

SENSIENT TECHNOLOGIES CORP  
Form DEF 14A  
March 10, 2017

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SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

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

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under Section 240.14a-12

SENSIENT TECHNOLOGIES CORPORATION

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

No fee required

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(3) Filing Party:

(4) Date Filed:

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SENSIENT TECHNOLOGIES CORPORATION

777 East Wisconsin Avenue  
Milwaukee, Wisconsin 53202

Notice of Annual Meeting To Be Held April 27, 2017

To the Shareholders of Sensient Technologies Corporation:

NOTICE IS HEREBY GIVEN that the 2017 Annual Meeting of Shareholders (“Meeting”) of Sensient Technologies Corporation, a Wisconsin corporation (“Company”), will be held at the Trump International Hotel, 401 North Wabash Avenue, Chicago, Illinois, on Thursday, April 27, 2017, at 2:00 p.m., Central Time, for the following purposes:

1. To elect eleven directors of the Company as described in the proxy statement;
2. To give an advisory vote to approve the compensation of the Company’s named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion in the proxy statement;
3. To give an advisory vote as to whether the shareholder votes regarding our executive compensation should occur every year, every two years or every three years;
4. To approve the Sensient Technologies Corporation 2017 Stock Plan;
5. To ratify the appointment of Ernst & Young LLP, certified public accountants, as the independent auditors of the Company for 2017; and
6. To transact such other business as may properly come before the Meeting or any adjournments thereof.

Important Notice Regarding the Internet Availability of Proxy Materials  
for the Shareholder Meeting to Be Held on April 27, 2017

The Proxy Statement and Notice of Annual Meeting and the 2016 Annual Report on Form 10-K are available on Sensient’s website at <http://investor.sensient.com>

The Board of Directors has fixed the close of business on February 28, 2017 as the record date for the determination of shareholders entitled to notice of, and to vote at, the Meeting and any adjournments thereof. Holders of a majority of the outstanding shares must be present in person or by proxy in order for the Meeting to be held. As allowed under the Securities and Exchange Commission’s rules, we have elected to furnish our proxy materials over the Internet to most shareholders and deliver printed proxy materials to Sensient’s employee benefit plan participants and other shareholders who have requested paper copies. We have mailed a Notice of Internet Availability of Proxy Materials (the “Notice”) to those shareholders who will receive our proxy materials over the Internet. The Notice will contain instructions on how to access this proxy statement and our Annual Report on Form 10-K via the Internet and how to vote.

Shareholders of record who wish to vote in person may do so at the Meeting. Whether or not you are able to attend the Meeting, to ensure that your shares are represented at the Meeting, please complete your proxy in one of three ways: (1) vote by telephone; (2) vote by Internet; or (3) complete a proxy card and return it using the envelope provided, each according to the instructions provided in this proxy statement or contained in the Notice. You may

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revoke your proxy at any time before it is actually voted by delivering a notice in writing to the undersigned (including by delivering a later executed proxy or voting by telephone or by Internet) or by attending the Meeting and voting in person. Your attention is directed to the proxy statement and proxy.

For directions to the Meeting site, please contact the Company's Secretary at (414) 271-6755.

On Behalf of the Board of Directors

John J. Manning, Secretary  
Milwaukee, Wisconsin  
March 10, 2017

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## PROXY VOTING INSTRUCTIONS

If you are a record holder, you may cast your vote in person at the meeting or by any one of the following ways:

**BY TELEPHONE:** You may call the toll-free number indicated in the Notice of Internet Availability of Proxy Materials (the “Notice”) or on your proxy card. Follow the simple instructions and use the personalized control number specified in the Notice or on your proxy card to vote your shares. You will be able to confirm that your vote has been properly recorded. Your telephone vote authorizes the named proxies to vote your shares in the same manner as if you had marked, signed and returned a proxy card.

**OVER THE INTERNET:** You may visit the Web site indicated in the Notice or on your proxy card. Follow the simple instructions and use the personalized control number specified in the Notice or on your proxy card to vote your shares. You will be able to confirm that your vote has been properly recorded. Your Internet vote authorizes the named proxies to vote your shares in the same manner as if you had marked, signed and returned a proxy card.

**BY MAIL:** You may mark, sign and date a proxy card received by mail and return it in the postage-paid envelope provided.

If you are a beneficial holder (that is, if your shares are held through your bank or broker), you will receive instructions on how to vote your shares with these proxy materials or with the Notice of Internet Availability of Proxy Materials. If a broker does not receive voting instructions from the beneficial owner on the election of directors, on the approval of our executive compensation, on the frequency of shareholder advisory votes concerning our executive compensation, on the approval of the 2017 Stock Plan or on any matter relating to executive compensation, the broker may not vote such shares without specific instructions and may return a proxy card with no vote on these matters, in which case such shares will have no effect in the outcome of such matters (except that such shares will be counted for purposes of determining whether a quorum is present at the Meeting).

If you are a participant in a Sensient employee benefit plan, you have the right to instruct the trustees and/or administrators of such plans to vote the shares allocated to your plan account. If no instructions are given or if your voting instructions are not received by the deadline shown on the voting instruction form, the uninstructed shares will be voted in accordance with the provisions of the applicable plan.

Instructions on how to access the proxy statement and our Annual Report on Form 10-K via the Internet and how to vote can be found on the Notice of Internet Availability of Proxy Materials made available to our shareholders of record and beneficial owners and on the proxy card.

IF YOU HAVE ANY QUESTIONS OR NEED ASSISTANCE WITH VOTING,  
PLEASE CONTACT OUR PROXY SOLICITOR,

D. F. KING & CO., INC.  
TOLL FREE AT (800) 331-6359.

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SENSIENT TECHNOLOGIES CORPORATION

777 East Wisconsin Avenue  
Milwaukee, Wisconsin 53202  
(414) 271-6755

Proxy Statement

For Annual Meeting of Shareholders  
to be held on April 27, 2017

GENERAL

This proxy statement and proxy are furnished to the shareholders of Sensient Technologies Corporation, a Wisconsin corporation (“Company”), in connection with the solicitation by the Board of Directors of the Company (“Board”) of proxies for use at the Company’s 2017 Annual Meeting of Shareholders to be held at the Trump International Hotel, 401 North Wabash Avenue, Chicago, Illinois, on Thursday, April 27, 2017, at 2:00 p.m., Central Time, and at any adjournments thereof (“Meeting”), for the purposes set forth in the Notice of Annual Meeting and in this proxy statement.

This year, as permitted under Securities and Exchange Commission rules, the Company is making this proxy statement and other annual meeting materials available on the Internet instead of mailing a printed copy of these materials to each shareholder. Most shareholders will receive a Notice of Internet Availability of Proxy Materials (the “Notice”) by mail and will not receive a printed copy of these materials (other than Sensient’s benefit plan participants and other shareholders who request a printed copy as described below). Instead, the Notice contains instructions as to how shareholders may access and review all of the important information contained in the materials on the Internet, including how shareholders may submit proxies by telephone or over the Internet. The Notice is being mailed to shareholders, and the proxy materials will be available on the Internet, beginning on or about March 10, 2017.

If you would prefer to receive a printed copy of the Company’s proxy materials, please follow the instructions for requesting printed copies included in the Notice.

The form of proxy solicited by the Board for the Meeting, this proxy statement, the Notice of Annual Meeting and the 2016 Annual Report on Form 10-K (“2016 Annual Report”) are available on our website at <http://investor.sensient.com>. The 2016 Annual Report contains financial statements for the three years ended December 31, 2016, and certain other information concerning the Company. The Company will provide copies of the exhibits to the 2016 Annual Report to shareholders upon request. The 2016 Annual Report and financial statements are neither a part of this proxy statement nor incorporated herein by reference.

Only holders of record of the Company’s Common Stock (“Common Stock”) as of the close of business on February 28, 2017, are entitled to notice of, and to vote at, the Meeting. On that date, the Company had 44,322,371 shares of Common Stock outstanding, each of which is entitled to one vote on each proposal submitted for shareholder consideration at the Meeting.

Subject to the applicable New York Stock Exchange regulations regarding discretionary voting by brokers as described below, a proxy that is (1) properly executed; (2) duly transmitted via mail, telephone or Internet to the Company or its authorized representatives or agents; and (3) not revoked, will be voted in accordance with the shareholder’s instructions contained in the proxy. If no instructions are indicated on the executed proxy, the shares represented thereby will be voted as follows:



FOR the election of the Board's eleven nominees for director;

FOR approval of the compensation of our named executive officers, as disclosed herein pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion in this proxy statement;

that the advisory shareholder vote concerning our executive compensation be held every 1 YEAR;

FOR approval of the Sensient Technologies Corporation 2017 Stock Plan (the "2017 Plan");

FOR ratification of the Board's appointment of Ernst & Young LLP as the Company's independent auditors for 2017; and

On such other matters that may properly come before the Meeting in accordance with the best judgment of the individual proxies named in the proxy.

