VIAD CORP
Form DEF 14A
April 04, 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 Pursuant to §240.14a-12

Viad Corp

(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:

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(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):

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(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

Viad Corp

1850 North Central Avenue, Suite 1900

Phoenix, Arizona 85004-4565

April 4, 2018

Dear Fellow Viad Corp Shareholder:

We look forward to your attendance in person or by proxy at the 2018 Annual Meeting of Shareholders (the "Annual Meeting"). We will hold the meeting at 8:00 a.m. Mountain Standard Time on Thursday, May 17, 2018, at the Royal Palms Hotel, 5200 East Camelback Road, Phoenix, Arizona. Please review the attached formal notice of the meeting and proxy statement for information about the matters to be voted on by shareholders.

Our directors and officers will be available at the meeting to speak with you. Shareholders will have the opportunity to ask questions or make comments related to the matters voted on and about our company. The agenda for this year's annual meeting includes the following items:

| Agenda Item | Board Recommendation |
|---|---|
| Election of Directors | FOR |
| Ratification of Selection of Deloitte & Touche LLP as our independent registered public accounting firm for 2018 | FOR |
| Advisory approval of named executive officer compensation | FOR |

Your vote is important, and we urge you to cast your vote promptly. Whether you plan to attend the meeting or not, we hope that your shares are represented and voted. In advance of the meeting on May 17, please cast your vote through the Internet, by telephone, or by mail. Instructions on how to vote are found in the section entitled "How to Vote" on page 1.

Thank you for continuing to support our company.

Sincerely,

| | |
|---|---|
| Richard H. Dozer | Steven W. Moster |
| Chairman of the Board of Directors | President and Chief Executive Officer |

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Viad Corp

1850 North Central Avenue, Suite 1900

Phoenix, Arizona 85004-4565

| NOTICE OF 2018 ANNUAL MEETING OF SHAREHOLDERS | |
|---|---|
| Time and Date: | 8:00 a.m., Mountain Standard Time, Thursday, May 17, 2018 |
| Place: | Royal Palms Hotel, 5200 East Camelback Road, Phoenix, Arizona |
| Record Date: | March 22, 2018 |
| Voting: | Shareholders as of the close of business on the Record Date are entitled to receive this notice and to vote at our annual meeting. Each share of common stock is entitled to one vote for each director nominee and |

one vote for each of the other proposals to be voted on.

Matters to be voted on:

1. Elect the following three nominees, each for a three-year term: Richard H. Dozer, Virginia L. Henkels, and Robert E. Munzenrider;
2. Ratify the selection of Deloitte & Touche LLP as our independent registered public accounting firm for 2018;
3. Advisory approval of named executive officer compensation; and
4. Any other business that may properly come before our annual meeting.

Your vote is important! Please submit your proxy as soon as possible by the Internet, telephone, or mail. Submitting your proxy by one of these methods will ensure your representation at the annual meeting regardless of whether you attend the meeting. For specific instructions on how to vote your shares, please refer to the instructions on the Notice of Internet Availability of Proxy Materials you received in the mail, the section titled "How to Vote" on page 1 of this proxy statement, or, if you requested to receive printed proxy materials, your enclosed proxy card. The Board of Directors is soliciting your proxy.

By Order of the Board of Directors,

Irma Villarreal

Assistant General Counsel and Assistant Secretary

April 4, 2018

Important Notice Regarding the Availability of Proxy Materials

The 2018 Proxy Statement and 2017 Annual Report on Form 10-K are available at

http://www.viad.com/investors/annual-meeting-proxy-materials

Viad Corp

1850 North Central Avenue, Suite 1900

Phoenix, Arizona 85004-4565

# PROXY STATEMENT

Important Notice Regarding the Availability of Proxy Materials for the

Annual Meeting of Shareholders to Be Held on May 17, 2018:

Our Notice of 2018 Annual Meeting of Shareholders, Proxy Statement, and

2017 Annual Report on Form 10-K are available at

http://www.viad.com/investors/annual-meeting-proxy-materials

Our Board of Directors (the "Board") is providing this Proxy Statement in connection with Viad's 2018 Annual Meeting of Shareholders to be held on Thursday, May 17, 2018 at 8:00 a.m., Mountain Standard Time, at the Royal Palms Hotel, 5200 East Camelback Road, Phoenix, Arizona and any adjournment or postponement thereof (the "Annual Meeting").

Proxy materials or a Notice of Internet Availability of Proxy Materials (the "Notice") are being first released or mailed on or about April 4, 2018, to all shareholders entitled to vote at the Annual Meeting. In accordance with rules and regulations adopted by the Securities and Exchange Commission (the "SEC"), instead of mailing a printed copy of our proxy materials to each shareholder of record, we may furnish proxy materials by providing access to those documents on the Internet. The Notice contains instructions on how to access our proxy materials and vote online, or in the alternative, request a paper copy of the proxy materials and a proxy card.

A list of shareholders entitled to vote will be available at the Annual Meeting for examination by any shareholder for any proper purpose. The list will also be available on the same basis for 10 days prior to the Annual Meeting at our principal executive office at the address listed above.

## PROXY STATEMENT SUMMARY

Below are highlights of certain information in this Proxy Statement. As it is only a summary, it may not contain all of the information that is important to you. For more complete information, please refer to the complete Proxy Statement and Viad Corp's Annual Report on Form 10-K for the year ended December 31, 2017 ("2017 Form 10 K"), before you vote. References to "we," "us," "our," "the Company," and "Viad" refer to Viad Corp and its subsidiaries. All references to "years," unless otherwise noted, refer to our fiscal year, which ends on December 31.

## 2018 ANNUAL MEETING OF SHAREHOLDERS

| | |
|---|---|
| Time and Date: | 8:00 a.m., Mountain Standard Time, Thursday, May 17, 2018 |
| Place: | Royal Palms Hotel, 5200 East Camelback Road, Phoenix, Arizona |
| Record Date: | March 22, 2018 |
| Voting: | Shareholders as of the close of business on the Record Date are entitled to vote. Each share of common stock is entitled to one vote for each director nominee and one vote for each of the other proposals to be voted on. |

## HOW TO VOTE

Your vote is important! Please cast your vote and play a part in Viad's future.

Shareholders of record, who hold shares registered in their names, can vote by:

| | | |
|---|---|---|
| Internet at | Calling 1-800-690-6903 | Mail |
| www.proxyvote.com | Toll-free from the U.S. or Canada | Return the signed proxy card |

The deadline for voting online or by telephone is 11:59 p.m. ET on May 16, 2018. If you vote by mail, your proxy card must be received before the Annual Meeting. If you hold shares in a Viad 401(k) plan, your voting instructions must be received by 11:59 p.m. ET on May 14, 2018.

Beneficial owners, who own shares through a bank, brokerage firm, or other nominee, can vote by returning the voting instruction form, or by following the instructions for voting via telephone or the Internet, as provided by the bank, broker, or other nominee. If you own shares in different accounts or in more than one name, you may receive different voting instructions for each type of ownership. Please vote all of your shares.

If you are a shareholder of record or a beneficial owner who has a legal proxy to vote the shares, you may choose to vote in person at the Annual Meeting. Even if you plan to attend our Annual Meeting in person, please cast your vote as soon as possible.

MATTERS TO BE VOTED UPON

The following table summarizes the proposals to be voted upon at the Annual Meeting and our Board's voting recommendations with respect to each proposal.

| Proposals | Board's Recommendation |
|---|---|
| 1. Elect the following three nominees, each for a three-year term: Richard H. Dozer, Virginia L. Henkels, and Robert E. Munzenrider | FOR each Director Nominee |
| 2. Ratify the selection of Deloitte & Touche LLP as our independent registered public accounting firm for 2018 | FOR |
| 3. Hold an advisory vote to approve the compensation of our named executive officers | FOR |

| | |
|---|---|
| Record Date | March 22, 2018. On the Record Date, we had 20,467,665 shares of our common stock outstanding. |
| Voting | If you were a holder of Viad common stock on the Record Date, you may vote in person at the Annual Meeting, via the Internet, by automated telephone voting, or by proxy. Each share held by you is entitled to one vote. |
| Proxies | We will vote signed returned proxies "FOR" |

| | |
|---|---|
| | the Board's director nominees, "FOR" the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2018, and "FOR" the approval of the 2017 executive compensation, unless you vote differently on the proxy card. The proxy holders will use their discretion on any other matters that may properly come before the Annual Meeting. If a nominee cannot or will not serve as a director, proxy holders will vote for a person whom they believe will carry on our present policies. |
| Revoking Your Proxy | You may revoke your proxy before it is voted at the Annual Meeting. To |

revoke your proxy, follow the procedures listed under the "Voting Procedures" and "Revoking Your Proxy" sections of this Proxy Statement.

## FORWARD-LOOKING STATEMENTS

This proxy statement contains a number of forward-looking statements. Words, and variations of words, such as "will," "may," "expect," "would," "could," "might," "intend," "plan," "believe," "estimate," "anticipate," "deliver," "seek," "aim," "p "outlook," and similar expressions are intended to identify our forward-looking statements. These forward-looking statements are not historical facts, but reflect our current estimates, projections, expectations, or trends concerning future growth, operating cash flows, availability of short-term borrowings, consumer demand, new or renewal business, investment policies, productivity improvements, ongoing cost reduction efforts, efficiency, competitiveness, strategic actions, acquisitions, the timing of hospitality and attractions' openings, the sufficiency of our legal reserves, show rotation, same-show revenue, segment operating income, adjusted segment EBITDA, attraction start-up costs, the realization of deferred tax assets, contributions to pension and postretirement benefit plans, legal expenses, tax rates and other tax matters, and foreign exchange rates. Actual results could differ materially from those discussed in the forward-looking statements. Our business can be affected by a host of risks and uncertainties, many of which are beyond our control. Important factors that could cause actual results to differ materially from those described in our forward looking statements include, but are not limited to, the risks discussed in our recently filed Annual Report on Form 10-K. We disclaim and do not undertake any obligation to update or revise any forward-looking statement in this proxy statement except as required by applicable law or regulation.

# PROPOSAL 1: ELECTION OF DIRECTORS

## INTRODUCTION

Our Corporate Governance and Nominating Committee (the "Governance Committee") recommended and our Board of Directors (the "Board") nominated the three incumbent directors listed below under "Director Nominees." Each of the director nominees is independent under the New York Stock Exchange ("NYSE") listing standards, applicable SEC rules and regulations, and our Corporate Governance Guidelines (the "Guidelines").

## MAJORITY VOTE STANDARD FOR ELECTION OF DIRECTORS

Our Bylaws provide that, in an election in which the number of nominees for election equals the number of directors to be elected, director nominees must be elected by a majority of the votes cast. The Bylaws also provide that if an incumbent director nominee is not elected by a majority vote, then the director will tender his or her resignation to the Board. The Governance Committee will then recommend whether the Board should accept or reject the resignation, or whether other action should be taken. The Board is required to publicly disclose its decision, including the rationale behind it, within 90 days of certifying the election results. The director who tenders his or her resignation does not participate in the Board's decision. In contested elections where the number of nominees exceeds the number of directors to be elected, the Bylaws provide for a plurality vote standard.

