

STEPAN CO
Form DEF 14A
March 29, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

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

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under Rule 14a-12

STEPAN COMPANY

(Name of registrant as specified in its charter)

(Name of person(s) filing proxy statement, if other than the registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

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

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

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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Fee paid previously with preliminary materials.

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

(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

STEPAN COMPANY

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To be held on April 24, 2018

at 9:00 a.m. (CDT)

To the Stockholders:

Notice is hereby given that the Annual Meeting of Stockholders of Stepan Company (the “Company”) will be held at the Company’s Administrative and Research Center at Edens Expressway and Winnetka Road, Northfield, Illinois, on Tuesday, April 24, 2018, at 9:00 a.m. (CDT), for the following purposes:

1. To elect three Directors to the Board of Directors, each for a three-year term;
2. To consider, on an advisory basis, a resolution on the compensation of the Company’s named executive officers (the “Say-on-Pay” vote);
3. To ratify the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for 2018; and
4. To transact such other business as may properly come before the meeting.

The Board of Directors has designated the close of business on February 26, 2018, as the record date for determining the holders of record of the Company’s Common Stock entitled to notice of and to vote at the meeting.

The Board of Directors extends a cordial invitation to all stockholders to attend the Annual Meeting. Whether or not you plan to attend the meeting, please mark, sign and mail the enclosed proxy card in the return envelope provided or vote by internet or phone as promptly as possible.

As a reminder, your broker may not vote your shares for non-routine matters such as the election of Directors or the Say-on-Pay vote without your specific instructions as to how to vote. Therefore, we urge you to provide your broker with voting instructions by returning your proxy card so your vote for all proposals can be counted.

Directions to the Annual Meeting of Stockholders are available at <http://www.stepan.com>, under “Investor Relations—Annual Meeting” for those stockholders who plan to attend the Annual Meeting.

By order of the Board of Directors,

JENNIFER ANSBRO HALE

Secretary

Northfield, Illinois

March 29, 2018

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to Be Held on April 24, 2018

The Company’s Proxy Statement, 2017 Annual Report to Stockholders and Annual Report on Form 10-K for the year ended December 31, 2017 are available at <http://www.edocumentview.com/SCL>.

March 29, 2018

PROXY STATEMENT

For the Annual Meeting of Stockholders of

STEPAN COMPANY

Edens Expressway and Winnetka Road
Northfield, Illinois 60093

To be held at 9:00 a.m. (CDT) on April 24, 2018

INFORMATION CONCERNING SOLICITATION AND VOTING

The enclosed proxy is solicited by the Board of Directors, and the Company will bear the entire expense of solicitation. Such solicitation is being made by mail, and the Company's officers and employees may solicit proxies from stockholders personally or by telephone, mail or other means. The Company will make arrangements with the brokers, custodians, nominees and other fiduciaries who request the forwarding of solicitation material to the beneficial owners of shares of the Company's stock held of record by such brokers, custodians, nominees and other fiduciaries, and the Company will reimburse them for their reasonable out-of-pocket expenses. This proxy statement and proxy are first being distributed to stockholders commencing on or about March 29, 2018.

At the close of business on February 26, 2018, the record date for the meeting, there were 22,536,305 shares of the Company's Common Stock ("Common Stock") outstanding, each share of which is entitled to one vote on each matter to be voted on at the meeting.

You may vote "FOR," "AGAINST" or "ABSTAIN" on each of the nominees for the Board of Directors and each of the other proposals. If you vote to "ABSTAIN" with respect to a nominee for the Board of Directors or a proposal, your abstention will have the same effect as a vote against that nominee or proposal.

For any other business that may properly come before the meeting, votes will be cast pursuant to the authority granted by the enclosed proxy in accordance with the best judgment of the individuals acting under the proxy. The Board of Directors is not currently aware of any other business that may come before the meeting.

If you submit your proxy but abstain from voting on one or more matters, your shares will be counted as present at the meeting for the purposes of determining a quorum. Your shares also will be counted as present at the meeting for the purpose of calculating the vote on the particular matter with respect to which you abstained from voting. You may revoke your proxy at any time prior to the meeting.

If you hold your shares in street name and do not provide voting instructions to your broker, custodian, nominee or other fiduciary, your shares with respect to such matters will not be voted on any non-routine matters and will be considered "broker non-votes." Non-routine matters include the election of Directors and the Say-on-Pay vote. Your broker may vote your shares without instruction on the ratification of the appointment of the Company's independent registered public accounting firm. Broker non-votes will be counted as present at the meeting for the purpose of determining a quorum. Please instruct your broker or bank so your vote can be counted on all proposals.

The required quorum at the Annual Meeting is a majority of the outstanding shares of the Company's voting stock as of the record date. In order to ensure the necessary quorum at the Annual Meeting, please mark, sign and return the

enclosed proxy promptly in the envelope provided. You may also vote via the internet by visiting <http://www.envisionreports.com/SCL> or by phone by calling (800) 652-8683. Internet and phone voting will be available 24 hours a day, seven days a week until 11:59 p.m. on April 23, 2018. If voting via the internet or by phone, please have your proxy card available and follow the instructions to vote. Even if you vote prior to the meeting, you are invited to attend the meeting.

In the future, in accordance with the rules of the Securities and Exchange Commission (the “SEC”), the Company may furnish proxy materials, including its proxy statements and annual reports, to stockholders by providing access to these documents on the internet instead of mailing printed copies. Most stockholders will not receive printed copies of the proxy materials. Instead, the notice will provide instructions on how to access and review the proxy materials on the internet. The notice will also provide instructions on how to submit your proxy via the internet. For stockholders who prefer to receive printed copies of the proxy materials, the notice will provide instructions for requesting printed copies.

PROPOSAL NO. 1: ELECTION OF DIRECTORS

Stockholders and the persons named in the enclosed proxy will vote, pursuant to the authority granted by the stockholder in the enclosed proxy, on the election of Mr. Randall S. Dearth, Mr. Gregory E. Lawton and Ms. Jan Stern Reed as Directors of the Company, to hold office until the Annual Meeting of Stockholders to be held in 2021. The Board of Directors is divided into three classes serving staggered three-year terms. Directors for each class are elected at the Annual Meeting of Stockholders in the year in which the term for their class expires. Mr. Dearth, Mr. Lawton and Ms. Reed are current Directors whose terms expire in 2018. Messrs. Dearth and Lawton were elected by the Company's stockholders at the 2015 Annual Meeting and Ms. Reed was elected by the Board of Directors on October 20, 2015. The nominations of Mr. Dearth, Mr. Lawton and Ms. Reed have each been reviewed and recommended by the Nominating and Corporate Governance Committee and the Board of Directors.

In the event any of such nominees is unable to serve as Director, votes will be cast, pursuant to the authority granted in the proxy, for such person or persons as may be designated by the Board of Directors. The Board of Directors at this time is not aware of any nominee who is or will be unable to serve as Director, if elected.

Under the Company's Amended and Restated By-laws, in an uncontested election Directors are elected by a majority of the votes cast by stockholders. An uncontested election of Directors means an election for which the number of nominees does not exceed the number of Directors to be elected at the specific election. Because three Directors are to be elected, and Mr. Dearth, Mr. Lawton and Ms. Reed are the sole nominees, this election is uncontested, and therefore the nominees must receive a majority of votes cast by stockholders to be elected.

Nominees for Director

The following table sets forth certain information about the nominees for Director:

	Principal Occupation, Business	Year of
	Experience and Other Directorships	First
Name of Nominee	During the Past Five Years, and Age	Selection
		as
		Director
Randall S. Dearth	Chairman, President and Chief Executive Officer of Calgon Carbon Corporation, a global manufacturer of activated carbon and innovative treatment systems, since May 2014. President and Chief Executive Officer of Calgon Carbon Corporation from 2012 to May 2014. Director of Calgon Carbon Corporation.	2012
Gregory E. Lawton	Age – 54 Consultant. President and Chief Executive Officer of JohnsonDiversey, Inc., a manufacturer of cleaning products, from October 2000 to February 2006. Director of General Cable Corporation.	2006
Jan Stern Reed	Age – 67 Senior Vice President, General Counsel and Corporate Secretary of Walgreens Boots Alliance, Inc., a global pharmacy-led, health and wellbeing enterprise, from February 2015 to February 2016. Senior Vice President, General Counsel and Secretary of Walgreen Co. from October 2014 to February 2015. Corporate Vice President and Deputy General Counsel of Walgreen Co. from February 2013 to October 2014. Director of AngioDynamics, Inc.	2015

Age – 58

PROPOSAL: The Board of Directors recommends that the stockholders vote FOR the election of Mr. Randall S. Dearth, Mr. Gregory E. Lawton and Ms. Jan Stern Reed to the Board of Directors, each for a three-year term.

Directors Whose Terms Continue

The following table sets forth certain information about those Directors who are not up for election as their respective terms of office do not expire this year:

Name of Director	Principal Occupation, Business	Year of First Selection as Director	Term Expires
	Experience and Other Directorships During the Past Five Years, and Age		
Michael R. Boyce	Chairman of PQ Corporation, a global specialty chemical and catalyst company, from 2005 to 2017. Chief Executive Officer of PQ Corporation from 2005 to May 2015. Chairman and Chief Executive Officer of Peak Investments, an operating and acquisition company, since 1998. Director of AAR Corporation.	2010	2019
Joaquin Delgado	Age – 70 Executive Vice President, Consumer Business Group of 3M Company, a global diversified technology company, since 2016. Executive Vice President, Health Care Business Group of 3M Company, from 2012 to 2016.	2011	2020
F. Quinn Stepan	Age – 58 Chairman of the Company from November 1984 to December 2016. Chief Executive Officer of the Company from November 1984 to December 2005.	1967	2019
F. Quinn Stepan, Jr.	Age – 80 Chairman of the Company since January 2017. President and Chief Executive Officer of the Company since January 2006.	1999	2020
Edward J. Wehmer	Age – 57 President and Chief Executive Officer of Wintrust Financial Corporation, a financial services company, since May 1998. Director of Wintrust Financial Corporation.	2003	2019

Age – 63
Family Relationships

F. Quinn Stepan, Jr. is the son of F. Quinn Stepan.

SECURITY OWNERSHIP

Security Ownership of Certain Beneficial Owners

As of March 2, 2018, the following persons were the only persons known to the Company to beneficially own more than five percent of the Company's Common Stock, other than members of the Company's Board of Directors or management, whose ownership is set forth in the table below:

Name and Address	Number of Shares of Common Stock Beneficially Owned	Percentage of Outstanding Shares of Common Stock (1)
BlackRock, Inc. (2)	2,608,541	11.6%
The Vanguard Group, Inc. (3)	2,142,106	9.5%

(1) Based on 22,567,569 shares of Common Stock outstanding as of March 2, 2018.

(2) As reported in a Schedule 13G/A filed with the SEC on January 19, 2018, by BlackRock, Inc. ("BlackRock"), 55 East 52nd Street, New York, New York, 10055. In the Schedule 13G/A, BlackRock reported that, as of December 31, 2017, it had sole voting power as to 2,563,122 shares of Common Stock and sole dispositive power as to 2,608,541 shares of Common Stock.