Brokers are not entitled to vote on the election of directors, on the advisory shareholder vote on our executive compensation, on the frequency of shareholder advisory votes concerning our executive compensation, on the approval of our 2017 Plan or on any matter relating to executive compensation unless they receive voting instructions from the beneficial owner, but they will be able to vote with respect to ratification of Ernst & Young LLP as our auditors for 2017. If a broker does not receive voting instructions from the beneficial owner, the broker may return a proxy card with no vote on these matters, which is usually referred to as a broker non-vote. The shares subject to a broker non-vote will be counted for purposes of determining whether a quorum is present at the Meeting if the shares are represented at the Meeting by proxy from the broker. A broker non-vote will have no effect with respect to the election of directors, the advisory shareholder vote on our executive compensation, the frequency of holding such advisory votes, the approval of the 2017 Plan or any matter related to executive compensation.

Shares held in the same registration (for example, shares held by an individual directly and through an employee benefit plan) will be combined onto the same proxy card whenever possible. However, shares held with different registrations cannot be combined and therefore a shareholder may receive more than one proxy card. If you hold shares in multiple accounts with different registrations, you must vote each proxy card you receive to ensure that all shares you own are voted in accordance with your directions.

Any shareholder giving a proxy may revoke it at any time before it is exercised at the Meeting by delivering written notice thereof to the Secretary of the Company or by transmitting a later executed proxy. Any record shareholder attending the Meeting may vote in person whether or not the shareholder has previously filed a proxy. Presence at the Meeting by a shareholder who has signed a proxy does not in itself revoke the proxy. The shares represented by all properly executed proxies received prior to the Meeting and not revoked will be voted as directed by the shareholders.

The cost of soliciting proxies will be borne by the Company. Proxies may be solicited by directors, officers or employees of the Company in person, by telephone or by Internet. The Company will use the services of D. F. King & Co., Inc., New York, New York, to aid in the solicitation of proxies. Sensient expects that it will pay D. F. King & Co., Inc., its customary fees, estimated not to exceed approximately \$10,500 in the aggregate, plus reasonable out-of-pocket expenses incurred in the process of soliciting proxies. The Company will also reimburse brokerage houses and other custodians, nominees and fiduciaries for their expenses in sending proxy materials to the beneficial owners.



ITEM 1.

ELECTION OF DIRECTORS

All directors are elected on an annual basis for one-year terms. The Board currently consists of eleven members. The Board has re-nominated all of its current directors: Messrs. Brown, Cichurski, Manning and Morrison; Drs. Carleone, Clydesdale, Ferruzzi, Landry and Wedral; and Mses. McKeithan-Gebhardt and Whitelaw.

The Company intends that the persons named as proxies on the proxy cards will vote FOR the election of the Board's eleven nominees if executed but unmarked proxies are returned (excluding broker non-votes). If any nominee should become unable to serve as a director prior to the Meeting, the shares represented by proxy cards that include directions to vote in favor of that nominee or that do not contain any other instructions will be voted FOR the election of such other person as the Board may recommend, subject to the rules for broker non-votes described under "GENERAL" above.

Sensient's Amended and Restated Articles of Incorporation provide that directors shall be elected by a majority of the votes cast by the shares entitled to vote at a meeting at which a quorum is present except in a contested election of directors. Brokers do not have discretion to cast votes in the election of directors with respect to any shares for which they have not received voting directions from the beneficial owners. Broker non-votes and abstentions will not affect the outcome of this proposal.

Under the Company's Bylaws, written notice of other qualifying nominations by shareholders for election to the Board, together with a completed Directors and Executive Officers Questionnaire, affirmation, consent and certain other materials as specified in the Company's Bylaws, must have been received by the Secretary no later than 90 days before the Meeting, or January 27, 2017. As no notice of any other nominations was received, no other nominations for election to the Board may be made by shareholders at the Meeting.

Director Selection Criteria; Director Qualifications and Experience

The Company has included its criteria for selecting nominees to the Board both on its website and as an attachment to its annual meeting proxy statement for many years. Those criteria, which are periodically reviewed by the Nominating and Corporate Governance Committee, are included as Appendix A to this proxy statement. The criteria emphasize the need for independence and an absence of material conflicts of interest of all independent and non-management directors; the personal attributes the Company seeks in all directors; and the broad mix of skills and experience that should exist among its directors to enhance both the diversity of perspectives, professional experience, education and other attributes and the overall strength of the composition of the Board. The skills and experience that we consider most important for membership on the Board include a background in at least one of the following areas:

- substantial recent business experience at the senior management level, preferably as chief executive officer;
- a recent leadership position in the administration of a major college or university;
- recent specialized expertise at the doctoral level in a science or discipline important to the Company's business;
- recent prior senior level governmental or military service;
- financial expertise; or
- risk assessment, risk management or employee benefit skills or experience.

The particular skills, experience, qualifications and other attributes that the Board believes qualify each of Sensient's nominees to serve on the Board are briefly described below.

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE FOR ALL ELEVEN NOMINEES DESCRIBED BELOW. SHARES OF COMMON STOCK REPRESENTED AT THE MEETING BY EXECUTED BUT UNMARKED PROXIES (EXCLUDING BROKER NON-VOTES) WILL BE VOTED FOR ALL ELEVEN NOMINEES DESCRIBED BELOW.

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Director Since 2004  
Audit Committee (Chairman)  
Hank Brown Executive Committee  
Age 77 Finance Committee  
Nominating and Corporate Governance Committee  
Scientific Advisory Committee

Mr. Brown is President Emeritus of the University of Colorado and Senior Counsel with the law firm of Brownstein, Hyatt, Farber and Scheck P.C. Mr. Brown was President of the University of Colorado from 2005 to 2008, and President of the University of Northern Colorado from 1998 to 2002, in both cases leading the institutions to greater enrollment and financial support. In between his times as president of a university, Mr. Brown served from 2002 to 2005 as President and Chief Executive Officer of the Daniels Fund, a billion-dollar charitable foundation, where he continues to serve on the Board. Mr. Brown served as a United States Senator from Colorado from 1991 to 1997 (serving on the Foreign Relations and Judiciary Committees), and also served five terms in the U.S. House of Representatives from 1981 to 1991 (serving on the Ways and Means and Budget Committees). Prior to that, Mr. Brown served as Vice President of Monfort of Colorado, Inc. (a public food company with international operations, later acquired by ConAgra Foods, Inc.), from 1969 to 1980. While at Monfort, Mr. Brown started and/or directed several divisions with increasing responsibilities, including Corporate Development, International Sales and Operations and the Lamb Feeding, Processing and Sales Division. Within the past five years he was a director of Sealed Air Corporation (from 1997 to 2015) and First Bank Corp. (from 2013 to 2015); prior to that time he was a director of several other public companies.

Mr. Brown earned a bachelor of science degree in accounting from the University of Colorado in 1961. Mr. Brown volunteered for the U.S. Navy, earning his commission at Newport, Rhode Island, and his navigator wings at Pensacola, Florida, and Corpus Christi, Texas. Following his service with Naval Aviation Squadron VR – 22 and a tour in Vietnam, Mr. Brown retired from the Navy as a Lieutenant and enrolled in law school in 1966. In 1969, Mr. Brown received his Juris Doctorate from the University of Colorado and passed the Colorado Bar Exam. Mr. Brown earned an LLM in taxation from George Washington University in 1986 by attending night classes while serving in Congress. In 1988, he passed the CPA exam and is a certified public accountant (currently inactive).

For the following reasons, the Board concluded that Mr. Brown should serve as a director of Sensient, in light of its business and structure, at the time it files this proxy statement. Mr. Brown's extensive management experience in private, public and non-profit sector enterprises, including public corporations with extensive international operations in food-related businesses, provides Sensient with a broad perspective in addressing issues of governance, financial management, executive recruitment and risk management that are relevant to any large organization. Mr. Brown's background as an attorney and CPA, and his experiences developing financial and governmental expertise, allow him to make valuable contributions to Sensient's Audit Committee, Executive Committee, Finance Committee and Nominating and Corporate Governance Committee and allow him to assist with the Board's oversight of risk management and compliance matters. Further, Mr. Brown's background in government service provides special insights into legislative and regulatory trends impacting Sensient's business.

Dr. Joseph Carleone     Director Since 2014  
Age 71                     Audit Committee  
                                 Compensation and Development Committee (Chairman)  
                                 Scientific Advisory Committee

Dr. Carleone is Chairman of the Board of AMPAC Fine Chemicals LLC, a leading manufacturer of pharmaceutical active ingredients (since December 2015). Prior to this position, Dr. Carleone was President and Chief Executive Officer of American Pacific Corporation (from 2010 to 2015), a leading custom manufacturer of fine and specialty chemicals and propulsion products, and a director of American Pacific Corporation (from 2006 to 2015). Dr. Carleone was Chairman of the Board of American Pacific Corporation from March 12, 2013, until it was acquired by H.I.G. Capital, LLC, on February 27, 2014, and President and Chief Operating Officer of American Pacific Corporation from 2006 to 2009. Dr. Carleone has also served or currently serves as an officer and/or a director of several directly or indirectly wholly-owned subsidiaries of American Pacific Corporation. From 2007 through 2009, Dr. Carleone served as a director for Reinhold Industries, Inc., a diversified manufacturer of advanced custom composite components and sheet molding compounds for a variety of applications in the United States and Europe. From 2005 through 2006, Dr. Carleone served as Senior Vice President and Chief Product Officer of Irvine Sensors Corporation, a technology company engaged in the design, development, manufacture and sale of security products, software, vision systems and miniaturized electronic products and higher level systems for defense, information technology and physical security for government and commercial applications. From 2003 through 2005, he served as a member of the board of directors of Irvine Sensors Corporation. Dr. Carleone also served as President of Aerojet Fine Chemicals LLC, a business unit of GenCorp Inc., and as Vice President of GenCorp Inc., a manufacturer of aerospace and defense products and systems with a real estate segment, from 2000 to 2005. From 1999 to 2000, he was Vice President and General Manager of Remote Sensing Systems at Aerojet. In addition, he served as Vice President, Operations at Aerojet from 1997 to 2000.