## SKILLS, QUALIFICATIONS, AND EXPERIENCE OF DIRECTORS

Our directors have many individual qualifications, however, our Board believes that all of our directors should have certain specific qualifications. Our Board has concluded that each director listed under the "Director Nominees" and "Directors Continuing in Office" sections of this Proxy Statement should serve on the Board. These qualifications include:

- Commitment to the long-term interest of our shareholders;
- Highest ethical standards and integrity;
- Willingness to act on and be accountable for Board decisions;
- Ability to provide informed and thoughtful counsel to top management on a range of issues;
- History of achievement that reflects superior standards for himself/herself and others;
- Loyalty and commitment to driving the Company's success;
- Willingness to ask questions and pursue answers;
- Ability to take tough positions, while at the same time work as a team player;
- Willingness to devote sufficient time to carrying out his/her duties and responsibilities effectively as a Board member, and a commitment to serve on the Board for an extended period of time;
- Adequate time to spend learning our businesses; and
- Individual background that provides a portfolio of experience, knowledge, and personal attributes commensurate with our needs.

## BOARD STRUCTURE

We have eight directors on our Board, and our Board is divided into three classes. The term of one class of directors expires at each annual meeting, and nominees are elected to that class for a term of three years. Three directors are proposed for election at this year's Annual Meeting.

## DIRECTOR NOMINEES

Our Board has nominated Richard H. Dozer, Virginia L. Henkels, and Robert E. Munzenrider for election at the Annual Meeting. All nominees are independent members of the Board and, if elected, each have agreed to serve another term, which will expire in 2021.

### Recommendation of the Board

The Board recommends that you vote "FOR" the election of each of the three director nominees listed below.

The following information regarding each director nominee is as of March 22, 2018.

Richard H. Dozer (Chairman)

Director since: 2008

Age: 60

Mr. Dozer has served as our independent Chairman of the Board since December 2014. Mr. Dozer was President of the Arizona Diamondbacks, a Major League Baseball franchise, from the team's inception in 1995 until 2006, Vice President and Chief Operating Officer of the Phoenix Suns, a National Basketball Association professional basketball franchise, from 1987 to 1995, and President of Talking Stick Arena (formerly US Airways Center and America West Arena) from 1989 to 1995. Mr. Dozer also has financial experience, from serving as an audit manager and in other positions at Arthur Andersen, a global public accounting firm, from 1979 to 1987, during which time he held a Certified Public Accountant ("CPA") license. Mr. Dozer was also Chairman of the Phoenix Office of GenSpring Family Offices, a wealth management firm for ultra-high net worth families, from 2008 to 2013. He also serves as Treasurer of the Greater Phoenix Convention and Visitors Bureau. Mr. Dozer is a co-founder of and was the managing partner of CDK Partners, a real estate development and investment company, from 2006 to 2008. Mr. Dozer is a director and Vice Chairman of the board of Blue Cross Blue Shield of Arizona, a health insurance provider, as well as a member of its Finance Committee, Executive Committee, Human Resources and Compensation Committee and Audit Committee. Mr. Dozer is also a director of Knight-Swift Transportation Holdings Inc. (NYSE: KNX), a provider of truckload transportation and logistics services, where he serves on the Audit and Finance Committees. Prior to its merger with Knight Transportation, Inc. in September 2017, Mr. Dozer was a director for Swift Transportation Company from 2008 to 2017. He is currently a director and Audit Committee member of Cole Office & Industrial REIT (CCIT II), a public non-listed real estate investment trust, and previously served as a director of Apollo Education Group, Inc. and Stratford American Corporation. Our board of directors believes that Mr. Dozer possesses specific attributes that qualify him to serve as a director, including his experience in operations, management, sales, and marketing of large-scale live corporate and consumer events as well as his extensive financial experience.

Virginia L. Henkels

Director since: 2017

Age: 49

Ms. Henkels has served as a director of LCI Industries (NYSE: LCII), a supplier of components for original equipment manufacturers of recreational vehicles and adjacent industries, and she has also served on the Audit and Compensation Committees since 2017. From 2008 to 2017, Ms. Henkels served as Executive Vice President, Chief Financial Officer, and Treasurer of Swift Transportation Company, a then-publicly traded transportation services company, where she led numerous capital market transactions including its 2010 Initial Public Offering. She also held various finance and accounting leadership positions with increasing responsibilities since 2004 at Swift Transportation and from 1990 to 2002 at Honeywell International, Inc. (NYSE: HON), a worldwide diversified technology and manufacturing leader, including an expatriate international assignment. Ms. Henkels is currently a member of the National Association of Corporate Directors and the Women's Corporate Director organizations. She is a former CPA with extensive experience in finance, accounting, capital markets, and investor relations as well as experience in strategy development, risk management, mergers and acquisitions, audit, corporate culture, and corporate governance.

Robert E. Munzenrider

Director since: 2004

Age: 73

Mr. Munzenrider is Founder or Co-Founder of several e-commerce businesses, and was President of Harmon AutoGlass, a subsidiary of Apogee Enterprises, Inc. (NASDAQ: APOG), a national chain of retail automotive services and insurance claims processor, a position he held from 2000 to 2002. In 1999, Mr. Munzenrider served as Vice President and Chief Financial Officer of the glass services segment of Apogee Enterprises, Inc. He also served during part of 1999 as Executive Vice President and Chief Financial Officer of Eliance Corp., an e-commerce transaction processor. From 1997 to 1998, Mr. Munzenrider served as Vice President and Chief Financial Officer of St. Jude Medical, Inc. (NYSE: SJT), an international medical device manufacturing and marketing company. From 2010 to 2017, Mr. Munzenrider was a director of MGC Diagnostics Corporation (NASDAQ: MGCD) (formerly Angeion Corporation), a designer, manufacturer, and distributer of cardio respiratory diagnostic systems and related software and programs for the management and improvement of health and fitness, and he also served as Chair of the Audit Committee and a member of the Nominating Committee. He previously served on other public company boards. As a former CPA, Mr. Munzenrider has a strong finance and accounting background, having served in the position of Chief Financial Officer for a majority of his professional career. In addition, he has a historical familiarity with our operations, having served as Chief Financial Officer of three of our former operating companies from 1982 to 1997.

DIRECTORS CONTINUING IN OFFICE

Information regarding the five directors continuing in office until the expiration of their designated terms is presented below.

For Terms Expiring at the 2019 Annual Meeting of Shareholders:

Andrew B. Benett

Director since: 2013

Age: 47

Mr. Benett has been the Global Chief Commercial Officer at Bloomberg Media Group (part of Bloomberg LP), a global media company, since 2017. He previously served as Global Chief Executive Officer of Havas Creative Group, a global integrated marketing communications group and the largest business unit of Havas S.A., from 2014 to 2017. From 2010 to 2013, Mr. Benett held the position of Global Chief Executive Officer of Arnold Worldwide, a Havas company. Mr. Benett joined Havas Worldwide, then known as Euro RSCG Worldwide, in 2004 as Global Chief Strategy Officer. Prior to joining Havas, Mr. Benett was Executive Vice President, Executive Director, Strategy and Innovation at FutureBrand Company, Inc., a brand strategy, innovation and marketing consultancy. Mr. Benett sits on The College Board of Advisors at Georgetown University, is a member of the 2012 class of Henry Crown Fellows at the Aspen Institute and is a member of the Aspen Global Leadership Network. Mr. Benett brings extensive experience in the areas of innovative marketing solutions and digital media, as well as deep knowledge of the digital and social media revolution influencing businesses.

Isabella Cunningham

Director since: 2005

Age: 75

Dr. Cunningham has been the Stan Richards Chair in Advertising and Public Relations at the Stan Richards School of Advertising and Public Relations of The University of Texas at Austin since 2015. Previously, Dr. Cunningham was the Ernest A. Sharpe Professor in Communication from 1983 to 2015. Dr. Cunningham was the Chair of the Advertising Department from 1977 to 1985 and again from 2001 to 2014. She has been a Professor at The University of Texas at Austin since 1981. Dr. Cunningham is also a consultant and has been an expert witness in advertising and intellectual property in state and federal cases. She has also been a consultant in business and marketing strategy for over 35 years. Dr. Cunningham is the author of 10 books and numerous scholarly articles, and is considered a national and international authority in advertising. Dr. Cunningham serves as a member of several editorial boards, nonprofit organizations and many university and community organizations.

Dr. Cunningham acquired executive management and governance experience during her service on the boards of directors of for-profit companies and non-profit organizations. She also served on the Board of Trustees of St. Edward’s University for 25 years where she currently serves as a Trustee Emeritus. Dr. Cunningham brings extensive knowledge and expertise regarding the marketing industry, including the face-to-face marketing space in which we compete.

Steven W. Moster

Director since: 2014

Age: 48

Mr. Moster has served as our President and Chief Executive Officer since 2014 and as President of GES since November 2010. Mr. Moster served in various executive management roles within the GES organization, including Executive Vice President–Chief Sales & Marketing Officer from 2008 to February 2010, Executive Vice President–Products and Services from 2006 to 2008 and Vice President–Products & Services Business from 2005 to 2006. From 2000 to 2004, Mr. Moster was Engagement Manager, Management Strategy Consulting for McKinsey & Company, a global management consulting firm, where he worked with a broad set of clients to create and implement growth strategies. Mr. Moster's successful experience executing growth strategies and improving operating efficiencies, and his deep understanding of our operations, give him the unique ability to accelerate our strategic growth initiatives and enhance shareholder value across our GES and Pursuit business units.

For Terms Expiring at the 2020 Annual Meeting of Shareholders:

Edward E. Mace

Director since: 2012

Age: 66

Mr. Mace has been President and Chief Executive Officer of Silverwest Hotels, LLC ("Silverwest"), including predecessor companies, since 2014. Silverwest manages and operates fund-level and project-specific entities formed to acquire, develop, reposition, and own U.S. hotels and resorts. He also holds various positions with Silverwest-related entities. Mr. Mace is the Founder of Mace Pacific Holding Company, LLC, a private investment company involved in hotel and resort investment, and has served as its President since 2006. He was a member of the Concessions Management Advisory Board of the U.S. National Park Service from 2010 to 2012. Mr. Mace was President of Vail Resorts Lodging Company and Rock Resorts International LLC, both subsidiaries of Vail Resorts, Inc. (NYSE: MTN), an owner, manager and developer of ski resorts and related lodging, from 2001 to 2006. Prior to that position, Mr. Mace was an executive of Fairmont Hotels & Resorts, Inc., an operator of luxury hotels and resorts worldwide, where he served as Vice Chairman from 2000 to 2001, President and Chief Executive Officer from 1998 to 2000, and Executive Vice President from 1996 to 1998. From 1994 to 1996, Mr. Mace was a partner in KPMG LLP's hospitality and real estate consulting practice. Mr. Mace brings extensive experience in the hospitality and leisure industry, a solid understanding of concession management with the National Park Service, and knowledge and experience related to the strategic direction of organizational capital structures, operations, and mergers and acquisitions.

