchmark data in order to ensure that salaries remain competitive but not excessive. The committee will also review the salaries of our named executive officers to align with our current organizational structure, maturation in role, and projected responsibilities.

Cash Incentive Plan. At the beginning of each fiscal year, following the annual budget presentation by management to the Board of Directors, the committee sets a corporate performance target for the upcoming fiscal year to be used in connection with the company's incentive compensation programs. For the reasons discussed above, our Executive Chairman does not participate in the cash incentive plan. As noted above, for the cash incentive plan the financial target was established as an Adjusted EBITDA-based target for fiscal 2018. The Adjusted EBITDA-based target was set by the committee with reference to both historical performance and expected future performance. The committee believes that the targets set as a general matter should be reasonably attainable through consistent performance as compared to recent years, and it is the committee's expectation that the actual awards granted under the relevant plan will exceed the "target" awards where management achieves growth over historical annual Adjusted EBITDAX levels. The Adjusted EBITDA-based targets are set in a way that tends to generally reflect improvement over historical results, at least during periods of multi-year growth in Adjusted EBITDAX, but do not always reflect improvement over the most immediately preceding fiscal year. For fiscal 2018, the corporate Adjusted EBITDA-based target set by the committee was \$71.2 million.

At the end of the fiscal year, actual results are compared to the target established at the beginning of the year. In establishing the compensation program, it is the Board's intent to exclude from actual performance measurements the effect of items generally consistent with items excluded in the Company's historical definition of Adjusted EBITDA. The committee consequently has the discretion to decide, and has decided from time to time in the past, to exclude certain items or to make other adjustments in order to fairly reflect our underlying operating performance for the year. No adjustments were made for fiscal 2018.

In order for any amounts to be payable under the plan, the Company must meet a threshold level of 80% of the Adjusted EBITDA-based target. Actual payments are made under the plan by reference to the target awards established by the committee for each of the named executive officers as a percentage of their base salaries, although they can be subject to adjustment as described below. In addition, once the Adjusted EBITDA-based target has been achieved, the award paid under the plan will be 100% of the target award unless the actual Adjusted EBITDAX for fiscal 2018 exceeds a higher threshold equal to 105% of the actual Adjusted EBITDAX for fiscal 2017 (the prior year). The actual Adjusted EBITDAX for fiscal 2017 was approximately \$73.7 million. The maximum award under the cash incentive plan is reached if the 2018 actual Adjusted EBITDAX exceeds 105% of the 2017 actual Adjusted EBITDAX by an amount equal to at least 20% of the 2018 Adjusted EBITDA-based target. The Company's actual Adjusted EBITDAX was \$75.2 million for fiscal 2018, and represented achievement at 100% of the target amount for

the year (since results were between 100% of the target and 105% of fiscal 2017 actual Adjusted EBITDAX). As explained in more detail below, following the calculation of the payments to be made under the plan for 2018, each of our Chief Executive Officer and our Chief Financial Officer voluntarily reduced the payment they would otherwise have been entitled to receive under the plan.

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The reconciliation from net income, the most directly comparable financial measure presented in accordance with U.S. GAAP, to Adjusted EBITDAX for fiscal 2018 and 2017 is as follows (in thousands):

	Year Ended August 31,	
	2018	2017
Net income	\$ 43,143	\$ 42,014
Interest expense	1,172	839
Income taxes	13,822	18,878
Depreciation expense	5,817	5,130
Amortization expense	11,807	9,127
EBITDA(1)	\$ 75,761	\$ 75,988
Gain on sale of businesses	(1,480)	(2,013)
Exit costs related to idle facility (excluding depreciation)	590	70
Gain on sale of real estate	—	(860)
Cost of sale of inventory step-up	1,070	190
Acquisition-related costs	393	584
Gain on sale of license	(1,085)	—
Pension settlement costs	—	14
Adjusted EBITDA(1)	\$ 75,249	\$ 73,973
Foreign transaction (gains) losses	(85)	(307)
Adjusted EBITDAX	\$ 75,164	\$ 73,666

(1) Our calculations of EBITDA and Adjusted EBITDA, non-GAAP financial measures, are explained in greater detail in our Annual Report on Form 10-K for fiscal year 2018 under the heading “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Other Important Performance Measures.” As outlined above, Adjusted EBITDAX further excludes the impact of foreign transaction gains or losses.