Dr. Carleone received his bachelor's degree in Mechanical Engineering from Drexel University, Philadelphia, Pennsylvania, in 1968; his masters' degree in Applied Mechanics from Drexel University in 1970; and his doctorate degree in Applied Mechanics from Drexel University in 1972.

For the following reasons, the Board concluded that Dr. Carleone should serve as a director of Sensient, in light of its business and structure, at the time it files this proxy statement. Dr. Carleone's operational, governance, management and scientific experience, including extensive executive management and leadership experience as Chief Executive Officer and as Chairman of a public corporation with international operations in the fine and specialty chemical industries, provides Sensient with broad and relevant experience as it continues to pursue global business and strategic objectives.

Director Since 2013

Edward H. Cichurski Audit Committee

Age 75

Compensation and Development Committee

Finance Committee (Chairman)

Scientific Advisory Committee

Mr. Cichurski spent 35 years practicing as a CPA for clients throughout the world with the international accounting firm PricewaterhouseCoopers and its predecessors (he retired from that firm in 2000), including service in Barcelona, Spain, from 1978-1981, and service as the Managing Partner of the Milwaukee office (serving Wisconsin and parts of the upper Midwest) from 1989 to 1996. From mid-1996 to 2000, he was at the firm's National Office in New York working with the firm's Office of General Counsel. From 2000 to 2007, he served as Executive Vice President of Merchants & Manufacturers Bancorporation and as president of its financial services subsidiary. Following his retirement from that position, he has served as an advisor to several public and private companies on business development, accounting and financial reporting matters. That includes providing advisory services to Sensient from 2007 until his 2013 selection as a nominee for Sensient's Board by the Nominating and Corporate Governance Committee. Mr. Cichurski serves on the boards of numerous community and charitable organizations in the Milwaukee area and is a member of both the American Institute of Certified Public Accountants and the Wisconsin Institute of Certified Public Accountants.

Mr. Cichurski received his bachelor of science degree from Saint Peter's College, Jersey City, New Jersey, in 1963, and his MBA from Fairleigh Dickinson University in 1971. He served as a First Lieutenant in the U.S. Army from 1963 to 1965, where he earned the Army Commendation Medal.

For the following reasons, the Board concluded that Mr. Cichurski should serve as a director of Sensient, in light of its business and structure, at the time it files this proxy statement. Mr. Cichurski's accounting and auditing experience and expertise, including extensive experience auditing public corporations as a CPA and his detailed knowledge of Sensient as a result of his past consulting services to Sensient provides invaluable financial insight and expertise to Sensient. His substantial U.S. and international experience assisting global businesses in a variety of industries and his extensive knowledge and experience with the IRS, SEC and other government agencies are all particularly valuable to Sensient. His business experience, both at a senior management level and as an advisor to growing companies in a variety of manufacturing and consumer products businesses, is especially valuable as Sensient pursues both its growth program and its cost reduction initiatives throughout the Company. His experience as head of the Milwaukee office of PricewaterhouseCoopers and his service on community boards help position Mr. Cichurski to serve on various Sensient committees.

Director Since 1998

Audit Committee

Dr. Fergus M. Clydesdale Compensation and Development Committee

Age 80

Executive Committee

Nominating and Corporate Governance Committee

Scientific Advisory Committee (Chairman)

Dr. Clydesdale has had a distinguished career as a university professor and administrator, scientific researcher and advisor to public and private agencies both in the U.S. and around the world in research, product development and scientific policy and regulation to optimize food quality, food acceptability, food safety, nutrition and overall health and quality of life. Dr. Clydesdale's honors and accomplishments in the field of food science and nutrition are legion and too numerous to mention. Dr. Clydesdale is currently Distinguished University Professor, Department of Food Science, College of Natural Sciences, University of Massachusetts Amherst, and Director of the University of Massachusetts Food Science Policy Alliance, which he founded in 2004. From 1990 to 2008, he was head of the University of Massachusetts Amherst Department of Food Science, which at the time of his retirement was ranked nationally among the top three university food science departments in research and the top department in the university in student satisfaction.

In 2010, the National Research Council of the National Academies, based on the performance of the Department in the last year of Dr. Clydesdale's tenure as its Head, ranked the Department as number one among all Food Science Departments in the United States for PhD research and education. Since his election as a Fellow of the American Institute of Nutrition, he is a fellow of the four premier societies in the field of food science and nutrition. Dr. Clydesdale is the editor of Critical Reviews in Food Science and Nutrition, the top ranked journal in food science with a worldwide audience. He has published some 375 scientific articles and coauthored or edited 20 books, including Food Colorimetry: Theory and Applications (1975), which is still considered a leading authority in its field. In addition, Dr. Clydesdale has done extensive work related to the science and technology of formulating and measuring natural and synthetic colors in foods and emulsions and the sensory effects, benefits and interactions of food and beverage colorants and flavors. Dr. Clydesdale initiated and organized the University of Massachusetts Food Science Strategic Research Alliance, which has approximately 25 member companies including many of the major multinationals. He also chaired the Strategic Research Alliance from 1988 to 2008, along with the Strategic Policy Alliance from its inception in 2004. Dr. Clydesdale helped in the formation of a venture company (Wesfolk) at the University of Massachusetts Amherst to commercialize the scientific discoveries being made by his department. Dr. Clydesdale also has served on numerous standing and special committees of the FDA and the National Academy of Sciences focusing on food and ingredient safety, nutrition, policy and labeling (e.g., he chaired the FDA working panel that evaluated Olestra, the last food additive to gain approval, and in 2009-2010 served on an FDA committee which evaluated FDA's Research Mission), including three terms as chair of the Food Forum of the Food and Nutrition Board of the National Academy. In 2010, he was reappointed to another three-year term on the National Academies, Institute of Medicine, Food and Nutrition Board. Dr. Clydesdale served as Chair and currently serves on the Board of Trustees of the American branch of the International Life Sciences Institute. He has served on the board of the Global International Life Sciences Institute. Each of these entities promotes scientific research to optimize food safety and health globally. He has been active worldwide speaking on the challenges and opportunities of using technology to improve food safety, nutrition and health while increasing the global food supply.

For the following reasons, the Board concluded that Dr. Clydesdale should serve as a director of Sensient, in light of its business and structure, at the time it files this proxy statement. Dr. Clydesdale is a globally-known expert in the science of food colors, especially natural colors, and their use in food and the effects of color on perceptions of flavor and wholesomeness, all of which are central to Sensient's worldwide businesses and its plans for future growth. Dr. Clydesdale's background in food science, experience with industry from the Food Science Research and Policy Alliances and service on government and university advisory committees, as well as his leadership of a major university department, give him unique experience in risk assessment, food safety, food processing, nutrition, national and international food and ingredient policies, labeling and regulatory and scientific trends. Dr. Clydesdale's university service has included chairing and serving on search committees for top university positions, including chair of the committee for dean of the school of management and serving on search committees for chancellor and provost, as well as developing metrics for promotion, tenure and salary increases within his department. These and other university responsibilities, along with his board activities with the International Life Sciences Institute, allow him to make valuable contributions to Sensient's Audit Committee, Executive Committee, Nominating and Corporate Governance Committee and Compensation and Development Committee. Dr. Clydesdale's experience in academics and with industry and government also position him to provide valuable advice and oversight to Sensient's Scientific Advisory Committee (which he chairs) regarding Sensient's product research and development activities, future scientific, product and policy trends, its marketing and labeling of both functional and health effects of natural and other ingredients and its food safety policies and procedures.

Dr. Mario Ferruzzi Director Since 2015  
Age 42 Nominating and Corporate Governance Committee  
Scientific Advisory Committee

Dr. Ferruzzi is a Professor in the Plants for Human Health Institute and the Department of Food, Bioprocessing and Nutrition Science at North Carolina State University. Prior to joining North Carolina State University, Dr. Ferruzzi most recently served as a Professor in the Department of Food Science at Purdue University (2004-2016), a Research Scientist in the Coffee and Tea Beverage Development group at Nestlé Research & Development Center, Marysville, Ohio, and a Research Scientist at the Nutrition & Health and Scientific & Nutritional Support Departments at the Nestlé Research Centre in Lausanne, Switzerland. He received his B.S. in Chemistry from Duke University (1996) and his M.S. (1998) and Ph.D. (2001) in Food Science and Nutrition from The Ohio State University.

Dr. Ferruzzi is recognized for his expertise in analytical chemistry and its applications to food and nutrition research. His core research interests are in the area of botanical chemistry with emphasis on investigating the impact of the food matrix and processing on the stability, bioavailability and metabolism of health promoting phytochemicals and micronutrients. Dr. Ferruzzi's research has been consistently funded by federal agencies including the U.S. Department of Agriculture, the National Institutes of Health and the United States Agency for International Development as well as the food industry. His core activities in food chemistry, food processing and translational nutrition have resulted in over 120 publications as well as extensive national and international research collaborations and activities.