(3) As reported in a Schedule 13G/A filed with the SEC on February 9, 2018, by The Vanguard Group, Inc. ("Vanguard"), 100 Vanguard Boulevard, Malvern, Pennsylvania, 19355. In the Schedule 13G/A, Vanguard reported that, as of December 31, 2017, it had sole voting power as to 32,652 shares of Common Stock, shared voting power as to 3,100 shares of Common Stock, sole dispositive power as to 2,107,754 shares of Common Stock, and shared dispositive power as to 34,352 shares of Common Stock.

Security Ownership of the Board of Directors and Management

The following table sets forth, as of March 2, 2018, the security ownership of each currently serving Executive Officer listed in the Summary Compensation Table in this proxy statement, each Director and nominee for Director, and all Directors and Executive Officers as a group. The address for each Director, nominee for Director, and Executive Officer is c/o Stepan Company, Edens Expressway and Winnetka Road, Northfield, Illinois 60093.

Name	Number of Shares of Common Stock Beneficially Owned (1)	Percentage of Outstanding Shares of Common Stock (1)
Scott R. Behrens	42,721 (2)	*
Michael R. Boyce.	11,881 (3)	*
Randall S. Dearth	8,823 (4)	*
Joaquin Delgado	8,654	*
Jennifer Ansbro Hale	4,023 (5)	*
Gregory E. Lawton	24,928 (6)	*
Arthur W. Mergner	47,480 (7)	*
Jan Stern Reed	3,334	*
F. Quinn Stepan	1,297,345 (8)	5.8%

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F. Quinn Stepan, Jr.	859,854	(9)	3.8%
Edward J. Wehmer	24,139	(10)	*
All Directors and Executive Officers	2,832,567	(11)	12.6%

*Less than one percent of outstanding shares of Common Stock.

- (1) Based on 22,567,569 shares of Common Stock outstanding as of March 2, 2018. Number of shares of Common Stock for each Director, nominee for Director, and current Executive Officer (and all Directors and Executive Officers as a group) includes (a) shares of Common Stock owned by the spouse of each Director, nominee for Director, or Executive Officer, and shares of Common Stock held by each Director, nominee for Director, or Executive Officer, or such person's spouse as trustee or custodian for the benefit of children and family members if such trustee or custodian has voting or investment power, (b) shares of Common Stock that may be acquired within 60 days through the exercise of stock options or stock appreciation rights ("SARs") granted pursuant to the Company's incentive compensation plans, and (c) shares of Common Stock pledged as security by such Director, nominee for Director, or Executive Officer, or such person's family members.
- (2) Includes (a) 3,470 shares of Common Stock allocated to Mr. Behrens under the Company's Employee Stock Ownership Plan II ("ESOP II"), (b) 13,520 shares of Common Stock that Mr. Behrens has the right to acquire through the exercise of stock options

granted pursuant to the Company's incentive compensation plans, (c) 6,819 shares of Common Stock that Mr. Behrens has the right to acquire through the exercise of SARs granted pursuant to the Company's incentive compensation plans, and (d) 8,760 shares of Common Stock credited to Mr. Behrens' stock account under the Management Incentive Plan (as amended and restated effective January 1, 2015, the "Management Incentive Plan"). Amounts credited to an employee's stock account will be paid to the employee at the time of separation of service from the Company as the employee has elected under the provisions of the Management Incentive Plan.

- (3) Includes 727 shares of Common Stock credited to Mr. Boyce's account pursuant to the Company's incentive compensation plans.
- (4) Includes 1,220 shares of Common Stock credited to the Mr. Dearth's account pursuant to the Stepan Company Directors Deferred Compensation Plan (as amended and restated as of January 1, 2012).
- (5) Includes (a) 213 shares of Common Stock allocated to Ms. Hale under ESOP II, (b) 464 shares of Common Stock that Ms. Hale has the right to acquire through the exercise of stock options granted pursuant to the Company's incentive compensation plans, and (c) 56 shares of Common Stock that Ms. Hale has the right to acquire through the exercise of SARs granted pursuant to the Company's incentive compensation plans.
- (6) Includes 5,542 shares of Common Stock credited to Mr. Lawton's account pursuant to the Company's incentive compensation plans.
- (7) Includes (a) 6,276 shares of Common Stock allocated to Mr. Mergner under ESOP II, (b) 13,921 shares of Common Stock that Mr. Mergner has the right to acquire through the exercise of stock options granted pursuant to the Company's incentive compensation plans, (c) 11,572 shares of Common Stock that Mr. Mergner has the right to acquire through the exercise of SARs granted pursuant to the Company's incentive compensation plans, and (d) 5,879 shares of Common Stock credited to Mr. Mergner's stock account under the Management Incentive Plan.
- (8) Includes (a) 182,905 shares of Common Stock pledged as security for one bank loan agreement, (b) 508,655 shares of Common Stock held by Stepan Venture II, a family-owned limited partnership for which Mr. Stepan is the managing member of the sole general partner, and pledged as security for one bank loan agreement, (c) 101 shares of Common Stock allocated to Mr. Stepan under ESOP II, and (d) 343,903 shares of Common Stock credited to Mr. Stepan's stock account under the Management Incentive Plan.
- (9) Includes (a) 11,066 shares of Common Stock allocated to Mr. Stepan, Jr. under ESOP II, (b) 154,181 shares of Common Stock that Mr. Stepan, Jr. has the right to acquire through the exercise of stock options granted pursuant to the Company's incentive compensation plans, (c) 30,836 shares of Common Stock that Mr. Stepan, Jr. has the right to acquire through the exercise of SARs granted pursuant to the Company's incentive compensation plans, and (d) 98,781 shares of Common Stock credited to Mr. Stepan, Jr.'s stock account under the Management Incentive Plan.
- (10) Includes 12,339 shares of Common Stock credited to Mr. Wehmer's account pursuant to the Company's incentive compensation plans.
- (11) As of March 2, 2018, Directors and Executive Officers as a group had (a) 33,003 shares of Common Stock allocated to them under ESOP II, (b) the right to acquire 215,080 shares of Common Stock through the exercise of stock options, (c) the right to acquire 70,477 shares of Common Stock through the exercise of SARs, and (d) 464,037 shares of Common Stock credited to their stock accounts under the Management Incentive Plan. In addition, the amount shown includes 338,453 shares of Common Stock that were held in the Company's qualified plans and deemed beneficially owned by the Plan Committee, which is comprised of executive officers of the Company. The Plan Committee selects the investment manager of the Stepan Company Trust for Qualified Plans under the terms of a Trust Agreement effective December 1, 2011, with Bank of America, N.A. ("Bank of America"). Bank of America expressly disclaims any beneficial ownership in the securities of this plan.

Equity Compensation Plan Information

The following table provides information as of December 31, 2017, about the Company's securities that may be issued under the Company's existing equity compensation plans, all of which have been approved by the stockholders:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
	(a)	(b)	(c)
Equity compensation plans approved by security holders	869,013 (1)	\$54.97	945,161
Equity compensation plans not approved by security holders	—	—	—
Total	869,013	\$54.97	945,161

(1)Includes unvested stock awards as awarded by the Compensation and Development Committee of the Board of Directors.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules thereunder require the Company's Executive Officers, Directors, and persons who own more than ten percent of the Common Stock, to file reports of beneficial ownership and changes in beneficial ownership of Common Stock with the SEC. Based solely upon a review of such reports filed with the SEC and written representations from certain reporting persons, the Company believes that all such required reports have been timely filed, other than a report due by Mr. Scott Behrens reporting shares acquired under a Company compensation plan as the result of performance shares vesting on February 21, 2017, which form was inadvertently filed late due to administrative error.

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

Policies and Procedures for Approving Related Person Transactions

The Company has adopted a written policy entitled "Stepan Company Related Party Transaction Policy and Procedures." The policy was initially approved by the Audit Committee of the Board of Directors in February 2007, has been annually reviewed by the Audit Committee and was last amended in April 2017 ("Related Party Transaction Policy"). This policy applies to material transactions ("Related Party Transactions") involving the Company and a Related Party, which is defined as a person or entity who is a Company executive officer, Director, nominee for election as a Director, beneficial owner of five percent or more of the Company's Common Stock, or immediate family

member of these persons, or any entity for which any of the foregoing persons is an executive officer, general partner, managing member, principal or greater than five percent beneficial owner. The Related Party Transaction Policy states that the Company will consummate a Related Party Transaction only when the Audit Committee approves the transaction after considering the factors set forth in the Related Party Transaction Policy. If advance Audit Committee approval of a Related Party Transaction is not feasible, then the Company may preliminarily enter into the transaction upon prior approval by the Chairman of the Audit Committee, subject to ratification of the transaction by the Audit Committee at its next regularly scheduled meeting. No Director may participate in the approval of a Related Party Transaction for which he or she is a Related Party.

The factors considered by the Audit Committee in its evaluation of a Related Party Transaction include the relevant facts and circumstances of the proposed Related Party Transaction, whether the Related Party Transaction is on terms comparable to those that could be obtained in arm's-length dealings with an unrelated third party, the extent of the related party's interest in the transaction and the conflicts of interest and corporate opportunity provisions of the Company's Code of Conduct.

Transactions with Related Persons, Promoters and Certain Control Persons

Mr. Richard Stepan, son of F. Quinn Stepan and brother of F. Quinn Stepan, Jr., is a current Company employee at the Company's Northfield, Illinois offices. Mr. Richard Stepan is neither an officer of the Company nor a Director or nominee for Director. As an employee of the Company, Mr. Richard Stepan receives a base salary, short-term and long-term incentive compensation as appropriate for his position and other regular and customary employee benefits generally available to all Company employees, and is eligible for other limited perquisites available to employees at his level within the organization. For 2017, Mr. Richard Stepan was paid a salary of \$185,479, short-term incentive compensation of \$60,389 and long-term incentive compensation awards of stock options, SARs and performance shares with a target value of \$55,000. Mr. Richard Stepan also participated in other regular and customary employee benefit programs generally available to all Company employees. The Audit Committee approved the Company's employment of Mr. Richard Stepan pursuant to the Related Party Transaction Policy and procedures described above.

Corporate Governance Principles and Board Matters

Corporate Governance Guidelines and Code of Conduct

The Company is committed to having sound corporate governance principles and has adopted Corporate Governance Guidelines and a Code of Conduct to maintain those principles. The Company's Code of Conduct applies to all of the Company's officers, Directors and employees, including the Company's Chairman and Chief Executive Officer and Chief Financial Officer. The Company's Corporate Governance Guidelines and Code of Conduct are available at <http://www.stepan.com>, under "Investor Relations—Corporate Governance." Stockholders may also request free printed copies of the Company's Corporate Governance Guidelines and Code of Conduct by contacting the Company's Secretary at Stepan Company, Secretary's Office, Edens Expressway and Winnetka Road, Northfield, Illinois 60093.