Joshua E. Schechter

Director since: 2015

Age: 44

Mr. Schechter has been a director and chairman of the board of Support.com (NASDAQ: SPRT), a provider of cloud-based software and services for technology support, since 2016, as well as a member of its Nominating and Governance, and Audit Committees. From 2008 to 2015, he served as a director of Aderans Co., Ltd. ("Aderans"), a multinational company engaged in hair-related business, and was the Executive Chairman of Aderans America Holdings, Inc., Aderans' U.S. holding company. From 2001 to 2013, Mr. Schechter served as Managing Director of Steel Partners Ltd., a privately owned hedge fund sponsor, and from 2008 to 2013, Mr. Schechter served as co-President of Steel Partners Japan Asset Management, LP, a private company offering investment services. Mr. Schechter previously served on the Board of Directors of The Pantry, Inc. (NASDAQ: PTRY), a leading independently operated convenience store chain in the southeastern United States and one of the largest independently operated convenience store chains in the country, from 2014 until the completion of its public sale in March 2015. Together with his managerial and public company board experience, Mr. Schechter's experience in capital markets, acquisitions, and other transactions in a variety of industries provides valuable insight to our Board.

In April 2015, Mr. Schechter was appointed to the Board with a term expiring at our 2017 annual meeting pursuant to a settlement agreement with JCP Investment Partnership, LP ("JCP"), under which JCP agreed to withdraw its notice of intent to nominate three director candidates at our 2015 annual meeting. Mr. Schechter was elected for a second term at our 2017 Annual Meeting of Shareholders.

BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

## CORPORATE GOVERNANCE POLICIES AND PRACTICES

Our Bylaws and applicable laws provide that our business and affairs be managed by or under our Board's direction. We follow the system of governance practices in our Guidelines and in each of the Board's committee charters. The Guidelines outline the practices our Board will follow with respect to its duties, operations, committee matters, director qualifications, selection process, compensation, independence, orientation and continuing education, chief executive officer evaluation, management succession, and annual Board and committee performance evaluations. At least annually, the Governance Committee reviews the Guidelines, and each committee reviews its charter, and recommend any changes to the Board for consideration.

To learn about our corporate governance practices, you can access our Corporate Governance Guidelines, Committee Charters and the Code of Ethics at http://www.viad.com/about-us/corporate-governance/view-on-governance. We will also provide copies of any of the following documents to shareholders upon written request to the office of the Corporate Secretary:

- Restated Certificate of Incorporation
- Bylaws
- Corporate Governance Guidelines
- Board Committee Charters
- Code of Ethics (applies to directors, officers, and employees)
- Always Honest Corporate Ethics Program Summary`

## CORPORATE GOVERNANCE HIGHLIGHTS

We are committed to sound corporate governance and believe that adhering to a strong corporate governance framework is essential to our long-term success. Highlights of our corporate governance standards include the following:

- We have separated the roles of our Chief Executive Officer ("CEO") and Chairman of the Board;
- Our Chairman of the Board is independent;
- We strive for regular board refreshment that offers a balanced mix of experience and fresh perspectives;
- Our Board conducts annual director peer reviews, which are designed to enhance each director's performance, as well as annual Board and committee performance reviews;
- Our Board is fully engaged in the Company's strategic planning process, including a continuous review of the status of implementation and results of the Company's strategic growth plan;
- All members of our Board are independent, outside directors, except the CEO;
- All members of our Board committees are independent, outside directors;
- Our Board holds regular executive sessions without the presence of management employees;
- We have a majority voting requirement for the election of directors in uncontested elections and a requirement that incumbent directors who do not receive a majority of the votes submit their resignations to the Board;
- We have no poison pill agreements;

- We have a policy that prohibits our directors, executive officers, and employees from engaging in hedging transactions with respect to Viad securities, and prohibits all directors, the Named Executive Officers ("NEOs"), and other executive officers from pledging or using Viad securities as collateral in order to secure personal loans or other obligations;
- We have a policy that our NEOs and other executive officers may not sell any vested restricted stock granted in 2013 and thereafter unless and until they have complied with the Company's stock ownership guidelines;
- We have forfeiture, or clawback, provisions applicable to short- and long-term incentive compensation;
- Our policy on insider trading generally permits our directors, NEOs and other executive officers to engage in transactions involving Viad common stock and other securities only (a) during a trading window of limited duration, and (b) after seeking pre-clearance to avoid trading while in possession of material, non-public information; and
- We have a culture of compliance and ethical behavior that is reinforced through our Always Honest Compliance & Ethics Program, which we instituted more than 20 years ago.

COMMITTEES AND DIRECTOR INDEPENDENCE

Our Board has three standing committees: the Audit Committee, the Corporate Governance and Nominating Committee, and the Human Resources Committee. Each committee meets periodically during the year, reports regularly to the full Board, and annually evaluates its performance. The table below shows each committee's current membership and the number of times it met during 2017. The table also identifies the independent directors, as determined by our Board, based on information provided by each director concerning his or her background, employment, and affiliations, under the NYSE listing standards, applicable SEC rules and regulations, and the Guidelines. The Guidelines include categorical independence standards that meet or exceed NYSE listing standards. All of our current directors (other than Mr. Moster) are independent.

| Name | Audit | Corporate Governance and Nominating | Human Resources | Independent Director |
|---|---|---|---|---|
| Mr. Benett | | Chair | Member | Yes |
| Dr. Cunningham | | Member | Member | Yes |
| Mr. Dozer | Member | | Member | Yes |
| Ms. Henkels[1] | Member | | | Yes |
| Mr. Mace | Member | | Chair | Yes |
| Mr. Moster | | | | No |
| Mr. Munzenrider | Chair | Member | | Yes |
| Ms. Pederson[2] | | | | Yes |
| Mr. Schechter | Member | Member | | Yes |
| 2017 Meetings | 11 | 6 | 6 | |

[1] Ms. Henkels' term began on November 29, 2017.

[2] Ms. Pederson's term ended as of the 2017 Annual Meeting of Shareholders, but she continued to serve as Director Emeritus (non-voting) until December 31, 2017.

The responsibilities of each Board committee and other related information are described below. Each committee may form and delegate authority to a subcommittee of one or more members of the committee.

Audit Committee. The members of our Audit Committee are Ms. Henkels and Messrs. Dozer, Mace, Schechter and Munzenrider, with Mr. Munzenrider serving as the chairperson. The Board has determined that all of the Audit Committee members are independent within the meaning of the NYSE listing standards and Rule 10A-3 of the Exchange Act. The Board has determined that all members of the Audit Committee are "financially literate," as defined by NYSE listing standards, and that Ms. Henkels, and Messrs. Dozer and Munzenrider qualify as "audit committee financial experts," within the mean of SEC regulations. The Audit Committee assists the Board in monitoring the quality and integrity of the Company's financial statements, compliance with legal and regulatory requirements, and the independence and performance of our internal auditors and external independent registered public accountants. The Audit committee has regularly scheduled executive sessions with individual members of management and with our independent registered public accountants. The independent registered public accountants report directly to the Audit Committee and the Audit Committee has sole authority to appoint or replace the independent registered public accountants. In addition, the Audit Committee has authority to obtain advice and assistance from internal and external legal, accounting, and other advisors.

Corporate Governance and Nominating Committee. The members of our Corporate Governance and Nominating Committee are Dr. Cunningham and Messrs. Munzenrider, Schechter and Benett, with Mr. Benett serving as the chairperson. The Board has determined that all of the Corporate Governance and Nominating Committee members are independent within the meaning of the NYSE listing standards. Each year, the Corporate Governance and Nominating Committee proposes a slate of directors for election by the shareholders at the annual meeting, and when appropriate, proposes candidates to fill Board vacancies. The committee also (i) annually evaluates the Board's performance and discusses its evaluation with the full Board; (ii) reviews, and from time to time proposes changes to the Guidelines; (iii) regularly reviews and recommends changes to the non-employee directors' compensation and benefits; and (iv) has the sole authority to retain or terminate any search firm retained to identify director candidates, or any compensation advisor, retained to assist in reviewing and evaluating non-employee director compensation.

Human Resources Committee. The members of our Human Resources Committee are Dr. Cunningham and Messrs. Benett, Dozer and Mace, with Mr. Mace serving as the chairperson. The Board has determined that all of the Human Resources Committee members are independent within the meaning of the NYSE listing standards. All are "non-employee" directors under SEC rules and outsider directors under the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"). The Human Resources Committee oversees the development and implementation of the Company's compensation philosophy and strategy as it pertains to executive officers and other employees. The Human Resources Committee also reviews and approves, subject to ratification by independent members of the Board, the salary and equity and incentive compensation of our CEO, approves salaries and compensation of our other executive officers, and approves incentive compensation targets and awards under various compensation plans and programs. In addition, the Human Resources Committee has sole authority to retain or terminate any compensation advisor retained to assist in evaluating our CEO's and other executive officers' compensation. The Human Resources Committee also has authority to obtain advice and assistance from internal or external legal, accounting, or other advisors. While the Corporate Governance and Nominating Committee is responsible for reviewing and recommending non-employee director compensation and benefits to the Board, the Human Resources Committee has sole authority to approve grants of equity compensation to non-employee directors under the 2017 Viad Corp Omnibus Incentive Plan. The CEO makes recommendations to the Human Resources Committee with regard to the compensation of our other executive officers. The Human Resources Committee has sole authority to approve (a) the annual base salary level; (b) the annual incentive opportunity level and granting of awards; (c) the long-term incentive opportunity level and granting of awards; and (d) any special or supplemental benefits for those executive officers.

The Human Resources Committee's Use of an Independent Compensation Advisor. Since 2016, the Human Resources Committee has retained Frederic W. Cook & Co., Inc. ("FW Cook") as its independent compensation advisor. In 2017, FW Cook performed executive compensation market analysis, executive pay and performance alignment analysis, and director compensation analysis. The Human Resources Committee reviewed competitive pay information from general industry market surveys and the Company's comparator group in consultation with FW Cook.

For the year ended December 31, 2017, FW Cook provided no services to us other than consulting services to the Human Resources Committee regarding executive and non-employee director compensation.

At least annually, the Human Resources Committee reviews FW Cook’s current engagements and the objectivity and independence of its advice on executive and non-employee director compensation. The Human Resources Committee assessed, based on the six independence factors for compensation consultants outlined in the SEC rules and in its charter, whether the work of its independent compensation advisor would raise a conflict of interest in 2017. Based on a review of the six independence factors, the committee determined that FW Cook is independent and FW Cook’s services did not raise any conflicts of interest.

BOARD MEETINGS AND ANNUAL MEETING OF SHAREHOLDERS

Our Guidelines specify and we expect each director to attend the Annual Meeting of Shareholders, all Board meetings, and all meetings of committees on which they serve. We understand, however, that occasionally a director may be unable to attend a meeting. During 2017, the Board held four regular meetings and three special meetings and acted five times by unanimous written consent. During 2017, Messrs. Dozer, Mace, Moster, and Munzenrider attended 100% of the meetings of the Board and all committees on which they served; Dr. Cunningham, and Messrs. Benett and Schechter attended at least 89% of meetings of the Board and all committees on which they served. All directors attended the 2017 Annual Meeting of Shareholders.

MEETINGS OF NON-MANAGEMENT DIRECTORS

Our Board held five executive sessions of the independent, non-management directors in 2017. The Chairman of the Board, Mr. Dozer, presides over all executive sessions.