For his research efforts Dr. Ferruzzi has received awards from the Institute of Food Technologist (2010 Samuel Cate Prescott Young Investigator Award), the American Society for Nutrition (2011 Mary Rose Swartz Young Investigator Award), Purdue University (2012 Agricultural Research Award) and was named a University Faculty Scholar by Purdue University in 2013.

Dr. Ferruzzi has served as a scientific advisor to several food manufacturers and associations and is a member of the Board of Trustees for the North America branch of the International Life Science Institute. He is a professional member of the Institute of Food Technologist (IFT), the American Society for Nutrition (ASN), the American Chemical Society (ACS) and a Fellow of the Royal Society of Chemistry. Dr. Ferruzzi has held multiple leadership roles in these societies, most notably IFT and ASN at both local and national levels. He served as Chair of the Food Science & Nutrition Solutions Taskforce, a joint working group between IFT-ASN-IFIC and the Academy of Nutrition and Dietetics (AND). Additionally, Dr. Ferruzzi serves on the editorial boards of Nutrition Research, Nutrition Today, Critical Reviews in Food Science and Nutrition and as Associate Editor for the Royal Society of Chemistry's journal Food & Function.

For the following reasons, the Board concluded that Dr. Ferruzzi should serve as a director of Sensient, in light of its business and structure, at the time it files this proxy statement. Dr. Ferruzzi is an expert in analytical chemistry and its application to food and nutrition, which closely align with and are directly relevant to a range of Sensient's businesses. Dr. Ferruzzi's extensive industry and academic experience, his extensive experience with new product development and product commercialization, together with his knowledge of Sensient's products and operations gained as a result of service on Sensient's Scientific Advisory Committee, have already allowed him to make immediate and significant contributions to the Board.



Dr. Donald W. Landry     Director Since 2015  
Age 62                      Audit Committee  
                                    Scientific Advisory Committee

Dr. Landry is the Samuel Bard Professor and Chair of the Department of Medicine (tenured) at Columbia University's College of Physicians and Surgeons. He also serves as its Director of the Division of Experimental Therapeutics and Physician-in-Chief for the Medical Service at New York Presbyterian Hospital/Columbia Medical Center. Dr. Landry has been a member of the faculty of Columbia University since 1985. At Columbia, Dr. Landry developed the first artificial enzyme to degrade cocaine and his report in Science was voted one of top 25 papers in the world for 1993 by the American Chemical Society. His discovery that vasopressin can be used to treat vasodilatory shock fundamentally changed intensive care medicine. He also pioneered an embryo-sparing approach to the generation of human embryonic stem cells.

Dr. Landry has been a Director of Tonix Pharmaceuticals Holding Corp. (NASDAQ: TNXP) since October 2011. Between June 2007 and October 2011, Dr. Landry served as a founding director of Tonix Pharmaceuticals, Inc., a wholly-owned subsidiary of Tonix Pharmaceuticals Holding Corp. Tonix Pharmaceuticals is a publicly traded company that develops next-generation medicines for common disorders of the central nervous system, including fibromyalgia, post-traumatic stress disorder and episodic tension-type headache.

Dr. Landry was co-founder and has been a member of L&L Technologies LLC since 1996. L&L Technologies LLC was formed to develop medications for central nervous system conditions. Dr. Landry was also a co-founder of Vela Pharmaceuticals, which developed several drugs for central nervous system disorders, including very low dose (VLD)-cyclobenzaprine for fibromyalgia syndrome.

Dr. Landry established his laboratory at Columbia University in 1991 to investigate medical applications of artificial enzymes and in 1998 founded the Division of Experimental Therapeutics. The Division focuses on novel therapeutics for intractable problems such as cocaine addiction, nerve gas intoxication and vasodilatory shock. Dr. Landry is a leader in the ethical development of embryonic stem cells and served as a member of the President's Council on Bioethics during the George W. Bush administration. In 2008, Dr. Landry was awarded the Presidential Citizens Medal, the nation's second-highest civilian award.

Dr. Landry graduated from Lafayette College, completed his Ph.D. in organic chemistry under Nobel laureate R.B. Woodward at Harvard University in 1979 and then obtained his M.D. degree from Columbia University's College of Physicians and Surgeons in 1983. After residency in Internal Medicine at the Massachusetts General Hospital, he returned to Columbia University as a National Institutes of Health (NIH) Physician-Scientist, 1985-1990. Dr. Landry has published 106 peer-reviewed articles, authored 31 review articles or book chapters and holds 34 patents as inventor or co-inventor.

For the following reasons, the Board concluded that Dr. Landry should serve as a director of Sensient, in light of its business and structure, at the time it files this proxy statement. Dr. Landry is an expert in the medical and pharmaceutical fields and has unique experiences in the formation, operation and public registration of a start-up pharmaceutical company. Dr. Landry's experience as director of a public corporation, in commercialization of new products, in research and development, his strong technical acumen in the pharmaceutical industry and other fields related to our business and his academic background, add a unique skill set and perspective to the Board.

Director Since 2012  
Paul Manning Executive Committee (Chairman)  
Age 42 Finance Committee  
Scientific Advisory Committee

Mr. Paul Manning has been Sensient's Chairman, President and Chief Executive Officer since April 21, 2016. He joined the Company in 2009 as General Manager, Food Colors North America, and became President of the Color Group in 2010. He became President and Chief Operating Officer of the Company in October 2012, and President and Chief Executive Officer in February 2014. Before joining the Company, he worked for Danaher Corporation as Mergers and Acquisitions Integration Manager of the Fluke Division and he held various supply chain and project manager positions with McMaster-Carr Supply Company. He holds a B.S. degree in Chemistry from Stanford University and an MBA from Northwestern University. He attended Stanford University on a Naval ROTC scholarship and served in the U.S. Navy as a Surface Warfare Officer for four years.

During his four years of working within and then running the Color Group, Mr. Manning gained a thorough understanding of both the opportunities and the challenges facing the Company's Color businesses and made critical contributions to its improved performance. As the Company's President and Chief Operating Officer, his management skills and experience allowed him to make similar contributions in the Company's other businesses, including his critical role in the relocation of the Flavors & Fragrances Group headquarters from Indianapolis to the Chicago area on time and on budget. In his current position as the Company's Chairman, President and Chief Executive Officer, he has been responsible for the continued success of the Company, including its strong profits and sales, ongoing restructuring activities in the Flavors & Fragrances Group, upgrading of sales force and general manager talent, leading the Board of Directors and articulating and executing the Company's strategy.

For the following reasons, the Board concluded that Mr. Manning should serve as a director of Sensient, in light of its business and structure, at the time it files this proxy statement. As Sensient's Chairman, President and Chief Executive Officer, Mr. Manning brings the Board unique insights that are critical to Sensient's long-term strategic planning. His extraordinarily detailed knowledge of the Company's operations enables him to keep the Board well informed regarding the Company's performance and opportunities. Mr. Manning's strong background in chemistry allows him to direct product and technology research and development efforts and to be a valuable member of the Scientific Advisory Committee. Mr. Manning's prior experience in mergers and acquisitions and supply chain management is valuable to the Board because these areas are of particular importance for the Company's growth and profitability.

Director Since 2014

Deborah McKeithan-Gebhardt Finance Committee

Age 58

Nominating and Corporate Governance Committee

Scientific Advisory Committee

Ms. McKeithan-Gebhardt is President and Chief Operating Officer of Tamarack Petroleum Company, Inc. (since 2009), and also serves as Chief Executive Officer of Tamarack River Resources, LLC (since 2009). She previously served as Vice President and General Counsel of Tamarack Petroleum Company, Inc. (from 1991 to 2009). Tamarack Petroleum Company, Inc. is a private company engaged in oil and gas exploration. Tamarack River Resources, LLC is a Delaware limited liability company of which Tamarack Petroleum Company, Inc., is the majority member. Ms. McKeithan-Gebhardt has been with Tamarack Petroleum since 1991. Prior to joining Tamarack Petroleum, she was an attorney in private practice.

As President and Chief Operating Officer, and previously as Vice President and General Counsel of Tamarack Petroleum Company, Inc., Ms. McKeithan-Gebhardt has primary responsibility for and extensive experience in a range of strategic and operational matters, including human resources, compensation and employee benefits, financial management and reporting, regulatory and compliance, legal affairs and risk management.

Ms. McKeithan-Gebhardt earned a bachelor of arts degree in Business Administration from Cardinal Stritch University in 1980 and a Juris Doctorate degree summa cum laude from Marquette University Law School in 1987. Ms. McKeithan-Gebhardt currently serves as a member of the Marquette University Law School Advisory Board.

For the following reasons, the Board concluded that Ms. McKeithan-Gebhardt should serve as a director of Sensient, in light of its business and structure, at the time it files this proxy statement. Ms. McKeithan-Gebhardt's extensive experience, including experience as a Chief Executive Officer and in other executive management roles and experience in regulatory, legal, risk management and related matters, provides Sensient with a broad perspective in addressing operational and strategic issues. Ms. McKeithan-Gebhardt's background as an attorney and a senior executive are particularly valuable and allow her to make valuable contributions to the Board's oversight of complex risk management, regulatory and compliance matters.