Board Committees

The Board of Directors has three standing committees: the Audit Committee, the Compensation and Development Committee, and the Nominating and Corporate Governance Committee, each composed entirely of independent Directors. The charter of each committee is available at <http://www.stepan.com> under "Investor Relations—Corporate Governance."

• Audit Committee

The primary functions of the Audit Committee are to (a) assist the Board of Directors in fulfilling its oversight responsibilities to stockholders, the investment community and creditors in relation to (i) the quality and integrity of the Company's financial statements, (ii) the adequacy of the Company's internal control over financial reporting, (iii) the Company's compliance with legal and regulatory requirements, (iv) the registered public accounting firm's qualifications and independence and (v) the performance of the independent auditors and the Company's internal audit function and (b) prepare the Audit Committee report included in each proxy statement. The responsibilities of the Audit Committee include annual selection and engagement of the Company's independent registered public accounting firm, review of the proposed fees and scope of work of the independent registered public accounting firm's year-end audit, review with the Company's independent registered public accounting firm of the results of the year-end audits of the Company's financial statements and internal control over financial reporting, review of the Company's financial statements with the Company's independent registered public accounting firm prior to the Company's filing of each quarterly report on Form 10-Q and annual report on Form 10-K, review of findings reported by the Company's internal audit department and management's responses, review of the internal audit program of the Company and review and approval or disapproval of Related Party Transactions pursuant to the Company's Related Party Transaction Policy. The Audit Committee held four meetings in 2017.

The members of the Audit Committee in 2017 were Mr. Boyce, Mr. Dearth, Dr. Delgado, Mr. Lawton, Ms. Reed and Mr. Wehmer (Chairman), all of whom are financially literate and are independent Directors in accordance with the rules of the New York Stock Exchange and the SEC and as described below under "Director Independence." The Board of Directors has determined that Mr. Wehmer is qualified as an audit committee financial expert within the meaning of SEC regulations.

• Compensation and Development Committee

The primary functions of the Compensation and Development Committee are to (a) establish and administer the Company's policies, programs and procedures for compensating its executive management and (b) provide advice and counsel to the Company regarding executive development and succession planning. The responsibilities of the Compensation and Development Committee include reviewing and setting or recommending the compensation of the Company's executive officers, recommending and administering cash-based and equity-based incentive compensation plans, reviewing and recommending Director compensation, reviewing and recommending the Company's

Compensation Discussion and Analysis included in each proxy statement, and preparing the Compensation and Development Committee Report included in each proxy statement. The Compensation and Development Committee held three meetings in 2017.

The members of the Compensation and Development Committee in 2017 were Mr. Boyce, Mr. Dearth, Dr. Delgado, Mr. Lawton (Chairman), Ms. Reed and Mr. Wehmer, all of whom are independent Directors in accordance with the rules of the New York Stock Exchange and the SEC and as described below under “Director Independence.”

♦Nominating and Corporate Governance Committee

The primary functions of the Nominating and Corporate Governance Committee are to (a) identify individuals qualified to become board members and recommend the Director nominees for election at each annual meeting of stockholders, (b) develop and recommend the Company’s Corporate Governance Guidelines, (c) oversee the evaluation of the Board of Directors and (d) recommend the members for each Board committee. In addition, the responsibilities of the Nominating and Corporate Governance Committee include making recommendations to the Board on corporate governance matters and the Board’s structure. The Nominating and Corporate Governance Committee held four meetings in 2017.

The members of the Nominating and Corporate Governance Committee in 2017 were Mr. Boyce (Chairman), Mr. Dearth, Dr. Delgado, Mr. Lawton, Ms. Reed and Mr. Wehmer, all of whom are independent Directors in accordance with the rules of the New York Stock Exchange and as described below under “Director Independence.”

In 2017, the Nominating and Corporate Governance Committee formed a subcommittee, consisting of Mr. Boyce (Chairman), Mr. Dearth, Dr. Delgado and Ms. Reed, to oversee certain matters on behalf of the Nominating and Corporate Governance Committee. This subcommittee held four meetings in 2017.

Board Performance Evaluations

Annually, each Director completes an evaluation of the full Board of Directors and of each standing committee on which the Director serves. An independent third-party advisor compiles the results of the assessments and provides the results to the Chairman of the Nominating and Governance Committee, who presents the results to that Committee and to the Board of Directors. The Board of Directors initially discusses the assessment results with the Chairman and Chief Executive Officer in attendance, and if desired by any Director, the assessment results are also discussed at Executive Sessions of the non-management Directors. This assessment evaluates the Board of Directors’ contribution as a whole to the Company and reviews areas in which the Board of Directors and/or management believes a stronger contribution could be made. The Nominating and Corporate Governance Committee is also responsible for evaluating the performance of current members of the Board of Directors at the time they are considered for re-nomination to the Board of Directors.

Board Meetings and Attendance

During 2017, the Board of Directors held five meetings. During 2017, all of the Directors, except for Dr. Delgado, attended greater than 75% of the total number of meetings of the Board of Directors and the meetings of committees or subcommittees of the Board of Directors of which each Director was a member. Dr. Delgado attended 65% of such meetings. While all Directors are encouraged to attend, the Company does not have a formal policy requiring attendance at the Company’s Annual Meeting of Stockholders. All Directors attended the 2017 Annual Meeting of Stockholders and are currently expected to attend the 2018 Annual Meeting of Stockholders.

Director Nomination Process

The Corporate Governance Guidelines contain the Board of Directors membership criteria that apply to nominees recommended by the Nominating and Corporate Governance Committee for a position on the Board of Directors. Under these criteria, members of the Board of Directors should possess qualities that include strength of character, an inquiring and independent mind, practical wisdom and mature judgment. In addition to these qualities, Director nominees should also possess recognized achievement, an ability to contribute to some aspect of the Company’s business, and the willingness to make the commitment of time and effort required of a Director. The Nominating and Corporate Governance Committee’s process for identifying and evaluating Director nominees includes recommendations by stockholders, non-management Directors and executive officers, a review and background check of specific candidates, an assessment of the candidate’s independence under the Director independence standards described below, and interviews of Director candidates by the Nominating and Corporate Governance Committee.

It is the policy of the Nominating and Corporate Governance Committee to consider candidates recommended by stockholders for membership on the Board of Directors. The Nominating and Corporate Governance Committee’s evaluation of a nominee recommended by a stockholder would consider the general criteria and required information previously described in this section, and any other factors the Nominating and Corporate Governance Committee deems relevant. Any stockholder recommendations proposed for consideration by the Nominating and Corporate Governance Committee must comply with the requirements set forth in the Company’s By-laws. Among other things,

a stockholder must give written notice containing the information required by the Company's By-laws to the Secretary of the Company at Stepan Company, Secretary's Office, Edens Expressway and Winnetka Road, Northfield, Illinois 60093. The deadline to submit a Director recommendation for the 2019 Annual Meeting of Stockholders is set forth in the "2019 Stockholder Proposals" section below.

Board Diversity

The Board of Directors does not have a formal policy with respect to diversity. However, in identifying Director nominees, the Nominating and Corporate Governance Committee and the Board of Directors consider a broad definition of diversity, including but not limited to, diversity of professional, technical, operational, international and financial experience, skills and characteristics. The Board has also considered experience related to the Company's business and industry. If the Nominating and Corporate Governance Committee utilizes an outside search firm to identify Director nominees, it instructs the search firm to consider broadly-defined diversity in identifying potential nominees.

Director Independence

For purposes of determining Director independence, the Company uses the New York Stock Exchange director independence standards. No Director qualifies as "independent" unless the Board of Directors affirmatively determines 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). In addition, a Director is not 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, during any 12-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 forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service);
- (A) The Director is a current partner or employee of a firm that is the Company's internal auditor or independent registered public accounting firm; (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 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 where any of the Company's present executive officers at the same time serves or served on that company's compensation committee; or
- 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 such other company's consolidated gross revenues.

Under the New York Stock Exchange rules and the Company's Corporate Governance Guidelines, at least a majority of the Company's Directors and each member of the Audit Committee, Compensation and Development Committee, and Nominating and Corporate Governance Committee must meet the independence standards set forth above. The Board of Directors has determined that each of Mr. Boyce, Mr. Dearth, Dr. Delgado, Mr. Lawton, Ms. Reed and Mr. Wehmer is independent under the standards set forth above. In addition, the Board of Directors has determined that each of the members of the standing committees satisfies the Company's independence standards, including the additional independence standards and financial literacy requirements required for audit committee members and compensation committee members, as applicable, established by SEC and New York Stock Exchange rules.

In making independence determinations, the Nominating and Corporate Governance Committee, with assistance from the Company's legal counsel, evaluated responses to a questionnaire completed annually by each Director regarding relationships and possible conflicts of interest between each Director, the Company and management. In its review of Director independence, the Nominating and Corporate Governance Committee considered the commercial, industrial, banking, consulting, legal, accounting, charitable, and familial relationships any Director may have with the Company or management. In addition, the Nominating and Corporate Governance Committee considered any relationships between the Company and entities for which any Director serves as management or a member of the board of directors. The Nominating and Corporate Governance Committee recommended, and the Board of Directors approved, that the six Directors named above be considered independent.

Mr. Stepan and Mr. Stepan, Jr. are not deemed independent under the rules of the New York Stock Exchange because Mr. Stepan was employed by the Company as its Chairman until December 2016, and Mr. Stepan, Jr. serves as the Chairman and Chief Executive Officer of the Company.

Board Leadership Structure

The Board of Directors regularly reviews its leadership structure in light of the Company's then-current needs, trends, internal assessments of Board effectiveness, and other factors. The Board of Directors does not have a policy regarding the separation of the roles of Chief Executive Officer and Chairman of the Board because the Board

believes it is in the best interests of the Company to make that determination based on the position and direction of the Company and the membership of the Board.

Currently, the Board believes the interests of the Company and its stockholders are best served through a leadership model with a combined Chairman and Chief Executive Officer position and a Lead Independent Director. The current Chairman and Chief Executive Officer, Mr. Stepan, Jr., possesses extensive knowledge and understanding of the Company and its operations, strategic planning and industry, developed during his over 30-year career with the Company. The Board believes that Mr. Stepan, Jr.'s experience puts him in the best position to provide broad leadership for the Board as it works to deliver value to stockholders.

To aid the Board of Directors' independent oversight of the Company and management, the Board elected Mr. Wehmer as Lead Independent Director in 2017 and re-elected him in February 2018. The Board believes that the election of the Lead

Independent Director enhances the Board's commitment to maintaining strong corporate governance and provides effective independent Board leadership. Among other responsibilities, the Lead Independent Director presides at all Executive Sessions of the independent Directors, advises the Chairman and Chief Executive Officer on Board meeting schedules, agendas and materials, and serves as principal liaison between the independent Directors and the Chairman and Chief Executive Officer. In addition, the Lead Independent Director, in consultation with the chairmen of the Compensation and Development Committee and the Nominating and Corporate Governance Committee, leads the process for the evaluation of the Chairman and Chief Executive Officer.

In addition, the independent Directors regularly meet in Executive Sessions without non-independent Directors or management present in accordance with the Company's Corporate Governance Guidelines.