Amounts potentially payable under the cash incentive plan, as a percentage of salary, and amounts actually paid are reflected in the table below for fiscal year 2018.

Name of executive	Cash Awards Payable for 2018				Actual FY 2018 Payment	
	At 80% of target	From 100% of target up to 105% of 2017 Adjusted EBITDAX	At 20% of target over 105% of 2017 Adjusted EBITDAX		Award as percentage of annual salary	Final payments made
Adam P. Chase	50	% 100	% 200	% 79	%	\$ 394,013
Kenneth J. Feroldi	25	% 50	% 100	% 47	%	\$ 134,868

A similar cash incentive program was approved by the committee and maintained and paid out of a bonus pool, with payments determined by reference to our Adjusted EBITDA-based target, for other key employees at the Company. In

fiscal 2018, approximately 175 employees participated in that program (with most payments at the discretion of the Executive Chairman and the Chief Executive Officer).

Based on fiscal 2018 results, Adam P. Chase would have been paid \$500,000 and Kenneth J. Feroldi would have been paid \$142,500 under the cash incentive plan as outlined above. However, each of these named executive officers voluntarily adjusted his award downward in order, among other things, to make a larger bonus pool available to other key employees at the Company. Each named executive officer's actual payment is reflected in the table above.

Equity Incentive Plan. The third element of our compensation program is our equity-based long-term incentive plan. In 2018 our equity incentive plan used a combination of three types of equity awards: performance-based restricted stock, time-vesting restricted stock and stock options. For the reasons discussed above, Peter R. Chase does not participate in the equity incentive plan.

Our Chief Financial Officer, Kenneth J. Feroldi, received a combination of performance-based restricted stock and time-vesting restricted stock, but the components of his equity incentive plan award did not include a stock option grant in light of his relatively low direct equity ownership (having been appointed Chief Financial Officer in September 2014 and not having participated in the equity incentive plan prior to his appointment) and given that his equity award target represents a lower percentage of his salary than the total equity award for Adam P. Chase, our Chief Executive Officer.

The performance-based element measured annual performance against an earnings per share (“EPS”) based target for fiscal 2018.

The other half of the total target equity award for Adam P. Chase was split evenly between time-based vesting restricted stock and stock options and the entire remaining total equity award for Kenneth J. Feroldi consisted of time-based vesting restricted stock.

The following table shows, for each of the named executive officers participating in the equity incentive plan, the total target equity awards for each officer as determined at the beginning of the fiscal year.

Name	Target Equity Award as % of		Value at Grant Date	Performance	Time Vesting	Stock Options at Grant Date (3)
	Salary	%		Shares at Grant Date (1)	Shares at Grant Date (2)	
Adam P. Chase	113	%	\$ 566,666	3,030	1,515	4,591
Kenneth J. Feroldi	60	%	\$ 171,000	1,219	610	—

- (1) Value represents 50% and 67% of the total equity award target for Adam P. Chase and Kenneth J. Feroldi, respectively, and assuming achievement at 100% of the performance targets, using the closing share price on the last day of the prior fiscal year. Based upon actual fiscal 2018 financial performance, the total actual payout for the performance share component of the equity compensation plan for fiscal 2018 was 3,438 shares for Adam P. Chase and 1,383 shares for Kenneth J. Feroldi (subject to additional time-based vesting provisions), calculated in the manner described under “Performance-based restricted stock” below.
- (2) Value represents 25% and 33% of the total equity award targets for Adam P. Chase and Kenneth J. Feroldi, respectively, using the closing share price on the last day of the prior fiscal year.
- (3) Value represents 25% of the total equity award for Adam P. Chase, using the Black-Scholes value of the options on the last day of the prior fiscal year.