Scott C. Morrison Director Since 2016  
Age 54 Finance Committee  
Scientific Advisory Committee

Mr. Morrison is Senior Vice President and Chief Financial Officer of Ball Corporation, a leading global supplier of innovative, sustainable packaging solutions for beverage, food and household products customers. He previously served as Vice President and Treasurer of Ball Corporation. Prior to joining Ball Corporation, Mr. Morrison held senior corporate banking roles at Bank One, First Chicago and NBD Bank, Detroit.

Mr. Morrison is an Executive Committee Member of the Board for the National Association of Manufacturers and Community Chairman of the Denver Chapter of the Kelley School of Business Indiana University. He previously served as Chairman of the National Association of Corporate Treasurers and as an expert testimony witness to the U.S. House of Representatives Agricultural Committee on Dodd Frank legislation. Mr. Morrison has been recognized as CFO of the Year by CFO Magazine and Institutional Investor.

Mr. Morrison received his Bachelor's Degree (1984) in Finance from Indiana University and his M.B.A. (1988) from Wayne State University.

For the following reasons, the Board concluded that Mr. Morrison should serve as a director of Sensient, in light of its business and structure, at the time it files this proxy statement. Mr. Morrison has a wealth of valuable leadership experience and financial expertise, gained through currently serving as Chief Financial Officer of a publicly traded multinational corporation and having served in various other executive management and senior corporate banking roles. Mr. Morrison's background includes significant experience in mergers and acquisitions, including Ball Corporation's recent \$6.1 billion acquisition of Rexam PLC, a metal beverage packaging manufacturer and corporate integration. Mr. Morrison's experience, expertise and background allow him to make valuable contributions to the Board and the Company regarding a wide range of matters, including capital allocation, financial reporting, international and compliance matters.

Director Since 2006  
Lead Director Since 2014

Dr. Elaine R. Wedral Compensation and Development Committee  
Age 73 Executive Committee  
Finance Committee  
Scientific Advisory Committee

Dr. Wedral has served as President of the International Life Sciences Institute-North America, a nonprofit organization based in Washington, D.C., that provides a forum for academic, government and industry scientists to identify important nutrition and food safety issues and works toward solutions for the benefit of the general public. From 2003 to 2014, Dr. Wedral was also a director of Balchem Corporation (where she served as chair of the governance and nominating committee and a member of the compensation committee), which is engaged in the development, manufacture and marketing of specialty performance ingredients and products for the food, nutritional, feed, pharmaceutical and medical sterilization industries. Dr. Wedral also serves on the editorial board of Food Processing magazine, serves on the board of the Women's Global Health Institute at Purdue University and continues to work with several industry groups and universities on food science issues in an advisory capacity. Dr. Wedral works closely with management on the Company's Chemical Risk Reduction Strategy.

Dr. Wedral holds a B.S. degree in Biochemistry from Purdue University, an M.S. degree in Food Microbiology from Cornell University and a Ph.D. in Food Biochemistry from Cornell University. From 1972 to 2006, Dr. Wedral served in various capacities with the Nestle Company, including as President of Nestle R&D Center, Inc., and director of Nestle R&D Food Service Systems Worldwide from 2000 to 2006 and as President of all Nestle U.S. R&D Centers from 1988 to 1999. During her tenure with Nestle, Dr. Wedral developed the strategy and accompanying R&D program for its foodservice systems. Among other things, she was responsible for the reorganization and supervision of Nestle's existing R&D facilities in North America, with over 700 personnel, and the development, construction and management of a new state-of-the-art pet food and nutrition facility, a new beverage, confection and ice cream facility and renovation of a consolidated food and nutrition laboratory, each combining an emphasis on proprietary innovation with production efficiencies and commercialization opportunities.

Dr. Wedral holds over 38 U.S. and European patents in food science, chemistry and food service systems to deliver foods and beverages, most related to food flavors and colors and food fortifications (e.g., adding bioavailable iron to fortify a product without discoloring it). Dr. Wedral's work often helped create new product categories (e.g., shelf-stable liquid coffee creamers and refrigerated pizzas) while emphasizing food safety and quality. Dr. Wedral also has experience and expertise in helping to commercialize food and beverage products and delivery systems designed for local tastes and preferences around the world.

For the following reasons, the Board concluded that Dr. Wedral should serve as a director of Sensient, in light of its business and structure, at the time it files this proxy statement. Dr. Wedral combines food science expertise with substantial business and personnel management and leadership experience in developing innovative and commercially successful food and beverage products. Dr. Wedral has experience in successfully building and consolidating food and beverage research facilities within budget and managing and motivating large staffs of research scientists and engineers to work collaboratively and efficiently to serve customer needs, all while emphasizing the development of proprietary products and systems that meet the highest standards of food quality and safety. These experiences and technical expertise allow Dr. Wedral to make valuable contributions to Sensient's Board and Board committees, including the Compensation and Development Committee, Finance Committee and Scientific Advisory Committee, and as Sensient's independent Lead Director.

Director Since 1993

Essie Whitelaw Compensation and Development Committee

Age 68 Nominating and Corporate Governance Committee (Chairman)  
Scientific Advisory Committee

Ms. Whitelaw served as Senior Vice President of Operations of Wisconsin Physician Services, a provider of health insurance and benefit plan administration, from 2001 until her retirement in 2010, where she was responsible for managing over 430 employees. Prior to that, Ms. Whitelaw served over 15 years in various executive positions, including as President and Chief Operating Officer (1992 to 1997) and Vice President of National Business Development, at Blue Cross Blue Shield of Wisconsin, a comprehensive health and dental insurer. Among other things, while at Blue Cross Blue Shield, Ms. Whitelaw was responsible for managing insurance risk underwriting activities, regulatory compliance and the development and implementation of appropriate sales incentive programs. Prior to its merger into another public utility in 2000, Ms. Whitelaw served on the board and on the audit, nominating and retirement plan investment committees of WICOR Corporation, a Wisconsin energy utility. Ms. Whitelaw has served as a director of Network Health since 2016. Network Health is a Wisconsin based health insurer.

Ms. Whitelaw is active in the local Wisconsin community. She currently serves as a director on the boards of the Wisconsin Lutheran High School Foundation, Inc. and the Wisconsin Women's Health Foundation, a non-profit organization dedicated to improving the health and lives of women and their families, through education, outreach programs and partnerships. Ms. Whitelaw's prior board service includes the Milwaukee Public Museum, Goodwill Industries, United Way of Greater Milwaukee, Blue Cross Blue Shield Foundation, Metropolitan Milwaukee Association of Commerce, Greater Milwaukee Committee and Bradley Center Sports and Entertainment Corp.

For the following reasons, the Board concluded that Ms. Whitelaw should serve as a director of Sensient, in light of its business and structure, at the time it files this proxy statement. Ms. Whitelaw has significant regulatory compliance and human resources experience, including developing and implementing compensation policies and designing incentive programs for sales and customer service employees to achieve business objectives while managing risk. Ms. Whitelaw's experiences with regulatory compliance, risk management and human resources allow her to make valuable contributions to Sensient's Board and Board committees, including the Compensation and Development Committee and the Nominating and Corporate Governance Committee.

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Except as noted, all nominees have held their current positions or otherwise have served in their respective positions with the listed organizations for more than five years. No director or nominee for director had any material interest, direct or indirect, in any business transaction of the Company or any subsidiary since the beginning of 2016, nor does any director or nominee have any material interest, direct or indirect, in any such proposed transaction. Mr. Paul Manning (Chairman, President and Chief Executive Officer) and Mr. John Manning (Vice President, General Counsel and Secretary) are brothers. See "Transactions with Related Persons" below. The Board has determined that all members of the Board, except Mr. Paul Manning, are independent under the applicable rules of the New York Stock Exchange and the Securities and Exchange Commission (the "SEC"). See "Corporate Governance - Director Independence" below.

## Corporate Governance

### Board Role in Risk Oversight

The Board is responsible for exercising the corporate powers of the Company and overseeing the management of the business and affairs of the Company, including management's establishment and implementation of key strategic priorities and initiatives. Long-term, sustainable value creation and preservation are possible only through the prudent assumption and management of both risks and potential rewards, and Sensient's Board as a whole takes a leading role in overseeing the Company's overall risk tolerances as a part of the strategic planning process and in overseeing the Company's management of strategic risks. The Board has delegated to the Audit Committee primary responsibility for overseeing management's risk assessments and implementation of appropriate risk management policies and guidelines, including those related to financial reporting and regulatory compliance. It has delegated to the Compensation and Development Committee primary oversight responsibility to ensure that compensation programs and practices do not encourage unnecessary or excessive risk-taking and that any risks are subject to appropriate controls. It has delegated to the Nominating and Corporate Governance primary oversight responsibility to ensure that the Company's governance standards establish effective systems for monitoring and accountability. It has delegated to the Finance Committee primary oversight responsibility with respect to Sensient's capital structure and the types and amounts of insurance and with respect to foreign currency management. The Board and these committees receive periodic reports on these matters from management and the Company personnel in charge of the related risk management activities.

### Board Meetings and Meeting Attendance

The Board met six times during 2016. Each director attended at least 75% of the meetings of the Board and the Board Committees on which he or she served that were held during 2016. The Company's Corporate Governance Guidelines provide that all directors are expected to regularly attend meetings of the Board and the committees of which they are members and to attend the Annual Meeting of Shareholders. All Board members attended the 2016 Annual Meeting of Shareholders.