BOARD LEADERSHIP STRUCTURE

The Board has separated the roles of Chairman and CEO. The Chairman of our Board, Mr. Dozer, is an independent director. Our CEO, Mr. Moster, also serves as a member of the Board. The Board believes the separation of the Chairman and CEO roles allows the CEO to focus his time and energy on operating and managing our Company while leveraging the Chairman’s experience and perspectives.

The Board believes that our governance practices are appropriate to ensure that the full Board maintains independent oversight, including:

- All directors on the Board are independent, except the CEO;
- Executive sessions of the independent directors are held at each regular Board meeting;
- The Human Resources Committee, whose members are all independent, annually reviews the CEO’s performance;
- The Governance Committee, whose members are all independent, annually reviews the Board’s performance;
- The Governance Committee leads the process for selecting new directors;
- Each director’s performance is periodically peer reviewed; and
- The Board regularly reviews succession planning for the positions of the CEO and the senior management team, as well as other significant management positions within our operating companies. The Board also periodically reviews interim (i.e., emergency-response) and long-term succession plans with a view toward providing for orderly transitions (in the cases of both planned and unplanned management changes) related to each of our key executive positions.

The responsibilities of our independent Chairman include, but are not limited to:

- Presiding over regular and special meetings of the Board;
- Presiding over the Annual Meeting of Shareholders;

- Presiding over and calling executive sessions or other meetings of the independent directors;
- Calling special meetings of the Board (without prejudice to any rights of the majority of directors to call such meetings);
- Coordinating the preparation of the meeting agendas in consultation with the CEO, and coordinating Board meeting schedules;
- Coordinating agenda items and meeting schedules with committee chairpersons;
- Being available to participate in, and facilitating meetings with, our shareholders;
- Recommending independent Board advisors for the Board's approval;
- Leading the Board in anticipating and responding to crises;
- Acting as a liaison between the Board and management, and facilitating communications between the Board and the CEO between meetings, including discussing action items with the CEO following executive sessions;
- Working with management in defining the scope, quality, quantity, and timeliness of the flow of information between management and the Board that is necessary for the Board to effectively and responsibly perform its duties;
- Providing advice and counsel to the CEO and other members of senior management in areas such as corporate and strategic planning and policy, mergers and acquisitions, investor relations, and other areas requested by the Board; and
- Such other responsibilities as may from time to time be assigned by the Board.

BOARD COMPOSITION AND REFRESHMENT

VIAD BOARD REFRESHMENT

Since 2013:

- Average director tenure reduced from 9.0 years to 6.6 years
- Broadened areas of expertise represented on Board
- Three new independent directors elected
- Elected an independent Chairman of the Board, which replaced the role of Lead Independent Director
- Periodic rotation of committee chairs and members

The continuous exchange of new ideas is vital to our Board's success. The Board and the Governance Committee recognize that the interplay between diverse viewpoints, experience, and backgrounds more effectively promotes our shareholders' long-term interests. The Board believes that shareholders are best served by both the outside perspectives offered by new directors as well as the valuable experience and familiarity provided by longer-serving directors. The Board and the Governance Committee believe that the Company's recent measures to promote "board refreshment," including efforts to reduce the Board's average director tenure and the election of three new independent directors during the same time period, has allowed the Board to maintain an appropriate balance of tenure and outside perspectives. The Board and the Governance Committee believe that each of the director nominees possesses unique talents that contribute to the Board's broad array of viewpoints and expertise.

HUMAN RESOURCES COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

None of the members of the Human Resources Committee are or have been an officer or employee of our Company. We are not aware of any interlocking relationships between any member of the Human Resources Committee and any of our executive officers that would require disclosure under the applicable rules of the U.S. securities laws.

## RELATED PARTY TRANSACTIONS

There were no related party transactions during 2017.

## DIRECTOR NOMINATIONS

As provided in its charter and the Bylaws, the Corporate Governance and Nominating Committee has established procedures to consider candidates for Board membership. The Corporate Governance and Nominating Committee has authority under its charter to employ a third-party search firm to conduct research, review candidate data, and otherwise assist the committee in identifying candidates to serve as a director. A shareholder who wishes to nominate a candidate for the Board should notify the office of the Corporate Secretary in writing at the address listed in the notice of meeting attached to this Proxy Statement. Any such recommendation must include:

- The name and address of the candidate;
- A brief biographical description, including the candidate's occupation for at least the last five years, and a statement of the qualifications of the candidate, taking into account the qualification requirements set forth below; and
- The candidate's signed consent to serve as a director, if elected, and to be named in the proxy statement.

The Corporate Governance and Nominating Committee reviews the qualifications of any person timely and properly nominated by a shareholder in accordance with the Bylaws and as described in the "Submission of Shareholder Proposals and Director Nominations" section of this Proxy Statement.

In reviewing potential director nominees, the Corporate Governance and Nominating Committee looks at the candidate's qualifications in light of the Board and Viad's needs at that time, and given the then-current mix of director attributes. The Corporate Governance and Nominating Committee assesses director nominees based on their qualification as independent, and considers the candidate's diversity, skills, and experience. Director nominees also must have common qualities expected of all Viad directors, including high personal and professional ethics, integrity and values, and a commitment to representing the long-term interests of our shareholders. The Corporate Governance and Nominating Committee also ensures that the members of the Board, as a group, maintain the requisite qualifications under the NYSE listing standards for members of the Audit, Human Resources, and Corporate Governance and Nominating Committees.

The Corporate Governance and Nominating Committee believes that newly elected directors offer fresh perspectives and ideas that are critical to a forward-thinking and strategic Board.  Concurrently, the Corporate Governance and Nominating Committee recognizes that longer-serving directors facilitate effective decision-making through their experience and familiarity with our business. Accordingly, the Corporate Governance and Nominating Committee and the Board seek to maintain an appropriate balance of viewpoints, skills, professional experience, and backgrounds to effectively lead the Company and serve the long-term interests of our shareholders.

## COMMUNICATION WITH OUR BOARD

Interested parties may communicate directly with non-management directors, including the Chairman of the Board, by writing to the following address: Viad Corp, 1850 North Central Avenue, Suite 1900, Phoenix, Arizona 85004-4565, Attention: Office of the Corporate Secretary. All communications will be delivered to the non-management directors or the Board, as the case may be, no later than the Board's next regularly scheduled meeting.

## RISK OVERSIGHT

Management is responsible for assessing and managing the Company's various exposures to risk, including through the adoption of risk management controls, policies, and procedures. The Board has delegated to the Audit Committee primary responsibility to review and assess areas of financial risk for the Company. The Audit

Committee also reviews management's plans and the steps management has taken to monitor and control risk, including risk assessment, risk management policies, information technology system controls, and policies related to data security.

The Board believes that cybersecurity is a critical component of our risk management program. Each quarter, members of senior management who are responsible for the Company's cybersecurity risk management practices present a cybersecurity report to the Audit Committee. The report addresses a range of issues including, but not limited to, the adequacy of personnel and resources, technological advances in cybersecurity protection, progress toward reducing cybersecurity risk exposure, rapidly evolving cybersecurity threats that may affect us and the industries in which we participate, and applicable cybersecurity laws, regulations and standards. Our cybersecurity risk management practices are integrated into our overall risk management program.

Additionally, we conduct an annual risk assessment to identify, evaluate, and prioritize potential business risks. As a part of this assessment, we conduct a financial statement risk assessment and materiality analysis, including evaluating potential fraud schemes and scenarios that might affect us. Throughout the year, management continuously monitors potential risks and provides reports at each regular Audit Committee meeting.

## COMPENSATION RISK ANALYSIS

The Board continuously monitors and manages executive compensation risk through the design of our executive compensation program. The Human Resources Committee structures our executive compensation program to mitigate the potential for excessive risk-taking by executive officers in managing our businesses. A few of the program features that serve this purpose include:

- Balanced compensation components. The mix of NEO pay is not overly weighted toward either short-term or long-term incentive compensation.
- Emphasis on long-term incentive compensation structure. The ultimate value of NEO long-term incentive awards depends upon the value of Viad common stock at the time of vesting (or exercise, in the case of stock options), which encourages NEOs to consider the inherent risk of short-term decisions that may affect our future performance. As a result, these awards are intended to promote long-term, strategic decisions.
- Stock ownership guidelines. Our stock ownership guidelines align our director and NEO financial interests with those of our shareholders (see the Compensation Discussion and Analysis ("CD&A") subsection "Stock Ownership Guidelines").
- Holding period restriction on vested restricted stock. NEOs are restricted from selling Viad common stock until they meet their stock ownership requirement (see the CD&A subsection "Highlights of Our Compensation Program").
- Forfeiture for wrongful actions. Short-term and long-term incentive compensation is subject to forfeiture and reimbursement (i.e., clawback) provisions relating to conduct which may be detrimental to the Company (see the CD&A subsection "Clawback Provisions for Detrimental Conduct").

## STOCK OWNERSHIP GUIDELINES FOR DIRECTORS AND EXECUTIVE OFFICERS

We believe it is important to align the financial interests of our directors and executive officers with those of our shareholders. Accordingly, we have adopted guidelines that specify the minimum value of Viad common stock based on a multiple of salary or retainer that directors, NEOs, other executive officers, and key senior management employees are expected to own. Only shares of stock held directly, which are inherently subject to market risk, not options to purchase shares of stock, are counted toward satisfaction of our stock ownership guidelines. Please see "Stock Ownership Guidelines" in the CD&A for additional information.

RESTRICTION ON TRADING BY DIRECTORS AND OFFICERS

Our insider trading policy generally permits directors, NEOs, and other executive officers to engage in transactions involving Viad common stock only: (a) during a Company-prescribed trading window of limited duration; and (b) after seeking pre-clearance to avoid trading while in possession of material, non-public information. In addition, directors, NEOs, other executive officers, and employees may not engage in hedging transactions or other transactions designed to limit or eliminate the risks of owning Viad common stock. The policy also prohibits directors, NEOs, and other executive officers from pledging Viad common stock, or using it as collateral to secure personal loans or other obligations.

COMPENSATION OF DIRECTORS

Each non-employee director receives compensation for service on our Board and any of its committees. Directors who are also Viad officers or employees receive no special or additional remuneration for service on the Board nor do they serve on any Board committees. Mr. Moster is the only officer-director currently serving on our Board, and was the only officer-director serving on the Board during 2017.

The following table shows 2017 non-employee directors' compensation.

| Name<br>(a) | Fees Earned or Paid in Cash[1]<br>($)<br>(b) | Stock Awards[2]<br>($)<br>(c) | All Other Compensation[3]<br>($)<br>(g) | Total<br>($)<br>(h) |
|---|---|---|---|---|
| Mr. Benett | 81,100 | 99,977 | 8,641 | 189,718 |
| Dr. Cunningham | 80,200 | 99,977 | 8,625 | 188,802 |
| Mr. Dozer | 181,700 | 99,977 | 6,975 | 288,652 |
| Mr. Mace | 99,627 | 99,977 | 3,625 | 203,229 |
| Mr. Munzenrider | 101,700 | 99,977 | 3,563 | 205,240 |
| Ms. Pederson[4] | 58,700 | 99,977 | 3,625 | 162,302 |
| Mr. Schechter | 80,200 | 99,977 | 3,155 | 183,332 |
| Ms. Henkels | 7,135 | 25,020 | 61 | 32,216 |

[1] In 2017, in accordance with our director compensation policy, non-employee directors received an annual retainer of $45,000. Committee chairs received an additional annual retainer of $10,000 for the Governance Committee, $17,500 for the Human Resources Committee, and $20,000 for the Audit Committee. Mr. Dozer received an additional retainer of $100,000 for serving as Chairman of the Board. Non-employee directors also received fees of $1,600 for each Board meeting and $1,500 for each committee meeting attended. In addition, as disclosed in Notes 2 and 3 below, non-employee directors receive (i) an annual grant of restricted stock, (ii) corporate matching of charitable contributions, (iii) accidental death and dismemberment and travel insurance benefits, and (iv) dividends paid on unvested restricted stock. We also reimburse directors for all expenses related to their service as directors,

including travel expenses and fees associated with director education seminars.