In the event of a named executive officer's retirement, death or disability or dismissal without cause before the scheduled vesting date, then the awards will vest pro rata to the date of the termination of employment. In the event of a named executive officer's voluntary termination of employment or termination for cause, all of the unvested portion of the award will be forfeited. Upon a change of control of the Company, any unvested awards will automatically vest.

Each of the three types of equity awards that collectively comprise our equity incentive plan are described in more detail below:

- Performance-based restricted stock. The performance-based restricted stock awards are made at the beginning of the year based upon the target performance levels, with the target number of shares being determined by dividing the target equity award value by our stock price on the grant date. For fiscal 2018, the EPS target set by the committee was \$3.97.

The final award amounts are determined after the end of the fiscal year by reference to our actual performance for the year. In order for any payments to be made under the equity incentive plan, the Company must achieve at least 80% of the EPS target. If the Company achieves less than 80% of the performance target, the full award would be forfeited. If the Company achieves 80% of the target, then the actual payment would be 50% of the target shares (with the other 50% being forfeited). Achievement between 80% and 100% of the target would be pro-rated. If the Company achieves anywhere from 100% of the target to the actual results obtained

in fiscal 2017 (prior year), then the actual payment would be 100% of the targeted share amount. If the Company achieves 120% of the fiscal 2017 results, then the executive's equity award would be 200% of the targeted share amount. Achievement between 100% and 120% of the fiscal 2017 results would be pro-rated. The total opportunity is capped at 200% of the targeted share amount. Accordingly, there is no incremental award in 2018 at performance levels above 120% of fiscal year 2017 results.

EPS as defined in the plan may differ from earnings per share as calculated under generally accepted accounting principles, since the plan uses the fully diluted number of shares outstanding as of the first day of the fiscal year and may include other adjustments as determined by the compensation committee. Our basic and diluted EPS as reported under U.S. generally accepted accounting principles for fiscal 2018 were \$4.60 and \$4.56 per share, respectively. Using the fully diluted number of shares outstanding as of September 1, 2017, the EPS used for purposes of evaluating performance under the 2018 equity plan was \$4.61, or approximately 103% of the prior year plan calculated EPS of \$4.49. The actual payments made under the performance share component of the plan thus represented approximately 113% of the targeted share amount.

The final share amounts are calculated and approved by the compensation committee upon finalization of our financial results for the fiscal year. Equity awards made for fiscal 2018 exceeded the target levels because of the strong earnings achieved by the Company during that year. The restricted stock will not vest, however, until the last day of the second fiscal year following the fiscal year that is used as the performance period. In other words, the performance-based equity awards for fiscal 2018 will vest on August 31, 2020.

The committee believes that the combination of performance measures to determine the number of shares of common stock underlying each award, and the "cliff" vesting of the award two years after the end of the performance period, is useful in accomplishing the dual objectives of rewarding superior performance and encouraging retention of its qualified executives.

- Time-based vesting restricted stock. The committee has incorporated time-based vesting shares into our long-term incentive plan for participating executive officers since 2011. The purpose of the time vesting restricted stock grant is to provide a long-term incentive in the form of a fixed award that is not subject to a performance measurement target. The number of shares is determined by reference to the value of the award (25% and 33% of the total target equity award value for Adam P. Chase and Kenneth J. Feroldi, respectively) divided by the closing market price of our common stock on the last day of the prior fiscal year. The shares vest in three years from their grant, or on August 31, 2020.
- Stock options. Since fiscal 2011, the committee has incorporated stock option grants into our long-term incentive plan on a formulaic basis as part of the overall long-term incentive plan for certain executive officers. Thus, 25% of the total target value of the equity plan awards for 2018 for Adam P. Chase was made in options to purchase common stock. The purpose of the option grant was to further align the executive's interests with that of the shareholders, to encourage equity participation among management team members and provide a long-term incentive for his future commitment as a key member of the executive management team. The option grant was made effective as of September 1, 2017, with an exercise price equal to the fair market value of the common stock on that date. The number of shares of common stock subject to Adam P. Chase's option grant was determined by

taking 25% of his total equity award opportunity and dividing it by the Black-Scholes value of an individual option on the date of grant. The options granted in fiscal 2018 will vest in three equal annual installments, beginning on August 31, 2018. Mr. Feroldi did not receive a stock option grant for the reasons noted above.