Director Qualifications

All Directors and nominees for Director possess strong executive leadership experience derived from their positions as executives of various companies. Certain individual qualifications and skills of each Director and nominee for Director that were considered in determining that such individual should serve as a member of the Board of Directors are described below:

Mr. Stepan, Jr. has served as Chairman of the Company since January 2017 and as the President and Chief Executive Officer of the Company since January 2006. In his over 30-year career with the Company, Mr. Stepan, Jr. has served in a number of positions of increasing responsibility and in a variety of functions within the Company's operations. Mr. Stepan, Jr.'s day-to-day strategic leadership provides the Board of Directors with extensive knowledge of the Company's operations.

Mr. Boyce is the former Chairman and Chief Executive Officer of PQ Corporation, a global specialty chemical and catalyst company. Mr. Boyce serves as the Chairman and Chief Executive Officer of Peak Investments, an operating and acquisition company. Mr. Boyce also serves as a director for AAR Corporation. Mr. Boyce provides the Board of Directors with global executive leadership in the chemical industry as well as expertise in strategic business matters.

Mr. Dearth is the Chairman, President and Chief Executive Officer of Calgon Carbon Corporation, a global manufacturer of activated carbon and innovative treatment systems. Mr. Dearth also serves as a director for Calgon Carbon Corporation. Prior to joining Calgon Carbon Corporation, Mr. Dearth served as the President and Chief Executive Officer of LANXESS Corporation, a global chemicals manufacturer. Mr. Dearth provides the Board of Directors with global executive leadership in the chemical industry and a global perspective on European leadership, strategy and business conditions.

Dr. Delgado is the Executive Vice President, Consumer Business Group of 3M Company, a global diversified technology company. Dr. Delgado has also held other executive leadership positions at 3M Company and holds a doctorate in polymer science and engineering. Dr. Delgado provides the Board of Directors with chemistry and innovation expertise and current global business, operational, manufacturing, marketing and corporate development experience.

Mr. Lawton is the former President and Chief Executive Officer of JohnsonDiversey, Inc., a leading global provider of cleaning and hygiene solutions to the institutional and industrial marketplace. Mr. Lawton previously held various leadership roles at other companies and also serves as a director for General Cable Corporation and American Trim, LLC. Mr. Lawton provides the Board of Directors with global expertise and executive leadership from the consumer products industry, and extensive experience with employee development.

Ms. Reed is the former Senior Vice President, General Counsel and Corporate Secretary of Walgreens Boots Alliance, Inc., a global pharmacy-led, health and wellbeing enterprise, as well as the Senior Vice President, General Counsel and Secretary of Walgreen Co. Prior to joining Walgreens, Ms. Reed was the Executive Vice President of Human Resources, General Counsel and Secretary of Solo Cup Company. Ms. Reed also serves as a director for AngioDynamics, Inc. Ms. Reed provides the Board of Directors with global executive leadership in legal, corporate

governance and strategic business matters, as well as extensive experience with risk management, compliance, acquisitions and employee development.

♣Mr. Stepan served as Chairman of the Company from 1984 to 2016. In his over 50-year career with the Company, Mr. Stepan held numerous positions, including Chief Executive Officer. In addition, Mr. Stepan is a director of Fermi Research Alliance, LLC, a joint partnership of the University of Chicago and the Universities Research Association. Mr. Stepan's experience as the Company's former Chairman and Chief Executive Officer provides the Board of Directors with extensive knowledge of the Company's history, operations and strategy.

♣Mr. Wehmer is President and Chief Executive Officer of Wintrust Financial Corporation, a financial services company. Mr. Wehmer is also a Certified Public Accountant and serves as a director for Wintrust Financial Corporation. Mr. Wehmer provides the Board of Directors with expertise in strategic, financial, banking and accounting matters. Mr. Wehmer also has extensive experience with acquisitions.

Risk Management

The Board of Directors takes an active role in overseeing the Company's financial and non-financial risks. The Audit Committee, which is chaired by Mr. Wehmer, leads the Board's oversight of Company risks. The Audit Committee receives reports from the Company's Director of Internal Audit, the Chief Financial Officer, and the General Counsel, all of whom are responsible for various aspects of the Company's risk management. The Director of Internal Audit reports directly to the Audit Committee. The Audit Committee also meets with the Company's external auditors separately from management.

The Compensation and Development Committee, which is chaired by Mr. Lawton, takes the lead role in overseeing the management of risks as they relate to the Company's compensation policies and practices. During 2017, the Compensation and Development Committee reviewed these compensation policies and practices and did not identify any risks that are reasonably likely to have a material adverse effect on the Company.

Executive Sessions

Executive Sessions of independent Directors are held at least two times per year. Executive Sessions are generally held by the independent Directors after every regular Board of Directors meeting and after most Board committee meetings. The Executive Sessions after all regular Board of Directors meetings are chaired by the Lead Independent Director. Any independent Director can request that additional Executive Sessions be scheduled. In 2017, four Executive Sessions without management were held by the independent Directors and chaired by Mr. Wehmer in his capacity as Lead Independent Director. In addition, Executive Sessions without management were also held after many Board committee meetings during 2017 and were chaired by the respective chairmen of the Board committees.

Communication with the Board

A stockholder may communicate with the Board of Directors by writing c/o Secretary's Office, Stepan Company, Edens Expressway and Winnetka Road, Northfield, Illinois 60093. Mail addressed to a specific Director or Board committee will be delivered to that Director or Board committee. The Secretary delivers all correspondence without first screening the correspondence.

Compensation Committee Interlocks and Insider Participation

The members of the Company's Compensation and Development Committee in 2017 were Mr. Boyce, Mr. Dearth, Dr. Delgado, Mr. Lawton (Chairman), Ms. Reed and Mr. Wehmer. None of the members of the Compensation and Development Committee during 2017 had at any time been an officer or employee of the Company nor had any member participated in a Related Party Transaction. In 2017, none of the Company's executive officers served as a member of the compensation committee of another entity, or as a director of another entity, one of whose executive officers served on the Compensation and Development Committee or as one of the Company's Directors.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Summary of Executive Compensation in 2017

In 2017, the Company and the Compensation and Development Committee of the Board of Directors (the “Committee”) applied the compensation policies and principles described in this Compensation Discussion and Analysis in determining the compensation for the individuals named in the Summary Compensation Table. Those individuals are referred to herein as the named executive officers (“NEOs”). The NEOs for 2017 were:

NEO	Title
F. Quinn Stepan, Jr.	Chairman, President and Chief Executive Officer
Scott D. Beamer ⁽¹⁾	Former Vice President and Chief Financial Officer
Scott R. Behrens	Vice President and General Manager – Surfactants
Jennifer Ansbro Hale	Vice President, General Counsel, Chief Compliance Officer and Secretary
Arthur W. Mergner ⁽²⁾	Vice President – Supply Chain
Scott C. Mason ⁽²⁾	Former Vice President – Supply Chain

(1) Mr. Beamer served as the Company’s Vice President and Chief Financial Officer until December 31, 2017.

(2) Mr. Mason served as the Company’s Vice President – Supply Chain until August 15, 2017. Effective as of August 16, 2017, Mr. Mergner succeeded Mr. Mason in the position of Vice President – Supply Chain.

Significant Achievements and Developments in 2017

Record Company Performance

(1) In 2017, the Company achieved record net income of \$91.6 million compared to \$86.2 million net income in 2016, and adjusted net income of \$108.7 million versus \$98.2 million in 2016, a 11% increase.¹

(2) Reported Surfactant operating income was a record \$120.0 million, up from \$99.8 million in 2016.

(3) The Company’s internal and global operating efficiency program, DRIVE, delivered \$24.6 million in cash savings in 2017 along with a \$27.6 million improvement in working capital.

Key Developments Impacting Executive Compensation

(1) The Company’s advisory Say-on-Pay vote was supported by over 96% of votes cast at the Company’s 2017 Annual Meeting.

(2) After considering all components of the total compensation paid to the NEOs in 2017, the Committee determined that the 2017 NEO compensation was competitive, reasonable, and aligned with both Company performance and stockholder interests.

Executive Compensation Best Practices the Company Follows

What We Do

Pay for Performance—a Majority of our NEOs’ Annual Total Compensation is Variable and at Risk

Align Executives’ Total Compensation Mix with Stockholders’ Interests

Require Significant Executive Stock Ownership

What We Don’t Do

No Grants of Discounted Stock Options or Stock Appreciation Rights

No Repricing or Replacing Outstanding Stock Options or Stock Appreciation Rights Without Stockholder Approval

No Employment Agreements

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Limit Performance-Based Incentive Awards to a
Maximum of 200% of Target

No Individual Severance or Change-in-Control Agreements

No Use of Excise Tax Gross-Ups

Provide Limited Executive Perquisites

No Dividend Payments on Unearned Performance Shares

Subject Incentive Compensation to a Clawback Policy,
Effective in 2018

¹ Adjusted net income is a financial measure that has not been calculated pursuant to U.S. generally accepted accounting principles ("GAAP"). See Appendix A for a GAAP reconciliation.

12

Compensation Philosophy

The basic premise of the Company's executive compensation philosophy is to pay for performance. The Company's intention is to foster a performance-driven culture with competitive total compensation as a key driver for all employees. Compensation levels commensurate with Company performance align the interests of our employees with the interests of our stockholders.

The Company's guiding philosophy in setting executive compensation is that the compensation of executive officers should reflect the scope of their job responsibilities and level of individual and corporate performance achieved. Executive compensation should be competitive internally and externally with like or comparable positions based on job descriptions and responsibilities at similarly sized companies within the Company's industries, and Peer Group (as defined below) and other appropriate related industry data or survey information. The Company's compensation philosophy is reviewed at least annually by the Committee.

The effectiveness of the executive compensation program is primarily measured by Company performance, stock price appreciation, the ability of the Company to attract and retain executive officers, and comparison against other relevant, external benchmarks as needed.

The Committee generally does not consider the impact of previously awarded compensation in determining current executive total compensation. The Committee does, however, use both a chemical industry peer group as well as aggregate executive compensation survey data to annually assess executive compensation as described below under "Compensation Peer Group and Survey Data." Except for the limits regarding incentive compensation as described below, the Committee does not use specific policies to allocate between cash and non-cash compensation or between short-term and long-term compensation.

Compensation Objectives

The overall objectives of the Company's compensation programs (in which each NEO participates) are as follows:

- motivate employees to achieve and maintain a high level of performance, and drive results that will help the Company achieve its goals;
- align the interests of our employees with the interests of our stockholders;
- provide for market-competitive levels of compensation; and
- attract and retain employees of outstanding ability.

Role of the Compensation and Development Committee

The Committee is responsible for overseeing the establishment and administration of the Company's policies, programs and procedures for compensating the Company's executive management, as further described below. The Committee is also responsible for providing advice to the Company regarding executive development and succession planning.

Role of the Compensation Consultant

The Committee engaged Exequity LLP ("Exequity") as its independent compensation consultant for 2017. Exequity advises the Committee on a range of executive compensation matters. The scope of Exequity's services to the Committee includes, but is not limited to, the following:

• Providing the Committee with an assessment of the market competitiveness of the Company's executive compensation.