### Committees of the Board

#### Executive Committee

The Executive Committee of the Board met twice during 2016. This Committee, which currently consists of Messrs. Brown and Paul Manning (Chairman) and Drs. Clydesdale and Wedral, has the power and authority of the Board in directing the management of the business and affairs of the Company in the intervals between Board meetings, except to the extent limited by law, and reports its actions at regular meetings of the Board.

#### Audit Committee

The Audit Committee of the Board met nine times during 2016. Messrs. Brown (Chairman) and Cichurski and Drs. Carleone, Clydesdale and Landry are the current members of the Audit Committee. All members of the Audit Committee meet the independence and experience requirements of the New York Stock Exchange and the SEC applicable to directors generally, and to members of audit committees specifically. None of them serves on the audit committee of any other public company.

This Committee, among other things:

has sole responsibility to appoint, terminate, compensate and oversee the independent auditors of the Company and to approve any audit and permitted non-audit work by the independent auditors;

reviews the adequacy and appropriateness of the Company's internal control structure and recommends improvements thereto, including management's assessment of internal controls and the internal audit function and risk management activities in general;

reviews with the independent auditors their reports on the consolidated financial statements of the Company and the adequacy of the financial reporting process, including the selection of accounting policies;

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reviews and discusses with management the Company's practices regarding earnings press releases and the provision of financial information and earnings guidance to analysts and ratings agencies;

obtains and reviews an annual report of the independent auditor covering the independent auditor's independence, quality control and any inquiry or investigation of the independent auditors by governmental or professional authorities within the past five years;

sets hiring policies for employees or former employees of the independent auditor;

establishes procedures for receipt of complaints about accounting, internal accounting controls, auditing and other compliance matters;

reviews and oversees management's risk assessment and risk management policies and guidelines generally, including those related to financial reporting and regulatory compliance; and

reviews the adequacy and appropriateness of the various policies of the Company dealing with the principles governing performance of corporate activities. These policies, which are set forth in the Company's Code of Conduct, include antitrust compliance, conflicts of interest, anti-bribery and business ethics.

The Board has adopted a written charter for the Audit Committee, which is included in the Company's Bylaws and posted on its website. The Audit Committee reviews and reassesses the adequacy of this charter at least annually. The Board has also adopted a Code of Ethics for Senior Financial Officers (which is incorporated into the Company's Code of Conduct), as contemplated by the Sarbanes-Oxley Act of 2002. The Board has determined that Dr. Carleone and Messrs. Brown and Cichurski are audit committee financial experts in accordance with SEC rules. Any changes made to the Code of Conduct, and any waivers granted thereunder, are promptly posted and available on the Company's website.

#### Compensation and Development Committee

The Compensation and Development Committee of the Board met four times during 2016. The current members of the Committee are Mr. Cichurski, Drs. Carleone (Chairman), Clydesdale and Wedral and Ms. Whitelaw. Each member of the Committee has been determined by the Board to satisfy the independence requirements of the New York Stock Exchange and the SEC applicable to directors generally and to members of compensation committees.

Among the Committee's responsibilities are:

to review and approve all compensation plans and programs (philosophy and guidelines) of the Company and, in consultation with senior management and taking into consideration recent shareholder advisory votes and any other shareholder communications regarding executive compensation, oversee the development and implementation of the Company's compensation program, including salary structure, base salary, short- and long-term incentive compensation such as restricted stock awards (including the relationships between incentive compensation and risk-taking) and nonqualified benefit plans and programs, including fringe benefit programs;

to review and discuss with management the policies and practices of the Company and its subsidiaries for compensating their employees, including non-executive officers and employees, to ensure those policies do not encourage unnecessary or excessive risk-taking and that any risks are subject to appropriate controls;

to review and make recommendations to the Board with respect to all compensation arrangements and changes in the compensation of the officers appointed by the Board, including, without limitation (i) base salary; (ii) short- and long-term incentive compensation plans and equity-based plans (including overseeing the administration of these

plans and discharging any responsibilities imposed on the Committee by any of these plans); (iii) employment agreements, severance arrangements and change of control agreements/provisions, in each case as, when and if appropriate; and (iv) any special or supplemental benefits; and

at least annually, to review and approve corporate goals and objectives relevant to compensation of the Chief Executive Officer, evaluate the performance of the Chief Executive Officer in light of those goals and objectives, report the results of the evaluation to the Board and set the Chief Executive Officer's compensation level based on this evaluation.

Sensient designs its overall compensation programs and practices, including incentive compensation for both executives and non-executive employees, in a manner intended to support its strategic priorities and initiatives to enhance long-term sustainable value without encouraging unnecessary or excessive risk-taking. At the same time, the Company recognizes that its goals cannot be fully achieved while avoiding all risk. Management periodically reviews Sensient's compensation programs and practices in the context of its risk profile, together with its other risk mitigation and risk management programs, to ensure that these programs and practices work together for the long-term benefit of the Company and its shareholders. Based on its recently completed review of Sensient's compensation programs, management concluded that Sensient's incentive compensation policies for both executive and non-executive employees have not had a material adverse effect on Sensient in the recent past and are not likely to have a material adverse effect in the future. See "Compensation Discussion and Analysis" for an analysis of material compensation policies and procedures with respect to the Company's named executive officers and "Compensation and Development Committee Report" for the Committee's 2016 report on compensation matters.

#### Compensation Committee Interlocks and Insider Participation

During the year ended December 31, 2016, the Compensation Committee was composed of Messrs. Croft (Chairman until his retirement on April 21, 2016) and Cichurski, Drs. Carleone (Chairman from April 21, 2016), Clydesdale and Wedral and Ms. Whitelaw. None of these persons has at any time been an officer or employee of the Company or any of our subsidiaries. In addition, no member of the Compensation Committee had any relationship with the Company requiring disclosure under Item 404 of Regulation S-K adopted by the SEC. During the year ended December 31, 2016, none of the executive officers of the Company served on the board of directors or on the compensation committee of any other entity that has or had executive officers serving as a member of the Board of Directors or Compensation Committee of the Company.

#### Finance Committee

The Finance Committee of the Board met three times during 2016. This Committee currently consists of Messrs. Brown, Cichurski (Chairman), Paul Manning and Morrison, Ms. McKeithan-Gebhardt and Dr. Wedral. Among other things, this Committee reviews and monitors the Company's financial planning and structure to ensure conformity with the Company's requirements for growth and fiscally sound operation, and also reviews and approves:

- the Company's annual capital budget, long-term financing plans, borrowings, notes and credit facilities, investments and commercial and investment banking relationships;

- existing insurance programs, foreign currency management and the stock repurchase program;

- the financial management and administrative operation of the Company's qualified and nonqualified benefit plans; and

- such other matters as may from time to time be delegated to the Committee by the Board or as provided in the Bylaws.

#### Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee of the Board met twice during 2016. This Committee which currently consists of Mr. Brown, Drs. Clydesdale and Ferruzzi and Mses. McKeithan-Gebhardt and Whitelaw (Chairman). Each member of the Committee satisfies the independence requirements of the New York Stock Exchange and the SEC applicable to directors generally.

Among other functions, this Committee:

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studies and makes recommendations concerning the composition of the Board and its committee structure, including the Company's Director Selection Criteria, and reviews the compensation of Board and Committee members;

recommends persons to be nominated by the Board for election as directors of the Company and to serve as proxies at the Annual Meeting of Shareholders;

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- considers any nominees recommended by shareholders;
- assists the Board in its determination of the independence of each director;
- develops corporate governance guidelines for the Company and reassesses these guidelines annually; and
- oversees the system of corporate governance and the evaluation of the Board and management from a corporate governance standpoint.

The Committee identifies (with assistance from Board members, Company executives and shareholders), interviews and recommends Board candidates it determines are qualified and suitable to serve as a director consistent with the criteria for selection of directors adopted by the Board, including seeking a variety of perspectives, professional experience, education, skills and other individual qualities and attributes. A copy of the Company's Director Selection Criteria is attached as Appendix A to this proxy statement. Recommendations for Board candidates may be made to the Committee by the Company's Chief Executive Officer, other current Board members and Company shareholders. Once appropriate candidates are identified, the Committee evaluates their qualifications to determine which candidate best meets the Company's Director Selection Criteria, without regard to the source of the recommendation. Recommendations by shareholders for director nominees should be forwarded to the Secretary of the Company, who will relay such information to the Committee Chair. The recommendations should identify the proposed nominee by name; should describe every arrangement or understanding of such person or the nominating shareholder with respect to the nomination, potential service as a Director or the Company's securities; should describe how the nominee would contribute to the variety of perspectives, professional experience, education, skills or other individual qualities and attributes of Sensient's Board; and should provide at least the questionnaire, nominee affirmations and other materials specified in the Bylaws, including the detailed information about the nominee that is required by SEC rules for the solicitation of proxies for election of directors. Shareholders should look to the information required pursuant to the Company's Bylaws for shareholder nominations and to the information included in this proxy statement regarding directors and nominees as a guide to the information required. Shareholders also have the right to directly nominate a person for election as a director so long as the advance notice, nominee affirmations and informational requirements contained in the Bylaws and applicable law are satisfied. All nominees must affirm that they have truthfully completed a directors' and officers' questionnaire; that they meet the Company's Director Selection Criteria; that they are not an employee, director or affiliate of a competitor; that they will protect confidential information and serve the interests of Sensient and its shareholders collectively; and that they will comply with applicable law and Sensient's Code of Conduct and other policies and guidelines. See "Future Shareholder Proposals and Nominations" below.