Discretionary Bonuses. The committee does not consider discretionary cash bonuses to be a material part of the executive compensation program, outside of the cash incentive plan described above. As noted above, the committee has the discretion to adjust an award determined under the cash incentive plan upward or downward, and has exercised that discretion in prior years in a manner that has historically had a small impact on total compensation compared to the objective components. At the request of the named executive officers participating in the cash incentive plan, the 2018 awards under that plan were adjusted downward for the reasons noted above under “Cash Incentive Plan”.

Voting and Dividends on Stock Awards. Participants in the equity award program are able to vote and receive dividends upon their restricted shares before the vesting period. The committee has determined that permitting the participants to vote and receive dividends prior to the vesting of the awards was appropriate and consistent with the committee’s retention and pay for performance objectives. The committee took into account the fact that dividends on

unvested awards would typically represent a small percentage of the executives' total compensation. Dividends paid on unvested awards are not required to be repaid if the vesting provisions are not met, but the underlying shares themselves remain subject to forfeiture through the vesting date, putting the bulk of the economic value of the award at risk and subject to the performance and time-based vesting conditions.

Chief Executive Officer's Compensation at Risk and Compared to the Creation of Shareholder Value. One of the primary objectives of the compensation program is to drive executive performance by having pay at risk, so actual pay is tied to company-wide goal achievement and superior performance, thus aligning the compensation of our executives with the interests of our shareholders. Summaries of the principal elements of compensation and of the total compensation for Adam P. Chase, Chief Executive Officer, are as follows:

The CEO principal elements of compensation pay mix above is calculated based on (1) 2018 base salary, (2) 2018 cash incentive plan actually paid in November 2018, (3) stock option grants and time-based vesting restricted shares granted in September 2017 and (4) actual performance-based restricted shares awarded based on 2018 performance and valued using August 31, 2017 share prices.

Adam P. Chase, Chief Executive Officer's total compensation has grown (although not at the same rate) along with the Company's creation of shareholder value, as evidenced by the trading price of the Company's common stock as reported by the NYSE American (formerly NYSE MKT) as of August 31 of each applicable year, utilizing fiscal 2015 as the base year. Total compensation above is further detailed under "Summary Compensation Table" below. The above

includes the value of all time-based vesting and actual performance-based shares received for each applicable year, valued at grant-date price, and stock options valued at grant-date Black-Scholes value, inclusive of the \$1,000,000 equity retention grant in fiscal 2017 (prior year), which was split between restricted stock and options.

Adam P. Chase's Annual Incentive Plan ("AIP") cash bonus has grown in alignment with the Company's increasing Adjusted EBITDA, utilizing fiscal 2015 as the base year.

Retirement Programs

In addition to the primary components of executive pay described above, we maintain certain retirement plans and benefits for our executive officers. Many of these plans are available to larger groups of employees. The committee feels that the opportunity to participate in programs that assist the executives and other employees in saving for retirement is an important part of those employees' compensation package.