2 There can be no assurances that the amounts provided in column (c) will be realized. The amounts shown reflect the grant date fair value of shares awarded in 2017. The value that our directors ultimately receive from these awards may be higher or lower than the grant date fair value, depending upon our stock price at the time the shares vest. We discuss the assumptions we made in the valuation of stock awards under this column (c) in our 2017 Form 10-K, in Notes 1 and 2 of Notes to Consolidated Financial Statements, which are incorporated herein by reference.

In 2017, in accordance with our director compensation policy, each of the non-employee directors, other than Ms. Henkels, who joined our board in November 2017, received 2,107 shares of restricted stock with a grant date fair value of $99,977, effective as of the grant date of February 21, 2017. If a non-employee director takes office after the restricted stock grant in February of each year, as was the case with Ms. Henkels in 2017, the new director's restricted stock grant is pro-rated based on the date of election. Accordingly, Ms. Henkels received 434 shares of restricted stock with a grant date fair value of $25,020, effective as of the November 29, 2017 grant date.

All restricted stock granted to non-employee directors vests three years from the date of grant. However, if a non-employee director leaves the Board prior to the end of the three-year period for any reasons other than for “cause,” vesting will be pro-rated, except that the grant will be fully vested if the director has met certain age and holding period requirements. Full vesting may also occur upon expiration of the three-year period, at the discretion of the Human Resources Committee, if a non-employee director has terminated service due to unforeseen hardship or circumstances beyond his or her control and such termination of service is at least six months after the date of grant.

At December 31, 2017, 8,507 shares of restricted stock had not vested for each of the non-employee directors, except for Mr. Schechter, who had 8,107 shares of unvested restricted stock, and Ms. Henkels, who had 434 shares of unvested restricted stock.

[3] The amounts shown for the non-employee directors include the corporate matching of charitable contributions pursuant to the Directors’ Matching Gift Program, which provides dollar-for-dollar corporate matching up to an aggregate maximum of $5,000 per year to qualified non-profit organizations having tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. The amounts shown also reflect the premium Viad paid on behalf of each non-employee director for accidental death and dismemberment insurance benefits of $300,000, and travel accident insurance benefits of $300,000 when they are traveling on corporate business, and also include dividends paid on unvested restricted stock in the amount of $3,032 for Mr. Schechter, and $3,502 for each of Messrs. Benett, Dozer, Mace and Munzenrider, Ms. Pederson and Dr. Cunningham.

[4] Ms. Pederson’s term as a director ended as of the 2017 Annual Meeting of Shareholders. Having served on the Board since 2011, she chose not to stand for re-election in order to pursue other opportunities. She served as Director Emeritus (non-voting) until December 31, 2017, receiving the remainder of her 2017 non-employee director annual retainer and full vesting of the restricted stock grants previously awarded to her upon the completion of the applicable vesting period for each of those grants.

INFORMATION ON STOCK OWNERSHIP

The following table shows the amount of Viad common stock beneficially owned at December 31, 2017 by persons that, to our knowledge, were the beneficial owners of more than 5% of our outstanding common stock ("5% Holders"), and the amount of Viad common stock beneficially owned at March 1, 2018, unless otherwise noted, by our directors, director nominees, and executive officers, individually and as a group. To our knowledge, none of the common stock owned by these individuals is subject to any pledge. Unless otherwise indicated, each of the named individuals has sole voting and investment power with respect to the shares shown, other than property rights of spouses.

| Name | Number of Shares Beneficially Owned[1] | Percent of Shares Beneficially Owned[2] |
|---|---|---|
| 5% Holders (as of December 31, 2017) | | |
| BlackRock, Inc.<br>55 East 52nd Street, New York, NY 10055 | 2,595,050 [3] | 12.7% |
| Dimensional Fund Advisors LP<br>6300 Bee Cave Road, Building One, Austin, TX 78746 | 1,672,351 [4] | 8.2% |
| Moab Capital Partners, LLC<br>152 West 57th Street, 9th Floor, New York, New York 10019 | 1,177,638 [5] | 5.8% |
| The Vanguard Group<br>100 Vanguard Blvd., Malvern, PA 19355 | 1,168,668 [6] | 5.7% |
| | | |
| Directors (as of March 1, 2018) | | |
| Andrew B. Benett | 13,329 | * |
| Isabella Cunningham | 31,568 | * |
| Richard H. Dozer | 25,755 | * |
| Virginia L. Henkels | 2,639 | * |
| Edward E. Mace | 14,634 [7] | * |
| Robert E. Munzenrider | 22,652 | * |
| Joshua E. Schechter | 26,038 | * |
| Margaret E. Pederson | 19,482 [8] | * |
| Named Executive Officers<br>and Other Executive Officers (as of March 1, 2018) | | |
| Steven W. Moster | 46,998 [7] | * |
| Ellen M. Ingersoll | 154,087 [7] | * |
| David W. Barry | 16,682 | * |
| Leslie S. Striedel | 5,387 | * |
| Deborah J. DePaoli | 30,459 [8] | * |
| All Executive Officers and Directors as a Group (13 persons total) | 409,710 | 2.0% |

*Less than 1%.

[1] Includes 84,830 shares of restricted stock, which will vest three years from the date of grant and 46,789 shares of common stock subject to stock options, which were exercisable as of March 1, 2018, or within 60 days thereafter, by the directors and executive officers. Future vesting of restricted stock is generally subject to continued employment with the Company.

[2] Based on 20,470,234 shares of our common stock outstanding on March 1, 2018. Includes, for Mr. Moster, 666 shares of common stock owned by his spouse, for Ms. Ingersoll, 90,688 shares of common stock owned by the Steven & Ellen Ingersoll Family Trust, for which Ms. Ingersoll has shared voting and investment power, and for Mr. Mace, 6,622 shares of common stock owned by the Mace Revocable Trust, for which Mr. Mace has shared voting and investment power.

[3] The information is based on a filing by BlackRock, Inc. on January 19, 2018, with the SEC, on Schedule 13G/A. The firm's filing reported that it and its affiliated companies in the aggregate have sole voting power over 2,554,820 shares and sole dispositive power over 2,595,050 shares.

[4] The information is based on a filing by Dimensional Fund Advisors LP on February 9, 2018, with the SEC, on Schedule 13G/A. The firm's filing reported that it and its affiliated companies in the aggregate have sole voting power over 1,608,613 shares and sole dispositive power over 1,672,351 shares.

[5] The information is based on a filing by Moab Capital Partners, LLC on February 14, 2018, with the SEC, on Schedule 13G/A. Based on the Schedule 13G/A, Moab Partners, L.P. and Moab Capital Partners, LLC beneficially own and have sole voting power and sole dispositive power over 1,100,615 shares, Moab Private Investments, LP and Moab PI GP own and have sole voting power and sole dispositive power over 77,023 shares, and Michael Rothenberg beneficially owns and has sole voting power and sole dispositive power over 1,177,638 shares.

[6] The information is based on a filing by The Vanguard Group on February 9, 2018, with the SEC, on Schedule 13G/A. The firm's filing reported that it and its affiliated companies in the aggregate have sole voting power over 32,833 shares and shared voting power over 8,760 shares, and sole dispositive power over 1,128,998 shares and shared dispositive power over 39,670 shares.

[7] Includes, for Mr. Moster, 666 shares of common stock owned by his spouse, for Ms. Ingersoll, 90,688 shares of common stock owned by the Steven & Ellen Ingersoll Family Trust, for which Ms. Ingersoll has shared voting and investment power, and for Mr. Mace, 6,622 shares of common stock owned by the Mace Revocable Trust, for which Mr. Mace has shared voting and investment power.

[8] The amounts are as of November 17, 2017, for Ms. DePaoli, the last day she served as an employee and our General Counsel & Secretary; and as of May 17, 2017, for Ms. Pederson.

## SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our executive officers, directors, and beneficial owners of more than 10% of our common stock to report their ownership, and any changes in their ownership, to the SEC. U.S. federal securities regulations require such executive officers, directors, and beneficial owners to give us copies of all Section 16(a) forms they file. As a matter of practice, our administrative staff assists our executive officers and directors in preparing initial reports of ownership, reporting changes in ownership, and filing their reports with the SEC. We reviewed copies of reports filed pursuant to Section 16(a) of the Exchange Act and written representations from reporting persons. Based solely on that review, we believe that for the fiscal year ended December 31, 2017, all required reports under Section 16(a) were filed on a timely basis.

## HUMAN RESOURCES COMMITTEE REPORT

The Human Resources Committee has reviewed and discussed with management the Compensation Discussion and Analysis included in this Proxy Statement. Based on the review and discussions, the Human Resources Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement and incorporated by reference in our 2017 Annual Report on Form 10-K, filed with the SEC on February 28, 2018.

HUMAN RESOURCES COMMITTEE

Edward E. Mace, Chair

Andrew B. Benett

Isabella Cunningham

Richard H. Dozer

COMPENSATION DISCUSSION AND ANALYSIS
OVERVIEW

This Compensation Discussion and Analysis ("CD&A") explains our NEO's 2017 compensation program and how it is linked to our 2017 performance and strategic objectives. Our 2017 NEOs were:

| | |
|---|---|
| Steven W. Moster | President and Chief Executive Officer and President of GES |
| Ellen M. Ingersoll | Chief Financial Officer |
| David W. Barry | President of Pursuit |
| Deborah J. DePaoli[1] | Former General Counsel & Secretary |
| Leslie S. Striedel | Chief Accounting Officer |

[1] Ms. DePaoli's last day as an employee and our General Counsel & Secretary was November 17, 2017.

Specifically, this CD&A contains the following sections:

I. Executive Summary: summarizes the principles and results of our compensation program.
II. Pay for Performance Philosophy: describes our pay for performance philosophy and discusses our executive compensation framework.
III. Decision-Making Process: explains how the Human Resources Committee makes decisions and what factors it considers in setting compensation for our NEOs.
IV. Compensation Components: discusses each element of our compensation program and the objectives for each element.
V. Other Aspects of Our Compensation Program: addresses other policies and processes related to our executive compensation program.

We encourage you to read this CD&A in conjunction with "Proposal 3: Advisory Approval of Named Executive Officer Compensation," beginning on page 55. The tables following this CD&A provide additional compensation information for our NEOs.

I. EXECUTIVE SUMMARY

The Human Resources Committee has designed our executive compensation program to align the interests of our executive officers with those of our shareholders, and is guided by a "pay for performance" philosophy.