#### Scientific Advisory Committee

The Scientific Advisory Committee of the Board met twice during 2016. This Committee currently consists of Drs. Carleone, Clydesdale (Chairman), Ferruzzi, Landry and Wedral, Messrs. Brown, Cichurski, Manning and Morrison and Meses. McKeithan-Gebhardt and Whitelaw, and additional members that are not directors or officers of the Company.

Among other functions, this Committee:

- reviews the Company's research and development programs with respect to the quality and scope of work undertaken;
- advises the Company on maintaining product leadership through technological innovation; and
- reports on new technological trends and regulatory developments that would significantly affect the Company and suggests possible new emphases with respect to its research programs and new business opportunities.

Committee Charters, Code of Conduct and Other Governance Documents

The Charters for the Audit, Compensation and Development and Nominating and Corporate Governance Committees of the Company's Board are included in the Company's Bylaws and are available on the Company's website ([www.sensient.com](http://www.sensient.com)). The Company is strongly committed to the highest standards of ethical conduct, and its Code of Conduct for all Company officers, directors and employees (which incorporates its former standalone Code of Ethics for Senior Financial Officers and Procedures for Reporting Complaints or Concerns Regarding Accounting, Auditing and Other Compliance Matters) is also posted on the Company's website. If there are any amendments to the Code of Conduct, the Corporate Governance Guidelines or the Stock Ownership Guidelines, or if waivers from any of them are granted for executive officers or directors, those amendments or waivers also will be posted on the Company's website.

Board Leadership Structure; Executive Sessions of Non-Management and Independent Directors; Combination of Chief Executive Officer and Chairman of the Board Roles

The Board's leadership structure is driven by the needs of the Company at any point in time and has varied over time. The Company does not have a policy requiring a combination or separation of the Chief Executive Officer and Chairman of the Board roles and the Company's governing documents do not mandate a particular structure. This allows the Board the flexibility to establish the most appropriate structure for the Company at any given time. The roles of Chief Executive Officer and Chairman of the Board are now combined.

In 2014, the Board created the position of Lead Director to facilitate the administration of Board functions and to enhance corporate governance practices. The Board elects a Lead Director from among the independent directors. Our current Lead Director is Dr. Wedral. The duties of our Lead Director are to:

- preside at all meetings of the Board at which the Chairman is not present, including executive sessions of the independent and non-management directors;

- serve as the principal liaison between the Chairman and the independent directors;

- review all information sent to the Board, including the quality, quantity, appropriateness and timeliness of such information;

- approve meeting agendas for the Board;

- approve the frequency of Board meetings and meeting schedules, assuring there is sufficient time for discussion of all agenda items; and

- obtain advice and counsel from the General Counsel, to the extent requested by the Lead Director and where appropriate, related to fulfilling the Lead Director's duties.

The Company's non-management directors meet at regularly scheduled executive sessions without management not less frequently than three times per year. The independent directors must meet in executive session at least once per year without any other directors present. After the retirement of Chairman Kenneth P. Manning on April 21, 2016, all of the Company's non-management directors were also independent directors. During 2016, the non-management directors held three executive sessions, including two executive session attended only by the independent directors. Dr. Wedral, as Lead Director, presided over these meetings.

The use of executive sessions of the Board, the Board's strong committee system, substantial majority of independent directors and the service of our Lead Director, allows the Board to maintain effective risk oversight and provides that independent directors oversee the Company's financial statements, the executive compensation program, the selection and evaluation of directors and the development and implementation of our corporate governance programs.

This proxy statement describes our philosophy, policies and practices regarding corporate governance, risk management and executive compensation. Interested parties who wish to make their views or concerns known regarding these matters may communicate with management or with any non-management or independent directors or the Board as a whole in writing addressed to the attention of the Company Secretary. The Company's Corporate Governance Guidelines provide that all communications to Board members will be relayed by the Company Secretary to the appropriate Board members unless the content is obviously inappropriate for Board review.

## Director Independence

The Company's Corporate Governance Guidelines provide guidelines for determining whether a director is independent from management. For a director to be considered independent, the Board must make an affirmative determination that the director has no material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company). The guidelines contain the following specific criteria, which reflect the currently applicable SEC and New York Stock Exchange rules, to assist the Board in determining whether a director has a material relationship with the Company. A director is not considered independent if:

The director is, or has been within the last three years, an employee of the Company, or an immediate family member is, or has been within the last three years, an executive officer of the Company.

The director has received, or has an immediate family member who has received for service as an executive officer, during any twelve-month period within the last three years, more than \$120,000 in direct compensation from the Company (other than director and committee fees and pension or other non-contingent deferred compensation for prior service).

(A) The director is a current partner or employee of a firm that is the Company's internal or external auditor; (B) the director has an immediate family member who is a current partner of such a firm; (C) the director has an immediate family member who is a current employee of such a firm and who personally works on the Company's audit; or (D) the director or an immediate family member was within the last three years a partner or employee of such a firm and personally worked on the Company's audit within that time.

The director or an immediate family member is, or has been within the last three years, employed as an executive officer of another company and any of the Company's present executive officers at the same time serves or served on that company's compensation committee.

The director is a current employee, or an immediate family member is a current executive officer, of a company that has made payments to or received payments from the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million or 2% of the other company's consolidated gross revenues.

In addition, the guidelines state that no director shall be independent unless he or she shall meet the requirements for independence under applicable securities laws. Members of the Audit Committee and of the Compensation and Development Committee are subject to additional independence requirements. For purposes of determining independence, the "Company" includes any parent or subsidiary in a consolidated group with the Company.

Based on these criteria, the Board has affirmatively determined that Messrs. Brown, Cichurski and Morrison, Drs. Carleone, Clydesdale, Ferruzzi, Landry and Wedral and Mses. McKeithan-Gebhardt and Whitelaw (who constitute all of the director nominees and current members of the Board except Mr. Paul Manning) are independent under the applicable rules of the New York Stock Exchange and the SEC and the Company's independence criteria. In making this determination, the Board reviewed information provided by each of the nominees to the Company. The Company has no relationships with any of the independent nominees (other than as a director and a shareholder).

## Director Compensation and Benefits

Directors who are not employees of the Company are entitled to receive an annual retainer of \$75,000 and fees of \$1,500 for each Board and Committee meeting attended (\$3,000 per meeting attended in the case of the Scientific Advisory Committee) in addition to reimbursable expenses for such attendance. Each Committee chairperson is entitled to receive an additional \$8,000 annually for serving in that capacity, except that the chairperson of the Audit Committee is instead entitled to receive \$12,000 annually for serving in that capacity, and the Lead Director is entitled



to receive an additional \$10,000 annually for serving in that capacity.

Until June 30, 2014, the Company had an unfunded retirement plan for non-employee directors who had completed at least one year of service with the Company as a director. The plan provides a benefit equal to the base annual retainer for directors (without including additional amounts received for services as Chairman or an advisor) in effect at the time of the director's departure from the Board. This benefit, payable only during the lifetime of the participant, continues for a period equal to the amount of time the individual was an active non-employee director. The Plan was terminated effective as of June 30, 2014, but that termination did not impair the rights of currently active or past living eligible directors to receive or continue to receive the payments to which the eligible director would have been entitled through the termination date.

The Company has a Directors' Deferred Compensation Plan available to any director who is entitled to compensation as a Board member. Under this plan, the maximum amount that is eligible to be deferred is the total of all fees paid to the director by reason of his or her membership on the Board or any Committee thereof. The plan provides that directors may defer all or part of their director fees and the deferral must be in Common Stock. The balance of shares accrued pursuant to this plan will be distributed either: (i) in a single distribution on January 31st of the calendar year following the year in which the director ceases to be a director or on January 31st of any year thereafter; or (ii) in five equal consecutive annual installments commencing on January 31st of the first calendar year after the director ceases to serve as a director. In the event of death, the balance of shares in a director's account will be distributed in a single distribution to a designated beneficiary or to the director's estate.

The Company has a director stock plan for any director who is not an employee of the Company. For 2017, the director stock plan provides for an annual grant of the Company's Common Stock in a number of shares with a value of \$90,000 on the grant date to each non-employee director on the Annual Meeting date. The shares vest in increments of one-third of the total grant on each of the first, second and third anniversaries of the date of grant. Even after vesting, the shares are subject to Sensient's stock ownership guidelines for non-employee directors, including a requirement that directors hold at least 75% of future awards (net of taxes and any exercise price) until separation from the Board, with limited exceptions for exercise and sale of shares from stock options expiring within one year and for sale of up to 50% of vesting restricted stock to permit payment of related taxes.