- Our named executive officers may elect to make contributions to a retirement account in our "Chase Deferred Salary Savings Plan" (the "401(k) plan"), which is available to substantially all employees of certain businesses of the Company and under which we made a matching contribution to each participant in each of the last three fiscal years. The matching contribution under the 401(k) plan is the equivalent of 100% of the first one percent of the employee's pre-tax contribution to the plan plus 50% thereafter, up to an amount equal to three and one-half percent of the employee's annual salary. Our matching contributions to the accounts of the named executive officers are shown in the "All Other Compensation" column in the Summary Compensation Table.
- We also maintain a non-qualified Supplemental Savings Plan covering selected employees, including our named executive officers. Participants may elect to defer a portion of their compensation for future payment in accordance with the terms of the plan. Our Executive Chairman, Peter R. Chase, received a full payout of his non-qualified Supplemental Savings Plan balance in fiscal 2017 (prior year) after entering a separation of service letter with the Company, reducing the level of services that he performs as the Executive Chairman to no more than 20% of the average level of services performed in the previous 36 months.
- We maintain a tax-qualified defined benefit pension plan and a non-qualified Supplemental Pension Plan. The Supplemental Pension Plan covers those of our employees who from time to time may be designated by our Board of Directors. During fiscal 2018, our Executive Chairman, Peter R. Chase, and our President and Chief Executive Officer, Adam P. Chase, were designated as being covered. These plans are described in more detail under "Executive Compensation—Other Executive Plans—Pension Plans". As noted in that section, benefits are paid at a higher rate to employees who became employed prior to May 1, 1995 or who are covered by certain collective bargaining agreements and meet certain other qualifications, as compared to those who were employed after that date. Of our named executive officers, only our Executive Chairman was employed prior to May 1, 1995, and therefore only he accrues benefits at the higher rate. Our Executive Chairman, Peter R. Chase,

began collecting his non-qualified Supplemental Pension Plan balance in fiscal 2017 (prior year) after entering a separation of service letter with the Company, reducing the level of services that he performs as the Executive Chairman to no more than 20% of the average level of services performed in the previous 36 months.

Other Benefits

We own a life insurance policy on the life of Peter R. Chase as a mechanism available for use to fund obligations under the unfunded, non-qualified Supplemental Pension Plan described above.

We also provide Peter R. Chase with a company car and a golf club membership through the first quarter of fiscal 2018. We provide our other named executive officers a car allowance of \$1,000 per month. We provide each of our named executive officers reimbursement for certain financial planning and tax services up to \$5,000 per year. Our compensation committee considers these arrangements to be fair and reasonable in light of the relatively low cost to the Company.

Named executive officers may also participate in our medical and dental insurance offerings by electing to make payroll deductions designed to cover approximately 35% of the cost of these programs (with the company covering the other 65% of the cost). We also provide disability and life insurance coverage for our named executive officers and pay a portion of the related premiums.

Stock Ownership Guidelines

The Board of Directors believes that it is important to align the interests of both members of senior management and directors with those of our shareholders. As described above, the compensation committee takes this principle into account in designing the compensation programs in which our executive officers participate. In order to further foster these objectives, the Board has established stock ownership guidelines that encourage the accumulation and retention of our common stock.

Our current stock ownership guidelines, which were revised in October 2018, are expressed as a multiple of base salary or, in the case of directors, a multiple of annual cash compensation. Under the guidelines, each of our Executive Chairman and our Chief Executive Officer are required to acquire and hold stock with a fair market value of at least five times base salary. For all other executive officers, the multiple is three times base salary, and for non-employee directors, the multiple is five times annual cash compensation. Directors are required to achieve compliance by February 2021 or, if later, by 36 months from the first election to the Board. Newly appointed executives are required to comply within 60 months of their appointment. Shares of stock subject to time-based vesting provisions count toward the ownership guidelines, but shares subject to performance-based vesting conditions and shares underlying stock options do not count toward the ownership guidelines. The compensation committee retains the discretion to grant waivers or make exceptions to the policy under appropriate circumstances. The stock

ownership guidelines, along with the Chase Corporation Responsibilities and Requirements of Officers and Directors of a Publicly-Held Company, are available on our corporate website, www.chasecorp.com.

Severance Agreements

We have entered into arrangements with our named executive officers pursuant to which they would be entitled to receive severance benefits upon termination by us without cause, or upon the occurrence of certain enumerated events during the two years following a change in control. The events that trigger payment are generally those related to termination of employment without cause or detrimental changes in the executive's terms and conditions of employment. See "Payments Upon Termination or Change of Control" below for a more detailed description of these triggering events and the resulting benefits. We believe that this structure will help: (i) assure that the named executive officers can give their full attention and dedication to us, free from distractions caused by personal uncertainties and risks related to a pending or threatened change in control, (ii) assure the named executives' objectivity in considering shareholders' interests, (iii) assure the named executives of fair treatment in case of involuntary termination following a change in control, and (iv) attract and retain key executive talent in a competitive market.