• Apprising the Committee of executive compensation-related trends and developments in the marketplace.

• Informing the Committee of regulatory developments relating to executive compensation practices.

• Assisting the Committee with goal-setting, calibrating levels of pay to various levels of performance, and pay for performance alignment.

• Comparing Company executive compensation plan designs and practices to the marketplace.

• Recommending changes to the executive compensation program to maintain competitiveness and ensure consistency with business strategies, good governance practices and alignment with stockholder interests.

Exequity reports directly to the Committee. The Committee assessed Exequity's independence pursuant to SEC rules and determined that no conflict of interest exists that would prevent Exequity from independently advising the Committee. Exequity does not provide any other services to management or the Company.

Role of Executives in Establishing Compensation

The Committee determines the compensation of the Chairman and Chief Executive Officer. The Chairman and Chief Executive Officer and the Vice President – Human Resources make recommendations to the Committee regarding compensation for all other executive officers, including the NEOs other than the Chairman and Chief Executive Officer. The Committee then reviews these recommendations and approves the final compensation for all executive officers. All recommendations made to the Committee and all determinations made by the Committee are based upon the Company's policies and guidelines and other relevant factors outlined in the "Compensation Peer Group and Survey Data" and "Elements of Compensation" sections below.

Advisory Vote on Executive Compensation

The advisory vote in 2017 was the seventh consecutive year that the Company's Say-on-Pay vote was supported by its stockholders with the approval of more than 96% of the votes cast at the annual meeting of stockholders. The Committee acknowledges and values the feedback from the Company's stockholders on the annual Say-on-Pay vote and believes that these results demonstrate stockholder support of the Company's executive compensation programs. As a result of the strong stockholder support for the 2017 Say-on-Pay vote, the Committee determined that the Company's compensation practices and processes did not require any significant modifications to achieve the desired results of the Company's compensation program or to address stockholder concerns. The Committee will continue to consider the outcome of these advisory votes when determining future executive compensation arrangements.

Executive Pay Mix

The Company targets a total compensation mix where fixed pay, consisting of base salary, is less than half of the total compensation that any NEO or executive officer may earn in any given year. The combined mix of both short-term and long-term incentives for executive officer compensation is structured to encourage the necessary focus and motivation to achieve outstanding results on an ongoing basis, both in the short term and long term. In addition, the combined focus on both short-term and long-term objectives aligns executive officers' and stockholders' interests. Short-term incentives for executive officers are based on individual and Company performance. Long-term incentives for executive officers are based only on Company performance. The Company's total compensation targets assume above-average Company performance and potential compensation can vary considerably depending on overall Company performance. The graphics below illustrate the pay mix for our Chairman and Chief Executive Officer and other NEOs (on an average basis) using target level of performance for all incentive awards.

Compensation Peer Group and Survey Data

To better understand the compensation practices of similar companies, the Committee reviews data gathered from a custom peer group ("Peer Group") and general market survey data from Mercer LLC ("Mercer"). Information gathered from the Peer Group serves as the primary reference point for the Committee, with Mercer survey data used as a secondary reference.

The Peer Group consists of companies selected on the basis of chemical industry affiliation and size (e.g., total revenues and market capitalization). The following companies comprised the Peer Group that the Committee referenced when setting 2017 compensation:

Albemarle Corporation	Chemtura Corporation	Innospec Inc.	OMNOVA Solutions Inc.
A. Schulman, Inc.	Ferro Corporation	Koppers Holdings, Inc.	PolyOne Corporation
Axiall Corporation	H.B. Fuller Company	Kraton Corporation	Quaker Chemical Corporation
Cabot Corporation	Innophos Holdings, Inc.	NewMarket Corporation	Sensient Technologies Corporation

The Committee undertakes annual evaluations of the Peer Group in order to ensure the Company is comparing itself with companies that have the characteristics to appropriately match the Company. Exequity performed a review of the Company's Peer Group in July 2017 and, as a result of such review, the Committee removed Axiall Corporation, which was acquired in 2016, from the Company's Peer Group. The Committee and Exequity will continue to monitor the Peer Group going forward as appropriate.

When assessing the competitiveness of Company compensation programs, the Committee generally reviews median compensation levels in the Peer Group. The Committee generally references median total compensation for executive officers (plus or minus 15% of the 50th percentile), but the Committee retains discretion to determine appropriate compensation levels and the Company does not benchmark compensation. The Committee believes that all NEOs' and executive officers' total compensation amounts are within appropriate and reasonable levels as compared to the Peer Group data considering experience level, time in position, global job grades and both external and internal equity evaluations.

Elements of Compensation

For the fiscal year ended December 31, 2017, the principal elements of compensation for the executive officers, including the NEOs, were as follows:

Compensation Element

Purpose	Description
Base Salary	
To attract and retain employees of outstanding abilities	Fixed component of pay based on specific position salary ranges determined by job responsibilities, Peer Group data and performance
Short-Term Incentive Compensation	
To drive improved year-over-year financial performance; to motivate, attract and retain employees; and to align executives' interests directly with Company financial objectives	Variable, annual, at risk cash component of pay that rewards achievement of pre-determined Company and individual goals
Long-Term Incentive Compensation	
To promote retention of executives, to reward outstanding Company performance, to encourage a focus on the Company's long-term financial results, and to align executive interests with stockholder interests	Variable, at risk, equity component of pay for eligible participants that rewards stockholder value creation over the long-term
Retirement Benefits	
To promote retention and to attract outstanding employees and to provide employees with a tax deferred retirement savings vehicle directly connected to the	Company contributions equal to a fixed percentage (4%) of base salary under a Savings and Investment Retirement Plan for all U.S. employees, plus supplemental contributions

Company's financial results

based on the Company's financial results

Perquisites

To attract and retain superior employees for key positions

Executives and key employees, including the NEOs, are eligible for a limited amount of perquisites which are provided to be market competitive

Other Benefits

To provide for basic life, health and security needs
15

Benefit programs that are available to all salaried employees

Base Salary

The Company has established salary grades and ranges for all global employees, including the NEOs. Salary grades reflect the responsibility level of the position, i.e., positions with a greater level of responsibility have a higher salary grade. The salary range for each grade is primarily based on survey data. The salary grade structure enables the Company to ensure that pay among executives is both market competitive and internally equitable.

The Committee, taking into consideration the performance of the Company, the Company's compensation philosophy, the Peer Group data, and the Company's salary grades, reviews and determines the Chairman and Chief Executive Officer's salary on an annual basis. The Chairman and Chief Executive Officer and the Vice President – Human Resources make recommendations to the Committee regarding compensation for all other NEOs. The Committee has the discretion to approve such recommendations or revise the recommended amounts, higher or lower, based upon each executive officer's individual performance. The Chairman and Chief Executive Officer's salary range is determined based on the same factors and criteria as those for the other NEOs, executive officers and all salaried employees.

For 2018, the Committee made the following changes to the NEOs' base salaries, effective as of March 1, 2018:

NEO	2017 Base Salary	2018 Base Salary	Change	Rationale
F. Quinn Stepan, Jr., Chairman, President and Chief Executive Officer	\$900,000	\$930,000	+3.33%	Merit
Scott D. Beamer, Former Vice President and Chief Financial Officer	\$380,000	N/A	N/A	N/A
Scott R. Behrens, Vice President and General Manager – Surfactants	\$375,000	\$400,000	+6.67%	Merit
Jennifer Ansbro Hale, Vice President, General Counsel, Chief Compliance Officer and Secretary	\$342,000	\$355,000	+3.80%	Merit
Arthur W. Mergner, Vice President – Supply Chain	\$380,000	\$400,000	+5.26%	Merit
Scott C. Mason, Former Vice President – Supply Chain	\$380,000	N/A	N/A	N/A

Short-Term Incentive Compensation

The purpose of the Company's short-term incentive compensation program is to promote improved year-over-year financial performance; to motivate, attract and retain executive, managerial and key employees of outstanding ability; and to align participants' interests directly with Company financial targets. The target amount of short-term incentive compensation for each NEO is expressed as a percentage of the executive's actual base salary earned each calendar year. Because senior managers have a greater ability to impact Company results, a significant percentage of their total target compensation is at-risk.

The Chairman and Chief Executive Officer has the highest level of responsibility, and therefore, his target and maximum annual incentive percentages exceed the other NEOs' target and maximum annual incentive percentages.

The following chart reflects the Target Annual Incentive Award, Maximum Annual Incentive Award, and Annual Incentive Award Earned for each NEO for 2017 under the terms of the Management Incentive Plan:

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NEO	Target Annual Incentive Award (% of Base Salary)	Maximum Annual Incentive Award (% of Base Salary)	Annual Incentive Award Earned (% of Base Salary)
F. Quinn Stepan, Jr., Chairman, President and Chief Executive Officer	100%	200%	70.54%
Scott D. Beamer, Former Vice President and Chief Financial Officer	60%	120%	44.94%
Scott R. Behrens, Vice President and General Manager – Surfactants	60%	120%	50.38%
Jennifer Ansbro Hale, Vice President, General Counsel, Chief Compliance Officer and Secretary	60%	120%	41.76%
Arthur W. Mergner, Vice President – Supply Chain	60%	120%	25.63%
Scott C. Mason, Former Vice President – Supply Chain ⁽¹⁾	60%	120%	41.66%

(1) Mr. Mason's short-term incentive award for 2017 was calculated using a prorated base salary corresponding to the portion of 2017 during which he was employed by the Company.

Within the Target Annual Incentive Award ranges shown above, each NEO's annual incentive payment is determined based on the Company's overall financial performance ("Corporate Financial Performance Objectives") and, for NEOs other than the Chairman and Chief Executive Officer, the achievement of individual performance objectives ("Individual Performance Objectives"), as described below.

The extent, if any, to which an incentive award will be payable to an NEO will be based solely upon the degree of achievement of pre-established performance goals over the specified calendar year. The Committee may, in its sole discretion, reduce

or eliminate the amount which would otherwise be payable to the NEO with respect to a calendar year. In addition, annual incentive payments as a whole may be reduced, prorated, or eliminated entirely if the Company's Corporate Net Income falls below certain pre-determined levels.² Similarly, in years when Company performance is exceptional and above the Target level, it is possible for NEOs to receive annual incentive payments above Target, while in years when Company performance is below the Threshold level, no annual incentive will be paid based upon Company performance.

All executive officers and other key Company executives have a Maximum level of achievement above the Target level, which rewards exceptional Company performance. Any annual incentive earned in excess of the executive's target annual incentive is prorated between the Target and Maximum levels for the Corporate Net Income goal only. The maximum payout can only occur when the Company Net Income maximum objective is achieved or exceeded.

Corporate Financial Performance Objectives

The Committee establishes the Corporate Financial Performance Objectives at the beginning of each calendar year. For 2017, the Committee established targets for the two Corporate Financial Performance Objectives for all NEOs: Corporate Net Income and Corporate Growth Goal.