Our "pay for performance" philosophy is the foundation of the design and management of our executive compensation program. Our overarching objective is to attract, motivate, and retain executives who will deliver long-term shareholder value. We believe that a strong component of our success is our use of a competitive compensation program with strong links to both Company and individual performance.

Each year, the Human Resources Committee approves performance goals that drive financial and strategic goals designed to increase shareholder value. In 2017, we delivered strong financial performance and made further progress on our key long-term strategic objectives. The Committee believes that our NEOs' 2017 compensation reflects their contributions to our performance and reflects alignment between executive pay and Company performance. Accordingly, the Board recommends that shareholders approve, in an advisory vote, our NEOs' compensation.

EXECUTING ON OUR GROWTH STRATEGY

We continued to make significant progress against our stated growth strategy during 2017, with continued investments to enhance and scale our offerings at both GES and Pursuit. These investments, along with similar investments made during the past three years, are advancing our strategic goals for both business groups and delivering strong returns for enhanced shareholder value.

We are an international experiential services company with operations principally in the United States, Canada, the United Kingdom, continental Europe, and the United Arab Emirates. We generate our revenue through our two business units: GES and Pursuit. For more information about our business, please refer to the "Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" sections of our 2017 Form 10-K.

GES Growth Strategy: Preferred Global, Full-Service Provider for Live Events

Our GES growth strategy is to become the preferred global, full-service provider for live events, with further reach into corporate and consumer events, exhibitions, congresses, and conferences. We expect to accomplish this by acquiring businesses and capitalizing on organic opportunities that further the following goals:

- Profit Margins: pursue growth in strategic areas that deliver higher profit margins;
- Comprehensive Services Offering: establish GES as a one-stop service provider by adding complementary, value-added services that encourage clients to turn to GES for all of their live event needs;
- Live Events: leverage our full-service offering to realize market share gains in under-penetrated categories of live events, such as corporate events; and
- Global Reach: leverage our international network of operations to service existing customers across the world and increase GES market share.

We believe that the execution of this growth strategy is differentiating GES as the preferred global, full-service provider of live event services and allows our clients to gain a greater return and enhance the visitor experience at their events.

Our acquisitions of leading event technology and audio-visual services businesses in 2014 and 2016 represented an important step in executing our growth strategy. Our ability to realize synergies and integrate those acquired businesses has resulted in the cross-selling of adjacent service offerings and new business wins over the past three years. During 2017, we focused on integrating ON Services (acquired in August 2016) and aligning our resources to capitalize on revenue and cost-saving synergies from in-sourcing and cross-selling audio-visual services. Additionally, we enhanced our event registration and data intelligence platform with the 2017 purchase of the Poken event engagement technology to deliver even more measurable event insights for organizers, exhibitors and event sponsors.

Our acquisitions are enabling us to deepen our relationships with existing clients and to grow in higher-margin areas of the live events market. Incremental revenue from ON Services and Poken during 2017 allowed us to deliver strong revenue growth and EBITDA despite headwinds from the unfavorable timing of non-annual events and exchange rate variances.

Pursuit Growth Strategy: Refresh, Build, Buy

Our growth strategy for Pursuit is focused on the following three objectives:

- Refresh: refreshing our existing assets and processes to optimize market position and maximize returns;
- Build: building new assets that create new revenue streams with economies of scale and scope; and
- Buy: buying strategic assets that generate strong returns on investment.

In 2017, we drove strong growth from the "Refresh" component of this strategy as the significant renovations we made to our Banff Gondola in 2015 and 2016 have positioned this asset for its highest and best use. As compared to its pre-renovation performance, we realized revenue growth of 57 percent on passenger growth of 20 percent and a 31 percent increase in revenue per passenger from a combination of ticket sales, retail and dining.  Following on the success of the upgraded dining options at the Gondola, we made similar upgrades to the dining operations at the Glacier Discovery Center, which enhanced the guest experience for our Glacier Adventure and Glacier Skywalk visitors and helped to drive increased revenue and profitability in 2017. At the same time, we completed our exit of lower-margin package tours in 2017 to focus our efforts and resources on optimizing the most profitable service lines within Pursuit.

In connection with the "Build" component of our strategy, we commenced two significant projects during 2017. The first is the reconstruction and renovation of our Mount Royal Hotel, which was severely damaged by a fire at the end of 2016. Utilizing proceeds from our insurance policy and some additional capital, we are rebuilding the hotel to deliver an elevated guest experience that will enable us to capture higher rates and drive stronger returns. The second significant build project is the development of a new RV and cabin park on undeveloped land located at the west entrance to Glacier National Park. This park will provide an additional bed base adjacent to our existing dining and retail operations in West Glacier.

The "Buy" component of our strategy was also a key driver of growth for us in 2017 as we applied revenue management tactics and leveraged our existing sales and marketing teams to accelerate growth from recent acquisitions. We delivered strong results from FlyOver Canada, a leading Vancouver-based attraction that we acquired at the end of 2016. This high-margin attraction offers significant growth opportunities from the existing asset and provides us with a new growth platform. In late 2017, we announced the planned expansion of the FlyOver concept into Iceland and made a majority investment in an Icelandic entity that will develop the new attraction. We continue to evaluate additional locations for FlyOver attractions and other acquisitions that support our growth strategy.

Recent Acquisitions: Driving Growth with Strong Returns

Each of our recent acquisitions positions us well for long-term growth and value creation, and allows us to capitalize on certain immediate benefits:

- West Glacier Properties (acquired in 2014): We increased our presence in the Glacier National Park area and reinforced our position as the "Gateway to Glacier" with the acquisition of the West Glacier Motel & Cabins, the Apgar Village Lodge and related land, food and beverage services and retail operations (collectively, the "West Glacier Properties"). The West Glacier Properties complement Pursuit's existing assets and provide us with undeveloped land that offers additional income potential, a portion of which will house the development of a new RV and Cabin park, as noted earlier.
- Blitz (acquired in 2014): We became the in-house provider of audio-visual services to the top four United Kingdom event venues and assumed a leading position within the United Kingdom market overall with our acquisition of Blitz Communications Group Limited and affiliates (collectively, "Blitz").
- onPeak (acquired in 2014): We positioned GES as the leading provider of event accommodation services in the United States with the acquisition of onPeak LLC and Travel Planners, Inc. (collectively, "onPeak"). We were able to reduce operating costs through the merger of these two leading firms that provide accommodation services to the majority of the top 100 U.S. events.
- N200 (acquired in 2014): We added another value-added and high-margin service to GES' suite of offerings with the acquisition of N200 Limited and affiliates (collectively, "N200"), Europe's leading live event registration and data intelligence services provider, which we have since re-branded as Visit.
- Maligne Lake Tours (acquired January 2016): We strengthened Pursuit's presence in the Jasper National Park area and added another world-class attraction to our portfolio with the acquisition of the Maligne Tours Ltd. business ("Maligne Lake Tours"), which offers sightseeing boat tours on a picturesque glacial lake.
- CATC (acquired March 2016): We established marketing and operational scale for Pursuit across the Alaskan rail belt tourism corridor, and provided a stronger foothold in a growing and resilient tourism

destination with the acquisition of CATC Alaska Tourism Corporation ("CATC"), which is the operator of a glacier and wildlife boat tour business and three lodges in Alaska.

- ON Services (acquired August 2016): We established important scale within the United States audio-visual production services market with our acquisition of the ON Event Services, LLC business ("ON Services"), a leading provider of live event audio-visual production services in this higher-margin industry sector that brings both revenue and cost synergies to GES.
- FlyOver Canada (acquired December 2016): We added another high-margin attraction to our Pursuit Collection with the acquisition of the FlyOver Canada business, which is a leading attraction in the large Vancouver market that is experiencing strong growth and provides us a platform for expansion into additional markets.
- Poken (acquired March 2017): We further strengthened GES' suite of high-margin event technology solutions by acquiring the Poken event engagement technology, which complements our previously acquired event registration and data intelligence services platform to offer measurable event insights for organizers, exhibitors and event sponsors.
- Esja (acquired November 2017): We made a majority investment in Esja Attractions ehf. ("Esja") to expand our high-margin FlyOver concept into Iceland's capital city of Reykjavik, which is experiencing robust tourism growth. We are partnering with a team of seasoned professionals with deep experience in the Icelandic market to open our new FlyOver Iceland attraction in 2019.

KEY BUSINESS RESULTS

In 2017, strong performance and leadership from our senior management team resulted in year-over-year improvements in important financial goals as we continued our trend of long-term growth and shareholder value creation.

Our business strategy focuses on providing superior experiential services to our customers and sustainable returns on invested capital to our shareholders. Both business units continued to make progress against our strategic growth goals while also delivering strong financial results in 2017. Key financial results for 2017 include the following:

- Total revenue increased by 8.5% to $1.3 billion, driven by businesses we acquired during 2016 and strong organic growth from both business units;
- Total adjusted segment EBITDA* increased by 17.2% to $152.6 million, and adjusted segment EBITDA margin increased by 90 basis points to 11.7%;
- GES revenue increased by 7.4%, or $78.4 million, and adjusted segment EBITDA* increased by 8.7%, or $7.0 million. The increases were driven primarily by our 2016 acquisition of ON Services, base same-show revenue** growth of 4.8% and new business wins, which more than offset negative show rotation and unfavorable exchange rate variances;
- Pursuit revenue increased by 13.4%, or $20.5 million, and adjusted segment EBITDA* increased by 30.9%, or $15.4 million. The increases were driven primarily by our December 2016 acquisition of FlyOver Canada, our investments to renovate the Banff Gondola and strong organic growth across the rest of Pursuit's high-margin attractions and hospitality properties, which more than offset a decline from our strategic exit of lower-margin package tours;
- The Company's long-term performance has been similarly strong, as we have improved performance on key financial metrics over the past five years. Total Adjusted Segment EBITDA* improved by $84.4 million (reflecting a cumulative annual growth rate of 17.5% from $68.2 million in 2013 to $152.6 million in 2017) and Adjusted Segment EBITDA margin improved by 490 basis points.

* Adjusted Segment EBITDA is a "non-GAAP financial measure," as defined by SEC regulations. "Adjusted Segment EBITDA" is defined by Viad as segment operating income (as defined below) before non-cash depreciation and amortization, acquisition integration and transaction-related costs, if any, fire-related business interruption matters (in 2016) and FlyOver Iceland start-up costs (in 2017). Adjusted Segment EBITDA is utilized by management to measure the profit and performance of Viad's operating segments and acquisitions to facilitate period-to-period comparisons. "Segment operating income" is defined by Viad as net income attributable to Viad before income (loss) from discontinued operations, corporate activities, interest expense and interest income, income taxes, restructuring charges, impairment losses and recoveries, and the reduction/increase for income/loss attributable to non-controlling and redeemable non-controlling interests. Segment operating income is utilized by management to measure the profit and performance of Viad's operating segments to facilitate period-to-period comparisons. Please see Appendix A to this Proxy Statement for a reconciliation of Adjusted Segment EBITDA to the U.S. GAAP financial measure of net income attributable to Viad.

** We define "Base same-show revenue" as revenue from shows produced by GES out of the same city during the same quarter in both the current year and prior year.