Consideration of the Previous Shareholder Advisory Vote on Executive Compensation

At the Company's 2018 annual meeting of shareholders held February 6, 2018, approximately 97% of votes cast at the meeting with respect to the proposal were voted to approve, on an advisory basis, the compensation of our named executive officers. No specific component of our 2018 executive compensation program was altered based upon this voting result. However, the committee will continue to monitor shareholder feedback as it reviews and establishes future executive compensation plans and determines awards for our named executive officers. Our Board of Directors determined in 2018 that an advisory vote will be conducted on an annual basis. A non-binding, advisory vote on our current executive compensation is set out in this proxy statement as Proposal 2.

Compensation Risks

The Compensation and Management Development Committee has considered the components of the Company's compensation policies and practices. We believe that risks arising from our compensation policies and practices for our employees, including our executive officers, are not likely to have a material adverse effect on us. In addition, although a significant portion of executive compensation is performance based and "at-risk," the committee believes that the mix and design of the elements of executive compensation do not encourage management to assume excessive risk.

The committee has reviewed the elements of executive compensation to determine whether any portion of executive compensation encourages excessive risk taking. It concluded that:

- the Company's significant weighting toward long-term incentive compensation, including performance targets and time-based vesting provisions used in tandem, discourages excessive risk taking;
- the Company's performance goals are appropriately set in order to avoid targets that, if not met, result in a large percentage loss of compensation;
- assuming achievement of at least a minimum level of performance, payouts under the Company's performance-based plans result in some compensation at levels below full target achievement, rather than an "all or nothing" approach; and
- as a manufacturing company, the Company is not generally subject to the types of risks that may be present in a corporation involved in financial services, trading or investment activities.

Impact of Tax and Accounting Issues

Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”), limited the deductibility of compensation in excess of \$1 million paid to specified executive officers of public companies, unless certain specific and detailed criteria was satisfied. The Committee considered the anticipated tax treatment to the Company and the executive officers in its review and establishment of compensation programs and payments. However, to ensure that the Committee maintained the flexibility to structure executive compensation in ways that best promoted the interests of the Company and in light of recent tax law changes, the Committee did not necessarily seek to limit executive compensation to that deductible under Section 162(m) of the Code.

The exemption from Section 162(m)’s deduction limit for performance-based compensation has been repealed by the Tax Cuts and Jobs Act (the “Tax Act”), effective for taxable years beginning after December 31, 2017, such that compensation paid to our covered executive officers in excess of \$1 million will not be deductible for tax years beginning with fiscal 2019.

In addition, the compensation committee considers the impact of Section 409A of the Internal Revenue Code, which imposes certain requirements on “nonqualified deferred compensation plans.” These may be particularly relevant in the case of compensation paid after termination of a named executive officer’s employment under the change in control and severance agreements discussed above. We believe that this compensation is in compliance with the applicable requirements of Section 409A.

Report of the Compensation and Management Development Committee

The Compensation and Management Development Committee of the Chase Corporation Board of Directors has reviewed and discussed the foregoing Compensation Discussion and Analysis with management of the Company and, based on such review and discussion, we recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement.

By the Compensation and Management Development Committee

Thomas Wroe, Jr. (Chairman)
John H. Derby III
Chad A. McDaniel

Executive Compensation

The following table contains a summary of the compensation paid or accrued during the fiscal years ended August 31, 2018, 2017 and 2016 to our Executive Chairman, our President and Chief Executive Officer, and to our Treasurer and Chief Financial Officer.