For 2017, the following performance levels were established for the Corporate Net Income objective:

	Threshold	Target	Maximum
Corporate Net Income	\$87.0 million	\$113.0 million	\$133.0 million

The Corporate Growth Goal consisted of specified sales volume growth goals for four categories of products and customers. Each of the four categories of products and customers had an assigned sales volume growth goal, with target increases over 2016 sales. The growth goals were based upon strategic growth priorities for the Company, and were designed to be difficult but achievable. Growth goals were established for the following categories: Rigid Polyols, CASE Polyols, Functional Surfactants and Tier 2 and Tier 3 Surfactants Customers.

For 2017, the following payout levels were established for the Corporate Growth Goal:

	0% Payout	25% Payout	50% Payout	75% Payout	100% Payout
Corporate Growth Goal	0 of 4	1 of 4	2 of 4	3 of 4	4 of 4

Each NEO's annual incentive objectives include these Corporate Financial Performance Objectives. For 2017, the allocation assigned to each of these performance objectives for NEOs was an 80% weighting for Corporate Net Income and a 20% weighting for the Corporate Growth Goal. Given his level of responsibility, the annual incentive for the Chairman and Chief Executive Officer was based entirely on these Corporate Financial Performance Objectives, subject to a reduction if certain corporate safety objectives (the "Corporate Safety Objectives") were not achieved. All other NEOs each had at least 40% of their annual incentive tied to these same objectives.

The following table shows the Company's performance against the Corporate Net Income and Corporate Growth Goal objectives in 2017:

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Objective	2017 Results	2017 Target	2017 Payout Against Target
Corporate Net Income	\$108.9 million	\$113.0 million	88.2%
Corporate Growth Goal	1 of 4	4 of 4	25%

For 2017, the Company did not achieve the Corporate Net Income Target objective of \$113.0 million, with a result of \$108.9 million. While the Corporate Net Income objective was not achieved at Target, the Company had record net income for 2017. The Company believes that to be a significant achievement which benefits all stockholders.

For 2017, the Company achieved 88.2% of the Corporate Net Income target level and one of the four components of the Corporate Growth Goal. Prior to the start of 2017, the Committee approved the Chairman and Chief Executive Officer's recommendation that his 2017 annual incentive award would be reduced by up to 10% if the Company did not achieve its Corporate Safety Objectives. The Company achieved 50% of Corporate Safety Objectives in 2017. As a result, the Chairman and Chief Executive Officer's 2017 annual incentive award was reduced by 5%.

² Corporate Net Income is a non-GAAP measure. See Appendix A for a definition.

17

Individual Performance Objectives

For executives other than the Chairman and Chief Executive Officer, the Chairman and Chief Executive Officer and the executive agree upon Individual Performance Objectives at the beginning of each calendar year. These Individual Performance Objectives may either be financial objectives for a particular business segment or organization, or achievement of certain financial, safety, service or other strategic objectives specific to their function and responsibility. For each business segment leader, the financial performance of the executive's segment comprises a significant portion of the executive's Individual Performance Objectives. For example, for 2017, global surfactant operating income comprised 40% of the short-term incentive compensation objectives for Mr. Behrens, the Company's Vice President and General Manager – Surfactants, and global polymer operating income comprised 40% of the short-term incentive compensation objectives for Mr. Mergner, who served as the Company's Vice President and General Manager – Polymers until he transitioned to the role of Vice President – Supply Chain in August 2017.

For 2017, the Corporate Financial Performance Objectives and Individual Performance Objectives weightings and results for the NEOs other than the Chairman and Chief Executive Officer were as follows:

NEO	Corporate Financial Performance Objectives		DRIVE Initiatives ⁽¹⁾		Safety Objectives ⁽²⁾		Individual Objectives ⁽³⁾	
	Weight	Payout	Weight	Payout	Weight	Payout	Weight	Payout
Scott D. Beamer, Former Vice President and Chief Financial Officer	60.0%	45.3%	10.0%	10.0%	5.0%	2.5%	25.0%	17.1%
Scott R. Behrens, Vice President and General Manager – Surfactants	40.0%	30.2%	5.0%	5.0%	5.0%	2.5%	50.0%	43.8%
Jennifer Ansbro Hale, Vice President, General Counsel, Chief Compliance Officer and Secretary	50.0%	37.8%	5.0%	5.0%	10.0%	5.0%	35.0%	21.8%
Arthur W. Mergner, Vice President – Supply Chain	40.0%	30.2%	—	—	5.0%	5.0%	55.0%	7.5%
Scott C. Mason, Former Vice President – Supply Chain	50.0%	37.8%	10.0%	10.0%	10.0%	5.0%	30.0%	16.7%

(1) The objective consisted of cost savings from DRIVE initiatives for all executives other than Mr. Beamer, whose objective was net corporate profit improvement from DRIVE initiatives.

(2) The objective consisted of global OSHA recordable rate and global total incident rate goals for all executives other than Mr. Mergner, whose objective was a global OSHA recordable rate goal.

(3) Individual objectives include corporate development, financial, compliance and strategic initiative goals that relate to each executive's areas of responsibility.

The amounts earned by the NEOs under the Company's short-term compensation program for 2017 are set forth in the Non Equity Incentive Plan Compensation column of the Summary Compensation Table.

Long-Term Incentive Compensation

The Committee typically grants stock options, SARs and performance shares to the NEOs under the Company's long-term incentive plan. In 2017, the Committee reviewed and approved an allocation of long-term incentives for the NEOs other than the Chairman and Chief Executive Officer at approximately 15% of the total grant amount as stock options, 45% of the total grant amount as SARs, and 40% of the total grant amount as performance shares. The long-term incentive components for the Chairman and Chief Executive Officer were allocated at approximately 30% of the total grant amount as stock options, 30% of the total grant amount as SARs, and 40% of the total grant amount as performance shares. The Committee approved this allocation for the Chairman and Chief Executive Officer due to the fact that the Chairman and Chief Executive Officer has the highest level of responsibility for the Company's

direction and performance.

NEO	Stock Option Value	Stock Appreciation Rights Value	Performance Shares Value	Total 2017 LTI Value
F. Quinn Stepan, Jr., Chairman, President and Chief Executive Officer	\$570,000	\$570,000	\$760,000	\$1,900,000
Scott D. Beamer, Former Vice President and Chief Financial Officer	\$67,500	\$202,500	\$180,000	\$450,000
Scott R. Behrens, Vice President and General Manager – Surfactants	\$75,000	\$225,000	\$200,000	\$500,000
Jennifer Ansbro Hale, Vice President, General Counsel, Chief Compliance Officer and Secretary	\$33,000	\$99,000	\$88,000	\$220,000
Arthur W. Mergner, Vice President – Supply Chain	\$75,000	\$225,000	\$200,000	\$500,000
Scott C. Mason, Former Vice President – Supply Chain	\$67,500	\$202,500	\$180,000	\$450,000

The chart below shows the number of each type of equity award that the Committee granted to the NEOs as part of the annual 2017 equity grant:

NEO	Stock Options	Stock Appreciation Rights	Performance Shares (at Target)
F. Quinn Stepan, Jr., Chairman, President and Chief Executive Officer	24,051	24,051	9,672
Scott D. Beamer, Former Vice President and Chief Financial Officer	2,848	8,544	2,291
Scott R. Behrens, Vice President and General Manager – Surfactants	3,165	9,494	2,545
Jennifer Ansbro Hale, Vice President, General Counsel, Chief Compliance Officer and Secretary	1,393	4,178	1,120
Arthur W. Mergner, Vice President – Supply Chain	3,165	9,494	2,545
Scott C. Mason, Former Vice President – Supply Chain	2,848	8,544	2,291

The grants of stock options, SARs and performance share awards to the NEOs are shown in the Grants of Plan-Based Awards Table. The Board of Directors believes that such awards provide long-term incentive compensation that is market competitive to attract and retain executives who drive long-term growth of the Company and further align the interests of those executives with the interests of the Company's stockholders.

In addition to the annual long-term incentive awards, grants of stock options, SARs, performance shares and other stock awards may be awarded to executive officers at other times based on factors that the Committee determines to be relevant, including upon hire, upon promotion or for extraordinary job performance.

Stock Options

Stock options are granted annually with an exercise price equal to the fair market value of the Common Stock on the date of grant and have a ten-year term. Options granted prior to 2017 vest two years after the date of the grant; beginning with the 2017 awards, options vest ratably over a three-year period. Backdating of stock options is prohibited under all circumstances.

Stock Appreciation Rights

SARs are granted annually at the fair market value of the Common Stock on the date of the grant and have a ten-year term. SARs granted prior to 2017 vest two years after the date of the grant; beginning with the 2017 grants, SARs vest ratably over a three year period. SARs are settled in stock.

Stock Awards (Performance Shares)

Performance shares are earned primarily based upon achievement of Corporate Net Income results versus Threshold, Target and Maximum objectives for the calendar year during which the grant is made. A maximum of 150% of the award can be earned if Corporate Net Income exceeds the Maximum objective. Shares are distributed following the completion of a three-year performance period, after being measured against a three-year average Corporate Return on Invested Capital ("ROIC") modifier that could increase or decrease the number of shares earned by up to 30%. For the performance shares granted in 2017, the Company will determine the number of performance shares that may vest after the performance period ending December 31, 2019 based on the following Corporate Net Income objectives:

Performance Level	2017 Corporate Net Income	Initial Share Award (% of Target)
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Threshold	\$87 million	50%
Target	\$113 million	100%
Maximum	\$133 million	150%

³ Return on Invested Capital is a non-GAAP measure. See Appendix A for a definition.

19

The Company will determine the number of performance shares that actually vest after the performance period ending December 31, 2019 based on the following ROIC modifiers:

2017-2019 Average ROIC Award Modifier

10%	-30%
10.75%	No impact
11.5%	+30%

The 2017 result of \$108.9 million in Corporate Net Income was above the Target level. Therefore, the number of shares ultimately earned and issued for the 2017 grant will be 88.2% of Target plus or minus a modifying factor of up to 30% based on the average ROIC calculated over the three-year period ending December 31, 2019.

Retirement Benefits

Retirement Plan for Salaried Employees

Effective June 30, 2006, the Company froze the Retirement Plan for Salaried Employees (the “Retirement Plan for Salaried Employees”) and ended the benefit accrual for all participants. Eligible participants were all employees not covered by a collective bargaining agreement who were employees prior to July 1, 2006. The Retirement Plan for Salaried Employees was replaced by the Savings and Investment Retirement Plan (“SIRP”), which provides for Company contributions into the employee’s SIRP account (see the discussion below in the “Savings and Investment Retirement Plan” section). The primary purpose of both the Retirement Plan for Salaried Employees and the SIRP is to retain valuable employees.

The amounts included in the Pension Benefits table are the present values of the benefits expected to be paid under the Retirement Plan for Salaried Employees in the future. The amount of each future payment is based on the current accrued pension benefit. The actuarial assumptions, with the exception of the expected retirement age, are consistent with those used in the Company’s financial statements. The retirement age is the earliest unreduced retirement age as defined in the Retirement Plan for Salaried Employees and the SIRP.