OUR PERFORMANCE: ENHANCED SHAREHOLDER VALUE

We maintained a disciplined approach to capital deployment in 2017 that enabled us to reinvest in the business, return capital to shareholders, and maintain a strong balance sheet. From 2013 to 2017, we:

- Generated cumulative operating cash flow of $337.0 million.
- Reinvested $506.3 million back into the business (in the form of capital expenditures and acquisitions, net of divestitures of non-strategic real estate assets), including:
  - GES acquisitions, with an aggregate purchase price of $193.5 million, generated aggregate adjusted segment EBITDA* of $23.6 million in 2017;
  - Pursuit acquisitions, with an aggregate purchase price of $125.3 million, generated aggregate adjusted segment EBITDA* of $19.5 million in 2017;
  - The Glacier Skywalk, which was constructed at a cost of approximately $20 million, generated adjusted segment EBITDA* of approximately $7 million during 2017, its fourth year of operation; and
  - The Banff Gondola, which was renovated at a cost of approximately $22 million, generated adjusted segment EBITDA* of approximately $22.5 million in 2017 (its first full year of operations since the renovation), which was approximately $8 million greater than the amount it generated prior to the renovation.
- Returned $136.1 million to shareholders in the form of dividends and share repurchases, including:
  - The payment of special cash dividends of $2.50 per share in November 2013 and $1.50 per share in February 2014;
  - The repurchase of 0.6 million shares for $14.4 million (Viad has 440,540 additional shares available for repurchase under previous authorizations).
- Maintained a strong balance sheet, with a 32.2% debt-to-capital ratio as of December 31, 2017.
- Delivered total shareholder return (TSR) of 154.6%, which was 65% greater than the Russell 2000 Index, from December 31, 2012 to December 31, 2017 (assuming reinvestment of dividends, as applicable.)

* Adjusted Segment EBITDA is a "non-GAAP financial measure," as defined by SEC regulations. Please see Appendix A to this Proxy Statement for a reconciliation of Adjusted Segment EBITDA to the U.S. GAAP financial measure of net income attributable to Viad.

## HIGHLIGHTS OF OUR COMPENSATION PROGRAM

Under the 2017 compensation program, the Human Resources Committee continued to follow compensation practices that emphasize the alignment of management's interests with those of our shareholders.

Highlights of our 2017 compensation program, which are more fully discussed elsewhere in this CD&A, include the following:

| WHAT WE DO | WHAT WE DO NOT DO |
|---|---|
| Pay for Performance: Our annual and long-term incentives are tied directly to our financial performance. All equity awards granted to our CEO were performance units. | No Above Median Targeting of Executive Compensation: We set total direct compensation to be appropriately competitive but not excessive, and the target total direct compensation of our NEOs and other executive officers generally was at the 50th percentile of our comparator group or other competitive data. |
| Target Compensation: We target total compensation for executive officers at the market median, which we define as our comparator group and other companies of comparable revenue (see "Compensation Comparator Group" below). | No Tax Gross-Ups: Our NEOs do not receive tax gross-ups. |
| Stock Ownership Guidelines: The stock ownership minimum for our CEO is five times base salary, and the minimum for other NEOs is between one and one-half and three times base salary. | No Hedging or Pledging: Our NEOs, other executive officers, and directors may not hedge nor pledge Viad common stock as collateral for a loan. |
| Stock Retention Policy / Restricted Stock Holding Periods: Vested restricted stock may not be sold unless and until the NEO or other executive officer has met our stock ownership guidelines. | Sunset of Legacy Pension Plans: No new participants have been added to legacy pension plans since 2004, and we do not intend to add any new participants in the future. |
| Minimum Service Requirement: Executives forfeit any unvested long-term incentive awards if termination occurs within 12 months of the date of the award. After 12 months, awards may be earned on a pro rata basis. | No "Single-Trigger" Change in Control Arrangements: No NEOs will receive severance compensation or other payments based solely on a change in control. |
| Clawback and Compensation Recoupment Policies: Both our short-term and long-term incentive programs allow us to recoup compensation awards paid to NEOs and other executive officers who engage in certain acts detrimental to our interests. | No NEO Employment Agreements: Neither our CEO nor any other NEO has an employment agreement. |
| Balance of Short-Term and Long-Term Incentives: Our short-term and long-term incentive programs incorporate financial performance goals that are designed to drive both annual financial performance and long-term shareholder value. | No Change In Control Excise Tax Gross-Ups: No NEOs will receive any excise tax gross-up payments in the event of a change in control. |
| Independent Compensation Committee: All of the members of the Human Resources Committee are independent. | |

Regular Engagement with Shareholders: We regularly engage with shareholders through our shareholder outreach program.

## II. PAY FOR PERFORMANCE PHILOSOPHY

We actively pursue a pay for performance philosophy. Our goals are designed to drive financial performance and to enhance shareholder value, aligning the financial interests of our NEOs, key management employees, and other executive officers with our shareholders' financial interests. Consistent with our philosophy, our compensation program is designed to accomplish the following core objectives:

- Encourage Shareholder Value Creation. Our program is designed to motivate executives and key employees to strive to achieve our long-term and short-term operating and financial goals, with the ultimate objective of enhancing shareholder value.
- Attract and Retain Top Executives. We believe that it is critical to our success to attract, retain, and engage the best executive talent. A strong and stable management team is better positioned to provide effective leadership consistent with long-term shareholder interests.
- Promote Accountability and Strategic Decision-Making. Our program encourages NEOs, executive officers and key employees to consider the risks associated with decisions that may affect our future performance. Through our compensation program, our NEOs, other executive officers, and key employees participate in the risks and rewards of Viad common stock ownership.
- Promote Balanced Risk-Taking and Ethical Behavior. Integrity is a core value that we reinforce through our policies and programs, including our executive compensation program. Our program includes clawback provisions for short-term and long-term incentive compensation awards that are triggered if an NEO engages in conduct detrimental to our interests or contrary to our ethical standards. We believe that these measures promote balanced risk-taking and ethical behavior, which ultimately protects shareholder value.

## III. DECISION-MAKING PROCESS

The Human Resources Committee annually reviews and approves our executive compensation program and compensation for our NEOs and other executive officers. While the CEO makes a recommendation to the Human Resources Committee regarding the compensation of other executive officers, the Human Resources Committee has sole responsibility with respect to the CEO and other executive officers to approve, prior to any adjustment or payout:

- Annual base salary levels;
- Short-term (annual) incentive opportunities, performance goals, achievement of performance targets, and payment of incentive awards;
- Long-term incentive awards, performance goals, achievement of performance targets, and any payment of long-term incentive awards; and
- Any special or supplemental benefits.

All elements of our CEO's compensation are approved by the Human Resources Committee and are subject to ratification by all other independent members of the Board.

Base salary adjustments, if any, are effective January 1st for our CEO, and April 1st of each year for other NEOs and other executive officers.

At its February 2017 meeting, the Human Resources Committee granted long-term incentive awards to executive officers for the 2017–2019 performance period (as discussed in the CD&A subsection "Long-Term Incentives"), and at its March 2017 meeting, the Human Resources Committee determined performance goals and targets for the Performance Unit Incentive Plan for the 2017–2019 performance period.

INDEPENDENT COMPENSATION ADVISOR

The Human Resources Committee has sole authority to retain or terminate an independent compensation advisor and to approve the advisor's fees. For 2017, the Human Resources Committee engaged Frederic W. Cook & Co., Inc. ("FW Cook"), a national independent consulting firm, to serve as its independent compensation advisor.

In its role as the Human Resources Committee's 2017 independent advisor, FW Cook regularly attended Human Resources Committee meetings and advised on matters including our compensation program design, competitive pay, and relative pay for performance. FW Cook also provided market data, analysis, and advice regarding our NEOs' and other executive officers' compensation. In addition to advising the Human Resources Committee on executive pay, FW Cook advised the Corporate Governance and Nominating Committee concerning compensation of the independent members of our Board. FW Cook has not provided any services to the Company other than the executive and director compensation consulting services provided to us and to the Corporate Governance and Nominating Committee.

COMPETITIVE ANALYSIS AND RESOURCES

In determining 2017 executive pay, FW Cook provided competitive pay data, including base salary, short-term incentives, long-term incentives, and total compensation values, from proxy statements filed by our comparator group companies (as discussed in the CD&A section "Compensation Comparator Group") and published compensation surveys. The Human Resources Committee determined levels of compensation for each NEO after considering the competitive data and a number of other factors, including an assessment of individual performance, experience, and special expertise related to each executive officer's responsibilities, and our operating and financial results.

Based on the information that the Human Resources Committee reviewed, and in consultation with FW Cook, our pay practices were aligned with our 2017 stated pay philosophy and strategy.

COMPENSATION COMPARATOR GROUP

Due to our unique and diverse mix of businesses (from marketing and event services to travel and recreation services), we do not have a "peer" group that accurately reflects the nature of our core businesses. However, in response to shareholder feedback, the Human Resources Committee adopted a comparator group for purposes of evaluating executive compensation. After consultation with FW Cook, the comparator group used by the Human Resources Committee in making decisions related to our 2017 executive compensation program included 14 companies whose businesses are comparable with some portion of ours, as further discussed below:

2017 Comparator Group

| Company Name | Ticker Symbol | Company Name | Ticker Symbol |
|---|---|---|---|
| Cedar Fair LP | FUN | Red Rock Resorts, Inc. | RRR |
| Deluxe Corp. | DLX | Ryman Hospitality Properties, Inc. | RHP |
| Eldorado Resorts, Inc. | ERI | SP Plus Corp. | SP |
| Emerald Expositions Events, Inc. | EEX | Sykes Enterprises, Inc. | SYKE |
| Healthcare Services Group, Inc. | HCSG | SeaWorld Entertainment, Inc. | SEAS |
| Matthews International Corp. | MATW | Vail Resorts, Inc. | MTN |
| The Madison Square Garden Co. | MSG | VSE Corp. | VSEC |

The comparator group was selected based on the following criteria:

- Business Diversity. The comparator group includes leisure and hospitality services companies and business-to-business services companies (including, among others, diversified support services, offices services, and commercial printing services), thus representing both elements of our business operations.
- Comparable Revenue. All companies had revenue between approximately one-half and two times our revenue.

## IV. COMPENSATION COMPONENTS

The compensation components of the 2017 executive compensation program, as well as the type of compensation and the objectives of the compensation, are:

| Component | Type | Objectives |
|---|---|---|
| Base Salary | Fixed | Attract and retain executives<br><br>Provide a competitive base salary for level of responsibility |
| Short-Term (Annual) Incentives | Variable | Align executive pay with our annual operating results<br><br>Promote accountability for decision-making |
| Long-Term Incentives | Variable | Align management and shareholder goals by linking management compensation to<br><br>share price over an extended period<br><br>Encourage a longer-term view of our performance<br><br>Reward achievement of long-term company performance goals<br><br>Retain key executives |
| Perquisites and Other Personal Benefits | Fixed | Promote personal health and well-being of our executive officers |
| Retirement Income and Savings Plans | Fixed | Provide competitive capital accumulation plans |
| Post-Termination Compensation and Benefits | Fixed | Attract and retain executives<br><br>Promote equitable separations between Viad and our executives |

## MIX OF PAY

Our executive compensation program comprises a mix of fixed and variable pay components. For 2017, the table below summarizes the mix of annual and long-term compensation components for the CEO and other NEOs:

Components of 2017 Compensation

As a Percentage (%) of Targeted Total Direct Compensation

| Name | Base Salary (%) | Targeted Short-Term (Annual) Incentives (%) | Targeted Long-Term Incentives[1] (%) |
|---|---|---|---|
| Steven W. Moster | 23% | 20% | 57% |

| | | | |
|---|---|---|---|
| Ellen M. Ingersoll | 36% | 22% | 42% |
| David W. Barry | 35% | 19% | 46% |
| Leslie S. Striedel | 54% | 19% | 27% |
| Deborah J. DePaoli[2] | 43% | 24% | 33% |

[1] The percentage calculation for this column is based on the grant date estimated future payouts for long-term incentives.