Summary Compensation Table

Name and Principal Position	Fiscal Year	Salary (\$ (1))	Bonus (\$ (2))	Stock Awards (\$ (3))	Option Awards (\$ (3))	Non-Equity Incentive Plan Compensation (\$ (4))	Change in Pension Value and Non-Qualified Deferred Compensation Earnings (\$ (5))
Peter R. Chase Executive Chairman	2018	600,000	—	—	—	—	—
	2017	600,000	—	—	—	—	—
	2016	600,000	—	—	—	1,428,013	3,635,608
Adam P. Chase President & Chief Executive Officer	2018	500,000	—	424,958	141,678	394,013	55,004
	2017	475,000	—	856,314	618,754	394,013	89,543
	2016	400,000	—	300,000	100,000	317,336	150,462
Kenneth J. Feroldi Treasurer & Chief Financial Officer	2018	285,000	—	171,012	—	134,868	—
	2017	275,000	—	714,958	—	136,868	—
	2016	250,000	—	112,496	—	119,001	—

(1) Salary includes amounts earned in the fiscal year, whether or not deferred.

(2) The amounts reflected in this column represent discretionary adjustments to payments under the Company's cash incentive plan.

(3) Amounts under "Stock Awards" reflect the grant date fair value of the stock-based incentive awards granted under our equity incentive program (and for fiscal 2017 our equity retention agreements) in that fiscal year, based on the estimated probable outcome of the award as of the grant date (in the case of the portion of the award subject to performance conditions). Amounts under "Option Awards" reflect the grant date fair value of stock options awarded during the fiscal year, including those awarded in fiscal 2017 under the Chief Executive Officer's equity retention agreement. In each case, amounts are reported whether or not the award had vested and was recorded as

compensation expense in accordance with the accounting for stock based compensation guidance during the year. Assumptions made in the valuation are described in more detail in Note 1 to our Consolidated Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended August 31, 2018. The amounts reported have been adjusted to eliminate service-based forfeiture assumptions used for financial reporting purposes, prior to the Company's adoption of ASU 2016-09 in fiscal 2017. Using the grant date fair value but assuming the maximum performance target under the stock-based incentive plan were met or exceeded, the amounts reported under "Stock Awards" for 2018 would have been \$708,258 for Adam P. Chase, and \$285,000 for Kenneth J. Feroldi. The total compensation column for such officers in 2018 would have correspondingly been increased by approximately \$283,300 and \$114,000, respectively. Based on the financial results for fiscal 2018, amounts between the amount reported under "Stock Awards" and the maximum performance amounts were achieved.

- (4) These amounts reflect incentive payments made under our Annual Cash Incentive Program earned during the applicable fiscal year and paid in November following the respective fiscal year end. The incentive program is described in the Compensation Discussion and Analysis under the heading "Principal Elements of our 2018 Compensation Program—Cash Incentive Plan".

(5) Represents the current year aggregate change in the actuarial present value of accumulated benefits under the qualified defined benefit plan and the supplemental pension plan as described under “—Other Executive Plans—Pension Plans”. Amounts for Peter R. Chase under this column are reported as zero under applicable SEC regulations because the aggregate change in actuarial present value of his accumulated benefits was a negative amount (a reduction of \$1,594,322). This reflects a distribution of \$1,554,711 from the supplemental pension plan during the year, as described in more detail under “—Other Executive Plans—Pension Plans”, and a reduction of \$39,611 resulting from changes in actuarial assumptions from the prior year.

(6) These amounts include all other compensation as described in the following table:

Name	Fiscal Year	Qualified 401(k) and Supplemental Retirement Plan Contributions	Life & Long-Term Disability Insurance Premiums	Automobile Allowance or Use of Company Car	Other (a)	Total
Peter R. Chase	2018	\$ 9,275	\$ 3,022	\$ 22,528	\$ —	\$ 34,825
	2017	26,236	10,685	29,330	1,205	67,456
	2016	30,274	9,464	28,680	1,170	69,588
Adam P. Chase	2018	24,841	37,120	12,000	29,108	103,069
	2017	18,543	2,504	12,000	28,183	61,230
	2016	7,000	1,937	12,000	23,415	44,352
Kenneth J. Feroldi	2018	19,552	3,006	12,000	13,997	48,555
	2017	18,355	2,310	12,000	13,407	46,072
	2016	17,460	2,276	12,000	4,038	35,774