The pension benefit information set forth in this proxy statement has been calculated based on actuarial assumptions that are considered to be reasonable. Other actuarial assumptions could also be considered to be reasonable which would result in different pension benefit estimates.

Supplemental Executive Retirement Plan

NEOs participate in the same basic retirement plans as all other employees, with the exception of the Chairman and Chief Executive Officer, who is also currently eligible for benefits under the Supplemental Executive Retirement Plan (“SERP”). The SERP was created to provide supplemental retirement benefits to any executive affected by IRS limits on benefits that otherwise would be available through the Retirement Plan for Salaried Employees. The benefits are calculated according to the same retirement plan formula that applies to all eligible employees. The SERP is offered to retain and motivate the covered NEOs. The Company believes that all elements of the SERP are customary for this type of retirement plan. The SERP was frozen as of June 30, 2006. The funding status of the SERP is reviewed periodically. Currently, the Company has elected not to fund the SERP.

Savings and Investment Retirement Plan

Pursuant to the SIRP, in each payroll period during 2017, the Company made a contribution to the SIRP account of each eligible employee, including the NEOs. The amount of the Company contribution in 2017 was four percent of the participant’s base salary for the portion of the payroll period during which the participant was an eligible

employee. This percentage was the same for all employees, including the NEOs. All of the NEOs received SIRP contributions in 2017 in the amounts set forth in the Summary Compensation Table. Beginning January 1, 2018, the Company changed its contribution to the SIRP to a dollar-for-dollar matching contribution of up to six percent of the participant's base salary for the portion of the payroll period during which the participant was an eligible employee.

Profit Sharing Plan

The Company may make two types of additional contributions (Basic Company Contribution and Supplemental Company Contribution) under the Profit Sharing Plan, which is a component of the SIRP, to the SIRP account of each eligible employee, including the NEOs. The Company's Profit Sharing Plan is designed to (i) provide eligible employees with an element of their retirement savings that is directly connected to the Company's financial results, (ii) provide a tax deferred retirement savings vehicle while giving all participants the incentive to optimize the Company's financial results, and (iii) allow eligible employees to enjoy the benefits of the Company's success.

For the Basic Company Contribution, each year management determines, based on the Company's financial results, whether to recommend to the Committee that the Company make a Basic Company Contribution to the accounts of eligible participants in the Profit Sharing Plan. The Committee reviews management's recommendation and, if approved, presents the recommendation to the Board of Directors for approval. The Committee typically recommends a Basic Company Contribution that is based on four and one half percent of the Company's pre-tax income. In addition to the Basic Company Contribution, the Board of Directors may make a Supplemental Company Contribution to the Profit Sharing Plan in an additional amount at its discretion.

Employee Stock Ownership Plan

The Stepan Company Employee Stock Ownership Plan II ("ESOP II") is designed to (i) expand stock ownership among employees, (ii) encourage greater employee interest in the Company's financial results, (iii) benefit employees financially by enabling them to acquire shares of the Company's Common Stock without making contributions, and (iv) provide eligible employees with the opportunity to share in the growth of the Company.

Contributions to ESOP II are a part of the Basic Company Contribution in the SIRP as described in the "Savings and Investment Retirement Plan" section above and are then reallocated to ESOP II in shares of Company Common Stock. For example, the Committee may approve a Basic Company Contribution based upon the formula noted above, and then determine that 50% of the total contribution will remain in the SIRP and 50% will be reallocated to ESOP II. The ESOP II allocation is made to broaden Company stock ownership among employees for further alignment with the interests of Company stockholders.

SERP Profit Sharing Plan

In addition to the Basic Company Contribution and the Supplemental Company Contribution, the Board of Directors has the authority to approve supplemental benefits pursuant to the Profit Sharing Plan for certain executives ("SERP Profit Sharing Plan"). The SERP Profit Sharing Plan benefits are provided to executives as a common executive benefit which allows the Company to be competitive for executive compensation and benefits. The SERP Profit Sharing Plan was created to provide supplemental retirement benefits to any executive affected by IRS limits on benefits that otherwise would be available through the Profit Sharing Plan. The SERP Profit Sharing Plan is funded by the Company. During 2017, all of the NEOs were eligible to receive Company contributions to the SERP Profit Sharing Plan in the amount by which a four percent contribution to the NEO's SIRP account by the Company would exceed IRS limits. All SERP Profit Sharing Plan contributions to the NEOs in 2017 are included in the Summary Compensation Table. Beginning January 1, 2018, all of the NEOs will be eligible to receive Company contributions to the SERP Profit Sharing Plan in the amount by which a six percent contribution to the NEO's SIRP account by the Company would exceed IRS limits.

Perquisites

The Company provides NEOs with limited perquisites that the Company and the Committee believe are reasonable and consistent with the Company's overall compensation program because they better enable the Company to attract and retain superior employees for key positions. The Committee periodically reviews the levels of perquisites provided to the NEOs and other executives. For 2017, these perquisites represented a small percentage of each NEO's total compensation, ranging from 0.51% to 1.06%, with a median of 0.85%. The dollar values of perquisites provided to each NEO ranged from \$5,446 to \$26,730, with a median of \$8,847.

All executives at the Vice President level and higher, including the NEOs, are provided the use of Company-leased vehicles, including fuel, maintenance and insurance. The allowance for the initial vehicle cost is set by salary grade. The personal use value is computed using the IRS annual lease valuation rule. Other travel benefits, including spousal travel on a limited basis, are provided periodically.

The Company maintains two Company-owned properties which are not used solely for business purposes. Executives, including the NEOs, are allowed to use these properties for personal use if and when the properties are not needed for business purposes. When these properties are used by the NEOs for personal reasons, such values are included in the Summary Compensation Table under “All Other Compensation” based on the incremental cost to the Company.

The Company purchases tickets for a variety of entertainment events. These tickets are used primarily for business purposes. However, at various times, these tickets are used by executives for personal use. Where these tickets are used for personal purposes, the actual cost to the Company for the tickets is reported in the Summary Compensation Table under “All Other Compensation.” In addition, the Company pays club membership dues and an annual credit card fee for the Chairman and Chief Executive Officer which are not exclusively used for business entertainment. The actual cost paid for club membership dues is included in the Summary Compensation Table under “All Other Compensation.”

Clawback Policy

In February 2018, the Company adopted a Clawback Policy that applies to the Company’s executive officers who are subject to Section 16 of the Exchange Act. Under this policy, in the event that any executive covered by the policy engages in willful misconduct or fraud that substantially contributes to a material restatement of the Company’s financial statements, the Company will

recover from all covered executives compensation that would not have been paid had the restated financial statements initially been correct. The compensation that could be recovered includes short-term and long-term incentive compensation awarded based on the subsequently restated financial statements that was paid during the 12 months preceding the restatement.

Stock Ownership Policy

The Company maintains a stock ownership policy for key executives. The Company instituted a stock ownership policy because it believes that ownership of Company stock by key executives is desirable in order to focus both short-term and long-term decision-making on the best interests of the Company and its stockholders. Key executives' ownership of Company stock aligns those executives' interests with the Company's financial performance, including the performance of the Company's Common Stock.

The stock ownership guidelines apply to all NEOs and other key Company executives who participate in the Management Incentive Plan. The Company's Chairman and Chief Executive Officer is required to maintain ownership of shares with a value of at least five times his base salary; each executive officer is required to maintain ownership of shares with a value of at least two times his or her base salary; and each other participant required to maintain ownership of shares with a value of at least one time his or her base salary. All executives, including the NEOs, have five years from their initial stock grant to achieve compliance with these stock ownership requirements. All executives, including the NEOs, must meet their respective stock ownership requirement by making approximately 20% progress each year for five years. Recognizing the importance of retirement planning, an NEO may, commencing at age 61, reduce his or her holdings by 20% per year to a minimum of one times his or her annual base salary by the calendar year he or she attains the age of 65.

The following shares count towards the stock ownership requirements: (i) shares owned directly or by any immediate family member, (ii) shares owned indirectly as trustee or custodian for the benefit of children, (iii) shares owned in the Company's ESOP II, (iv) shares owned in the Company's Employee Stock Purchase Plan, and (v) shares held in any Company deferred compensation plan. Unvested restricted stock award grants may also count towards the stock ownership requirement. Grants of stock options, SARs and performance shares do not count towards the stock ownership requirement unless actually exercised or earned. No shares other than those stated above count towards the stock ownership requirements.

The stock ownership policy is reviewed by the Committee, as needed, on a periodic basis against general industry benchmarks of stock ownership.

The Committee reviews annually whether executives, including the NEOs, are in compliance with the stock ownership policy. The Committee determined that all executive officers, including the NEOs, were in compliance with the Company's stock ownership requirements as of February 2018. Executive officers who received their initial stock grant over five years ago are in full compliance and executive officers who received their initial stock grant within the last five years have made the requisite progress towards full compliance. If an executive fails to comply with stock ownership policy and annual progress requirements, the executive is not eligible to receive grants of stock options, SARs, performance shares, or any other awards under the 2011 Incentive Plan, until the executive complies with these requirements.

Hedging and Trading Restrictions

The Company has an Insider Trading Policy which, among other things, prohibits NEOs, officers, Directors and employees from hedging the economic risk of their stock ownership and prohibits short-selling of the Company's securities. This policy also prohibits executive officers, Directors and covered employees from trading in the

Company's securities outside of trading window periods or without pre-clearance.

Post-Termination Benefits

The Company does not maintain any plans or other arrangements with its executives that provide for severance or post-termination compensation in the event of a future termination of the executive's employment. In addition, there are no special considerations for Company executives in connection with terminations due to death, disability, for cause or voluntary choice, including retirement. The Company may, however, occasionally enter into separation agreements with its executives at the time of the executive's termination of employment that provide for severance payments or benefits. In connection with Mr. Mason's departure in August 2017, the Company and Mr. Mason entered into a Separation Agreement and Release (the "Separation Agreement"). The terms of the Separation Agreement are described under "Potential Payments upon Termination or Change in Control" and the compensation that Mr. Mason received pursuant to the Separation Agreement is included in the Summary Compensation Table.

Impact of Tax and Accounting Considerations

The Company monitors compensation and benefits-related accounting rules, securities rules, tax rules and all other federal and state regulations on an ongoing basis through internal sources and external sources such as consultants, advisors and outside legal counsel. The Company routinely considers such rules and regulations and their impact on plan design alternatives and Company performance.

Deductibility of Executive Compensation

Section 162(m) of the Internal Revenue Code (“Section 162(m)”) generally disallows a tax deduction for annual compensation paid to a chief executive officer and “covered employees” in excess of \$1 million. For tax years beginning on or prior to December 31, 2017, the deduction limit included an exception for “qualified performance-based compensation.” However, the recently enacted Tax Cuts and Jobs Act (the “Tax Act”) amended certain aspects of Section 162(m), including eliminating the exception for “qualified performance-based compensation,” effective for tax years beginning after December 31, 2017.