As previously announced, the Company entered into a compensatory arrangement with former Chairman Mr. Kenneth P. Manning in consideration of the duties he performed and the additional advisory services that he provided as Sensient's non-employee Chairman of the Board and Advisor to the Company, which commenced on February 2, 2014, and terminated on April 21, 2016, when he retired as Chairman and as a member of the Board. The compensatory arrangement was approved by the Board consistent with the recommendation of the Nominating and Corporate Governance Committee and a proposal prepared by Willis Towers Watson, the Compensation Committee's independent compensation consultant, based on a review of competitive practices with regard to compensation levels and structures for employee and non-employee chairman roles at other public companies. Mr. Kenneth P. Manning's duties as non-employee Chairman of the Board and his additional advisory services included administering Board activities; providing strategic planning and support, including providing input on the global economy, preparing strategic memoranda and conducting annual strategy meetings; reviewing and advising training programs, including conducting General Manager training sessions and the annual review of training programs; continuing to act as a liaison to Wall Street analysts; advising on and participating in activities related to mergers and acquisitions; serving on the Company's Executive Committee and Scientific Advisory Committee; chairing the Sensient Foundation; advising on industry and technical matters; and being available to the successor Chief Executive Officer as required. In consideration for his services as non-employee Chairman of the Board and Advisor to the Company, the Company provided (in lieu of the annual retainer fee set forth above) to Mr. Kenneth P. Manning total direct compensation of approximately \$885,000 annually, which consisted of a \$240,000 annual retainer and \$530,000 in annual advisory fees, with the remainder being comprised of meeting fees, pension benefits and long-term incentive awards applicable to all non-employee members of the Board.

Set forth below is a summary of the compensation paid to each non-employee director in fiscal 2016:

## 2016 DIRECTOR COMPENSATION TABLE

Name	Fees Earned or Paid in Cash (\$)(1)	Stock Awards (\$)(2)(3)(4)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
H. Brown	\$ 124,500	\$ 90,031	\$ -	\$ -	\$214,531
Dr. J. Carleone	117,500	90,031	48,600	-	256,131
E. Cichurski	123,500	90,031	-	-	213,531
Dr. F. M. Clydesdale	123,500	90,031	-	-	213,531
J. A.D. Croft	37,000	-	-	-	37,000
Dr. M. Ferruzzi	93,000	90,031	3,001	-	186,032
Dr. D. W. Landry	100,500	90,031	-	-	190,531
K. P. Manning	265,667	-	-	-	265,667
D. McKeithan-Gebhardt	99,000	90,031	13,662	-	202,693
S. C. Morrison	6,250	-	-	-	6,250
Dr. E. R. Wedral	113,500	90,031	-	-	203,531
E. Whitelaw	108,500	90,031	11,440	-	209,971

(1) Includes annual retainer, meeting attendance, chairmanship, lead director fees and, for Mr. Kenneth P. Manning, advisory fees.

The amounts in the table reflect the grant date fair value of stock awards to the named director in 2016. Accounting Standards Codification (“ASC”) 718 requires recognition of compensation expense over the vesting period (or until retirement age) for stock awards granted to employees and directors based on the estimated fair market value of the equity awards at the time of grant. The 2016 restricted stock awards to directors were made on April 21, 2016. The grant date fair value of the 2016 restricted stock award to each director was \$67.54 per share.

(3) The shares of restricted stock awarded to directors vest in increments of one-third of the total grant on each of the first, second and third anniversaries of the date of grant.

(4) Each non-employee director had the following equity awards outstanding as of the end of fiscal 2016:

Name	Option Awards Number of Securities Underlying Unexercised Options (#)	Stock Awards Number of Shares of Stock That Have Not Vested (#)
H. Brown	4,000	2,801
Dr. J. Carleone	-	2,201
E. Cichurski	-	2,801
Dr. F. M. Clydesdale	2,000	2,801
Dr. M. Ferruzzi	-	1,333
Dr. D. W. Landry	-	1,333
D. McKeithan-Gebhardt	-	2,201

S. C. Morrison	-	-
Dr. E. R. Wedral	4,000	2,801
E. Whitelaw	667	2,801

## AUDIT COMMITTEE REPORT

The duties and responsibilities of the Audit Committee of the Board are set forth in a written charter adopted by the Board, as set forth in the Company's Bylaws and on the Company's website at [www.sensient.com](http://www.sensient.com). The Audit Committee reviews and reassesses this charter annually and recommends any changes to the Board for approval. In accordance with its charter, the Audit Committee assists the Board in fulfilling its responsibility for oversight of the quality and integrity of the accounting, auditing and financial reporting practices of the Company. During 2016, the Audit Committee met nine times. The Audit Committee discussed the financial information contained in each quarterly earnings announcement and in each of the Company's Forms 10-Q and 10-K with the Company's Senior Vice President and Chief Financial Officer, its Vice President, Controller and Chief Accounting Officer and its independent auditors prior to release of the earnings announcement and prior to filing the Company's Forms 10-Q and 10-K with the Securities and Exchange Commission, respectively. During each fiscal quarter of 2016, the Audit Committee reviewed the procedures undertaken in connection with the Chief Executive Officer and Chief Financial Officer certifications for Forms 10-Q and 10-K, including the Company's disclosure controls and procedures and internal controls.

In discharging its oversight responsibility as to the audit process, the Audit Committee obtained from the independent auditors a formal written statement describing all relationships between the auditors and the Company that might bear on the auditors' independence and information required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the Audit Committee concerning independence and discussed with the auditors any relationships that may impact their objectivity and independence. The Audit Committee has also considered whether the provision of any non-audit services by the auditors is compatible with maintaining the auditors' independence. The Audit Committee is satisfied as to the auditors' independence. The Audit Committee also discussed with management, the Company's Director, Internal Audit and the independent auditors the quality and adequacy of the Company's internal controls and the internal audit function's organization, responsibilities, budget and staffing. The Audit Committee reviewed the audit plans, audit scopes and identification of audit risks with both the independent auditor and the Director, Internal Audit.

The Audit Committee discussed and reviewed with the independent auditors all communications required by the Public Company Accounting Oversight Board, including those described in Auditing Standard 1301, Communications with Audit Committees, AU-C Section 260, "The Auditor's Communication with Those Charged with Governance" and SEC Regulation S-X, Rule 2-07, "Communication with Audit Committees" and, with and without management present, discussed and reviewed the results of the independent auditors' examination of the financial statements. The Audit Committee also discussed the results of the internal audit examinations and met separately with the Company's Director, Internal Audit.

### Audit Fees

During the years ended December 31, 2016 and 2015, aggregate fees (including expenses) for the annual audit of the Company's financial statements were approximately \$2,964,200 and \$2,873,000, respectively. Audit fees include fees for the audit of the Company's consolidated financial statements, fees for statutory audits of foreign entities, fees for quarterly review services and fees related to the Company's SEC filings.

### Audit-Related Fees

During the years ended December 31, 2016 and 2015, aggregate fees (including expenses) for audit-related services provided by the independent auditors were approximately \$2,000 in each year. Audit-related fees include fees for accounting related research.

### Tax Fees

During the years ended December 31, 2016 and 2015, aggregate fees (including expenses) for tax services provided by the independent auditors were approximately \$1,082,600 and \$402,000, respectively. Tax services include tax compliance, tax advice and tax planning.

All Other Fees

No other fees were paid to the Company's auditors in 2016 or 2015.

All of the services described above were approved by the Audit Committee. At its February 2017 meeting, the Audit Committee reviewed and approved resolutions continuing the Company's Audit Committee Pre-Approval Policy for a new twelve-month period. This policy provides that the Audit Committee is required to pre-approve all audit and non-audit services performed by the independent auditor and specifies certain audit, audit-related and tax services that have general pre-approval for the next twelve months, subject to specified dollar limits. The policy also provides that any services by the independent auditor not generally pre-approved or above the specified dollar limits must be submitted for pre-approval by the Audit Committee. Pursuant to the resolutions and the policy, the Chairman of the Audit Committee has the authority to grant pre-approval when necessary, provided that such pre-approval is reported to the Audit Committee at its next meeting.

The Audit Committee reviewed the audited financial statements of the Company as of and for the year ended December 31, 2016, with management and the independent auditors. Management has the responsibility for the preparation of the Company's financial statements and the independent auditors have the responsibility for the examination of those statements.

Based on the review and discussions with management and the independent auditors described above, the Audit Committee recommended to the Board that the Company's audited financial statements for the year ended December 31, 2016, be included in its 2016 Annual Report, for filing with the SEC. As further discussed in Item 5, "Ratification of Appointment of Independent Auditors," the Audit Committee has appointed Ernst & Young LLP, subject to shareholder approval, to be the independent auditors for 2017 and the Board recommended that the shareholders ratify that appointment.

Hank Brown, Chairman

Dr. Joseph Carleone

Date: February 9, 2017 Edward H. Cichurski

Dr. Fergus M. Clydesdale

Dr. Donald W. Landry

## PRINCIPAL SHAREHOLDERS

## Management

The following table sets forth certain information as of February 16, 2017, except as otherwise indicated, regarding the beneficial ownership of Common Stock by each of the executive officers of the Company who is named in the Summary Compensation Table below (“named executive officers”), each director and nominee of the Company, and all of the directors and executive officers of the Company as a group. Except as otherwise indicated, all shares listed are owned with sole voting and investment power.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership and Percent of Class (1)(2)(3)(4)(5)
Hank Brown	28,561
Dr. Joseph Carleone	7,771
Edward H. Cichurski	6,608
Dr. Fergus M. Clydesdale	24,761
Dr. Mario Ferruzzi	1,873
Michael C. Geraghty	14,335
Gautam Grover	-
Dr. Donald W. Landry	1,348
Paul Manning	63,246
Deborah McKeithan-Gebhardt	3,795
Scott C. Morrison	-
Stephen J. Rolfs	106,512
Dr. Elaine R. Wedral	22,444
Essie Whitelaw	17,663