(a) These amounts represent payment of dividends on restricted stock, country club membership, and all other compensation (consisting of reimbursement for financial planning and tax services) as follows:

Name	Fiscal Year	Dividends on Restricted Stock	Country Club Membership	All Other	Total
Peter R. Chase	2018	\$ —	\$ —	\$ —	\$ —
	2017	—	1,205	—	\$ 1,205
	2016	—	1,170	—	1,170
Adam P. Chase	2018	26,958	—	2,150	29,108
	2017	26,033	—	2,150	28,183
	2016	21,265	—	2,150	23,415

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Kenneth J. Feroldi	2018	13,997	—	—	13,997
	2017	13,407	—	—	13,407
	2016	4,038	—	—	4,038

Grants of Plan-Based Awards for Fiscal 2018

The following table sets forth information relating to potential payments to each of our named executive officers under our fiscal 2018 cash and equity-based incentive award programs. The actual amounts that we paid under each of these programs are described in more detail under our Compensation Discussion and Analysis under the heading “Principal Elements of our 2018 Compensation Program—Cash Incentive Plan” and “—Equity Incentive Plan” and, except in the case of restricted stock with performance-based vesting conditions, are reflected in the Summary Compensation Table and its footnotes.

Grant Date	Approval Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards (#)	All Other Securities Underlying Options (#)	All Other Option Awards
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)			
9/1/2017	8/31/2017	\$ 250,000	\$ 500,000	\$ 1,000,000						
9/1/2017	8/31/2017				1,515	3,030	6,060			
9/1/2017	8/31/2017							1,515		
9/1/2017	8/31/2017								4,591	\$ 93
9/1/2017	8/31/2017	\$ 71,250	\$ 142,500	\$ 285,000						
9/1/2017	8/31/2017				609	1,219	2,438			
9/1/2017	8/31/2017							610		

Amounts in the table above under “Threshold” represent cash amounts payable under the cash incentive plan if 80% of the Adjusted EBITDA-based performance target is achieved, representing a specified percentage of the named executive officers’ base salaries, and share amounts payable under the performance based equity incentive program if 80% of the EPS-based performance target is achieved. Below those performance levels, no payments would be made under the respective plans. Amounts under “Target” represent 100% of the target payout under each of those plans, which is set in each case as a specified percentage of the named executive officer’s base salary. The maximum payout under either the cash incentive plan or the performance based equity award program is 200% of the target award. The Compensation and Management Development Committee of the Board of Directors formally approved the equity

awards on August 31, 2017. The grant date fair value of the possible equity awards reflects the fair value of our common stock on September 1, 2017, the first day of our fiscal year and the date on which awards were granted, multiplied by the total number of shares of restricted stock to be awarded assuming the target was met (assumed to be the probable outcome of the performance conditions at the grant date). The awards were actually paid in accordance with the plans upon finalization of our annual financial results and certification.

The actual payments for fiscal year 2018 reflected the achievement of an amount between the target and the maximum payout for the participating officers in the case of the performance-based equity award, and achievement of target in the case of the cash incentive plan (prior to the voluntary reduction taken by Mr. Adam P. Chase and Mr. Kenneth J. Feroldi, described in the Compensation Discussion and Analysis above, under the heading “Principal Elements of our 2018 Compensation Program—Cash Incentive Plan”).

Outstanding Equity Awards at Fiscal Year-End 2018

The following table sets forth information relating to options and unvested restricted stock outstanding as of August 31, 2018 that were granted pursuant to our 2013 Equity Incentive Plan or predecessor plans to our named executive officers.

Name	Option Awards		Option Exercise Price (\$)	Option Expiration Date	Stock Awards	
	Number of Securities Underlying Unexercised Options # Exercisable	Number of Securities Underlying Unexercised Options # Unexercisable			Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)
Peter R. Chase	—	—	\$ —		—	\$ —
Adam P. Chase	7,747	—	\$ 29.72	8/31/2023		
	7,438	—	\$ 35.50	8/31/2024		
	7,246	—	\$ 39.50	8/31/2025		