The Tax Act provides for a grandfather provision, pursuant to which remuneration that is provided pursuant to a written binding contract in effect on November 2, 2017, and which has not been modified in any material respect on or after that date, will not be subject to the amendments made to Section 162(m) by the Tax Act. To the extent available, the Company intends to continue to treat “qualified performance-based compensation” that is grandfathered under the Tax Act as deductible compensation.

In developing and implementing executive compensation policies and programs, the Committee considers whether particular payments and awards are deductible for federal income tax purposes. However, the Committee retains the discretion and flexibility to award compensation that is not deductible under Section 162(m), including compensation that would not have qualified as performance-based compensation under the requirements of Section 162(m) as in effect prior to the Tax Act.

Compensation and Development Committee Report

In 2017, the Company's Compensation and Development Committee was comprised of the following independent Directors: Mr. Boyce, Mr. Dearth, Dr. Delgado, Mr. Lawton, Ms. Reed and Mr. Wehmer. Each of these Directors satisfies the New York Stock Exchange's rules for independence. During 2017, Mr. Lawton served as Chairman of the Committee.

The Compensation and Development Committee has reviewed and discussed the Compensation Discussion and Analysis with the management of the Company. Based on this review and discussion, we have recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the proxy statement and in the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

Michael R. Boyce

Randall S. Dearth

Joaquin Delgado

Gregory E. Lawton

Jan Stern Reed

Edward J. Wehmer

COMPENSATION AND DEVELOPMENT COMMITTEE

2017 Summary Compensation Table

The table below summarizes the total compensation paid to or earned by each of the NEOs for the fiscal years ended on December 31, 2015, December 31, 2016 and December 31, 2017. Additional information related to each component of compensation for the NEOs is provided above in the Compensation Discussion and Analysis.

Name and Principal Position	Year	Salary (1)	Stock Awards (2)	Option Awards (3)	Non-Equity Incentive Plan Compensation (4)	Change in Pension Value and Nonqualified Deferred Compensation (5)	All Other Compensation (6)	Total
F. Quinn Stepan, Jr.	2017	\$890,000	\$734,588	\$1,140,017	\$627,770	\$186,810	\$115,184	\$3,694,369
Chairman,	2016	\$833,333	\$642,765	\$1,018,606	\$1,619,167	\$93,424	\$94,007	\$4,301,302
President and Chief Executive Officer	2015	\$800,000	\$566,900	\$899,994	\$1,332,392	—	\$91,977	\$3,691,263
Scott D. Beamer	2017	\$375,833	\$174,001	\$269,990	\$168,911	N/A	\$46,133	\$1,034,868
Former Vice President and Chief Financial Officer	2016	\$350,000	\$141,800	\$224,694	\$410,865	N/A	\$38,459	\$1,165,818
	2015	\$322,683	\$113,364	\$179,996	\$315,807	N/A	\$36,900	\$968,750
Scott R. Behrens	2017	\$370,000	\$193,293	\$300,018	\$186,401	\$28,180	\$46,830	\$1,124,722
Vice President and General Manager – Surfactants	2016	\$340,000	\$151,251	\$239,676	\$393,720	\$12,798	\$39,949	\$1,177,394
	2015	\$315,000	\$151,165	\$239,994	\$302,879	—	\$39,578	\$1,048,616
Jennifer Ansbro	2017	\$339,167	\$85,064	\$132,033	\$141,639	N/A	\$41,554	\$739,457
Hale								
Vice President, General Counsel, Chief Compliance Officer and Secretary								
Arthur W. Mergner	2017	\$364,583	\$193,293	\$300,018	\$93,438	\$45,114	\$45,149	\$1,041,595
Vice President – Supply Chain	2016	\$320,000	\$151,251	\$239,676	\$359,328	\$21,847	\$37,083	\$1,129,185
	2015	\$291,667	\$151,165	\$239,997	\$285,451	N/A	\$34,091	\$1,002,368
Scott C. Mason	2017	\$279,330	\$174,001	\$843,986	—	N/A	\$349,894	\$1,647,211
Former Vice President – Supply Chain	2016	\$355,500	\$141,800	\$224,694	\$405,839	N/A	\$37,739	\$1,165,572
	2015	\$333,000	\$113,364	\$179,996	\$307,607	N/A	\$37,721	\$971,688

(1) Amount for 2017 for Mr. Mason includes a \$45,163 payment for accrued vacation.

(2) Amounts for 2017 are performance share awards that are subject to performance-based vesting conditions and reflect the most probable outcome award value at the date of the grant in accordance with FASB ASC Topic 718. See Note 11, Stock-based Compensation, to the consolidated financial statements included in the Company's

Annual Report on Form 10-K for the year ended December 31, 2017, for a discussion of relevant assumptions used in calculating the fair values pursuant to ASC Topic 718. These performance share awards are subject to achievement of the performance conditions as described in the section above entitled “Compensation Discussion and Analysis—Elements of Compensation—Long-Term Incentive Compensation.” Mr. Beamer and Mr. Mason forfeited their respective 2017 performance share awards as a result of their departures from the Company. The maximum grant date values, assuming achievement of the highest level of performance conditions, would be:

Name	2017
F. Quinn Stepan, Jr.	\$1,432,447
Scott D. Beamer	\$339,303
Scott R. Behrens	\$376,921
Jennifer Ansbro Hale	\$165,875
Arthur W. Mergner	\$376,921
Scott C. Mason	\$339,303

- (3) Amounts for 2017 include the grant date fair value of stock options and SARs granted during the fiscal year ended December 31, 2017, calculated in accordance with FASB ASC Topic 718. See Note 11, Stock-based Compensation, to the consolidated financial statements included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2017, for a discussion of relevant assumptions used in calculating the fair values pursuant to ASC Topic 718. Mr. Beamer and Mr. Mason forfeited their respective 2017 stock option and SAR awards as a result of their departures from the Company. Amount for 2017 for Mr. Mason also includes the value of accelerated stock options as of the date of vesting (\$143,508) and the value of accelerated SARs as of the date of vesting (\$430,488).
- (4) Amounts for 2017 reflect annual incentive awards earned pursuant to the Management Incentive Plan with respect to 2017 performance, which were paid in February 2018. Mr. Mason received a prorated annual incentive award pursuant to the Separation Agreement, as noted in footnote 6.
- (5) Amounts for 2017 reflect the actuarial increase in the present value of the NEO’s benefits under the Company’s pension plan determined using interest rate and mortality rate assumptions consistent with those used in the Company’s financial statements.
- (6) Amounts for 2017 include Company contributions to each NEO’s defined contribution accounts as follows: Mr. Stepan, Jr.: \$88,454; Mr. Beamer: \$37,353; Mr. Behrens: \$36,773; Ms. Hale: \$33,709; Mr. Mergner: \$36,235; and Mr. Mason: \$23,273. Amounts for 2017 also include personal use of Company-leased vehicles, personal and family use of Company-owned properties, as well as spousal travel and entertainment events. Amount for 2017 for Mr. Stepan, Jr. also

includes club membership dues and an annual credit card fee. Amount for 2017 for Mr. Mason also includes the following amounts paid pursuant to the Separation Agreement: cash payment: \$190,000; payments for COBRA premiums and associated tax gross up payments: \$14,804; and prorated annual incentive award: \$116,371.

2017 Grants of Plan-Based Awards

Name	Type of Award	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option (\$/Sh) (3)	Closing Price on Grant Date (\$/Sh)	Grant Date Fair Value of Stock and Option Awards (\$ (4)
			Threshold (\$)	Target (\$ (2)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)				
F. Quinn Stepan, Jr.	MIP	—	\$0	\$890,000	\$1,780,000							
	SA	2/21/2017				4,836	9,672	18,860				\$734,588
	SAR	2/21/2017							24,051	\$78.58	\$78.91	\$570,009
	NQS	2/21/2017							24,051	\$78.58	\$78.91	\$570,009
Scott D. Beamer	MIP	—	\$0	\$225,500	\$451,000							
	SA	2/21/2017				1,146	2,291	4,467				\$174,001
	SAR	2/21/2017							8,544	\$78.58	\$78.91	\$202,493
	NQS	2/21/2017							2,848	\$78.58	\$78.91	\$67,498
Scott R. Behrens	MIP	—	\$0	\$222,000	\$444,000							
	SA	2/21/2017				1,273	2,545	4,963				\$193,293
	SAR	2/21/2017							9,494	\$78.58	\$78.91	\$225,008
	NQS	2/21/2017							3,165	\$78.58	\$78.91	\$75,011
Jennifer Ansbro Hale	MIP	—	\$0	\$203,500	\$407,000							
	SA	2/21/2017				560	1,120	2,184				\$85,064
	SAR	2/21/2017							4,178	\$78.58	\$78.91	\$99,019
	NQS	2/21/2017							1,393	\$78.58	\$78.91	\$33,014
Arthur W. Mergner	MIP	—	\$0	\$218,750	\$437,500							
	SA	2/21/2017				1,273	2,545	4,963				\$193,293
	SAR	2/21/2017							9,494	\$78.58	\$78.91	\$225,008
	NQS	2/21/2017							3,165	\$78.58	\$78.91	\$75,011
Scott C. Mason	MIP	—	\$0	\$140,500	\$281,000							
	SA	2/21/2017				1,146	2,291	4,467				\$174,001
	SAR	2/21/2017							8,544	\$78.58	\$78.91	\$202,493
	NQS	2/21/2017							2,848	\$78.58	\$78.91	\$67,498

(1) Type of Award: MIP – Management Incentive Plan award; SA – stock award (performance shares); SAR – stock appreciation rights; NQS – non-qualified stock options.

- (2) Reflects Target payouts under the Company's Management Incentive Plan. These Target amounts are based on the NEO's salary and position as of the date of grant. Actual amounts paid are set forth in the Non-Equity Incentive Plan Compensation column of the Summary Compensation Table.
- (3) Reflects the option exercise price, which is the average of the opening price and closing price on the date of the grant.
- (4) Reflects the grant date fair value calculated in accordance with FASB ASC Topic 718 for stock awards, SARs and stock options granted during the fiscal year ended December 31, 2017. See Note 11, Stock-based Compensation, to the consolidated financial statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017, for a discussion of relevant assumptions used in calculating the fair values pursuant to ASC Topic 718. The stock awards are subject to achievement of the performance conditions as described in the section above entitled "Compensation Discussion and Analysis—Elements of Compensation—Long-Term Incentive Compensation." The grant date fair values of stock awards are calculated using the most probable outcome of applicable performance conditions.

Outstanding Equity Awards at 2017 Fiscal Year-End

Option Awards					Stock Awards		Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)	
Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable (1)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#) (2)	Market Value of Shares or Units of Stock That Have Not Vested (\$) (3)	Equity Incentive Plan Awards: Number of Shares, Units or Other Rights That Have Not Vested (#) (4)	Equity Incentive Plan Awards: Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) (3)
F. Quinn Stepan, Jr.	35,766		\$37.51	2/6/2019	25,753		42,812	
	36,952		\$42.77	2/13/2022		\$2,033,729		\$3,380,883
	38,844		\$63.11	2/18/2023				