[2] Ms. DePaoli's last day as an employee and our General Counsel & Secretary was November 17, 2017.

The mix of annual and long-term incentives in our executive compensation program is designed to align our executives' financial interests with those of our shareholders. Some of the program features that serve these objectives include the following:

- Mix of short-term and long-term incentives. The mix of pay for NEOs includes both short-term (annual) and long-term (multi-year) performance objectives. We believe that this encourages our executives to consider both annual operating objectives and long-term shareholder value.
- Annual performance goals. The Human Resources Committee sets performance goals designed to drive our annual operating performance.
- Long-term incentives that promote shareholder interests. Our long-term incentive program for NEOs and other executive officers includes awards of restricted stock and long-term performance units, the value of

which are tied to our stock price. We believe that providing a significant portion of total compensation as stock-based awards helps to align our executives' interests with those of our shareholders.

- Stock ownership guidelines. Our stock ownership guidelines help to align the financial interests of our directors and NEOs with those of our shareholders. The holding period restriction on vested restricted stock enhances this alignment (see the CD&A subsection "Stock Ownership Requirements").
- Forfeiture for wrongful actions. Short-term and long-term incentive compensation is subject to forfeiture and reimbursement (i.e., clawback) provisions relating to conduct which may be detrimental to Viad (see the CD&A subsection "Clawback Provisions for Detrimental Conduct").

Each component of our 2017 compensation program for NEOs is discussed below.

BASE SALARY

Base salaries represent a fixed portion of the executive compensation package. Our Human Resources Committee reviews executive base salaries annually and considers, among other factors, the executive's base salary relative to executives in comparable roles with companies in our comparator group and other companies of comparable revenue. We describe this more fully in the CD&A subsection "Competitive Analysis and Resources."

SHORT-TERM (ANNUAL) INCENTIVES

Our Management Incentive Plan ("MIP") is an annual, cash-based incentive program.

The Human Resources Committee establishes the performance measures, as well as Threshold, Target, and Maximum performance levels, for each measure, at the beginning of the plan year. The performance targets are established considering both the prior fiscal year's operating results and current fiscal year projections. The Threshold performance level is the minimum performance level required for any MIP payout, while the Maximum represents the performance level at which the maximum incentive payout may be achieved. Following the conclusion of the fiscal year, the Committee reviews the Company's performance under each measure against the pre-established targets. Based on this review and a qualitative assessment of the Company's performance, the Committee may approve payouts as calculated under the MIP or, considering various factors it deems appropriate, reduce the calculated payout, which may include determining that no payout is warranted under the plan. The Committee may not increase the calculated award under the MIP.

The performance measures and relative weightings for the 2017 Management Incentive Plan were:

| 2017 MIP Performance Measure | Weighting |
|---|---|
| Operating Income | 60% |
| Revenue | 10% |
| Operating Margin | 30% |

The Human Resources Committee believes that Operating Income, Revenue, and Operating Margin are important measures of our annual operating performance. The Committee further believes that these measures reflect a number of important fundamental business elements, including cost discipline, market share, profitable growth, and optimizing our product mix.

Operating Income serves as a performance "gate" for any payout under the MIP, meaning that no payout for the Revenue or Operating Margin goals can be earned unless the Operating Income goal is achieved at or above Threshold. For 2017, achievement by the NEOs at Threshold earned a payout at 50% of the goal's weight. Achievement at Target earned a pay out at 100%, and achievement at Maximum earned a pay out at 175% (the maximum achievement level or "cap"). The payout percentage was interpolated for performance between Threshold and Target, or between Target and Maximum.

For 2017, annual incentives were paid to Mr. Moster, and Mses. Ingersoll, DePaoli, and Striedel as 2017 Viad performance goals under the MIP were met at 78.3% of Target, and to Mr. Barry as Pursuit 2017 performance goals under the MIP were met at 172.2% of Target.

2017 Short-Term Incentive Performance Goals, Weighting and Targets[1]

| | | | Targeted Achievement Levels | | | |
|---|---|---|---|---|---|---|
| | Performance Goal[2] | Weight | Threshold | Target | Maximum | Actual Results |
| Viad Consolidated | Operating Income | 60% | $76,600 | $83,400 | $93,600 | $80,533 |
| | Revenue | 10% | $1,238,200 | $1,270,800 | $1,319,800 | $1,284,724 |
| | Operating Margin | 30% | 6.2% | 6.6% | 7.1% | 6.3% |
| Pursuit | Operating Income | 60% | $36,700 | $38,900 | $42,200 | $42,229 |
| | Revenue | 10% | $156,200 | $161,100 | $168,500 | $167,683 |
| | Operating Margin | 30% | 23.5% | 24.2% | 25.3% | 25.2% |

[1] All dollar amounts are shown in thousands (000) of U.S. dollars ($) unless indicated as a percentage (%). For purposes of evaluating achievement, the financial results were converted to U.S. dollars at the same fixed exchange rates used when establishing the targeted achievement levels to eliminate any benefit or detriment related to exchange rate variances.  The exchange rates used were as follows: Canadian dollar (0.74 to 1), British pound (1.23 to 1) and Euro (1.04 to 1).

[2] Operating Income for Viad Consolidated is equal to segment operating income less unallocated corporate expenses. The Operating Income and Operating Margin performance goals exclude specific items that are identified at the beginning of the year, certain items that are of a non-operating nature, unplanned acquisitions, and other items for which management does not want to create an incentive. These items include acquisition transaction-related and integration expenses, and certain other specified items.

The formula for calculating an award under our short-term incentive program is:

(Annual Base Salary Earnings) x (Target Percentage) x (Company Achievement)

For 2017, Target short-term incentive percentages for the NEOs ranged from 35% to 90% of the NEO's annual base salary earnings.

| Name | Threshold[1] (%) | Target (%) | Maximum[2] (%) | Actual (%) |
|---|---|---|---|---|
| Steven W. Moster | 27.0 | 90.0 | 157.5 | 70.5 |
| Ellen M. Ingersoll | 18.0 | 60.0 | 105.0 | 47.0 |
| David W. Barry | 16.5 | 55.0 | 96.3 | 94.7 |
| Deborah J. DePaoli[3] | 16.5 | 55.0 | 96.3 | 43.1 |
| Leslie S. Striedel | 10.5 | 35.0 | 61.3 | 27.4 |

[1] Operating Income serves as a performance "gate" for any payout under the MIP, meaning that no payout for the Revenue or Operating Margin goals can be earned unless the Operating Income goal is achieved at or above

Threshold. Achievement at Threshold pays out at 50% of a performance goal's weight. The performance goal weight of Operating Income in 2017 was 60%. The "Threshold" column in the table above reflects the NEO's Target level (as reflected in the "Target" column above) multiplied by 30%, which reflects Company achievement of Operating Income at the Threshold level and is calculated as follows: (Threshold amount of 50%) x (Operating Income performance goal weight of 60%) = 30%. For example, Mr. Moster's Threshold achievement percentage above was calculated as follows: (Threshold amount of 50%) x (Operating Income performance goal weight of 60%) x (Mr. Moster's Target achievement percentage of 90%) = 27%.

[2] The "Maximum" column in the table above reflects the NEO's Target level times the company achievement factor at the maximum level of 175%.

[3] Ms. DePaoli's last day as an employee and our General Counsel & Secretary was November 17, 2017.

LONG-TERM INCENTIVES

We award grants of time-vested restricted stock and performance units as the components of our long-term incentive program for NEOs and other executive officers. The type and mix of long-term incentive awards in 2017 were:

| Type | Brief Description | Long-Term Incentive Mix |
|---|---|---|
| Performance Units | 3-year performance period | CEO: 100%[1] |
| | Payout subject to performance and payable in cash based on 10-day trading average of Viad common stock | All Other NEOs: 70%[2] |
| | Relative TSR, ROIC, and EBITDA performance goals | |
| | Subject to clawback provisions | |
| Restricted Stock | 3-year ratable vesting period | CEO: 0% |
| | Subject to clawback provisions | All Other NEOs: 30%[2] |

[1] Mr. Moster's performance units are payable in cash for the Relative TSR performance goal and are payable in shares of Viad common stock for the ROIC and EBITDA performance goals. At target performance, this results in a mix of 30% cash-settled and 70% stock-settled performance units.

[2] Mr. Barry was granted $375,000 under the annual long-term incentive program, allocated 70% in Performance Units and 30% in Restricted Stock. In addition, Mr. Barry was granted a special retention grant of restricted stock with a grant date value of $150,000. The special retention grant has the same 3-year ratable vesting schedule as all other restricted stock awards issued to executives in 2017.

The mix of performance units and restricted stock places a heavy emphasis on the financial performance of the Company, and provides incentives for executives to enhance shareholder value over a multi-year period because the ultimate value of each executive's grant will depend upon the value of Viad's stock at the time of vesting or payout. This mix also provides an effective retention tool for executives, as each has a three-year vesting or performance period.

PERFORMANCE UNITS

The Performance Unit Incentive Plan ("PUP") is designed to focus participants on the long-term interests of our shareholders by tying the value of the awards to our performance over a three-year period. The performance period for the 2017-2019 PUP began on January 1, 2017, and will end on December 31, 2019. Any awards, if earned, will be paid to participating executives in the first quarter of 2020. The 2017 – 2019 PUP includes three measures of our performance: (1) Relative Total Shareholder Return ("Relative TSR"), which measures the total return on Viad common stock against the other constituents of the Russell 2000 Index; (2) EBITDA, which rewards plan participants for increased cash flow, improved profitability, and operating efficiencies; and (3) ROIC, which encourages strong returns on invested capital in excess of our cost of capital.

The Human Resources Committee believes the Russell 2000 Index provides an appropriate comparator to measure how our stock price is performing relative to the stock prices of companies in the same stock market index and with similar market capitalizations.

The performance goals for the 2017-2019 Performance Unit Incentive Plan, along with their relative weights, are:

| 2017 PUP Performance Goals | Weighting |
|---|---|
| Relative TSR[1] | 30% |
| EBITDA[2] | 35% |
| ROIC[3] | 35% |

[1] Relative TSR is a goal measured by our performance relative to other Russell 2000 Index constituents. For the performance units awarded in 2017, Relative TSR is based on: (a) the average closing stock price during the 20 consecutive trading days prior to and including December 31, 2016 (“Initial Stock Price”); (b) dividends paid between January 1, 2017, and December 31, 2019, calculated on a per share basis using the ex-dividend date with respect to each such dividend

("Dividends Paid"); and (c) the average closing stock price during the 20 consecutive trading days prior to and including December 31, 2019 ("Ending Stock Price"). Relative TSR is calculated as follows: (Ending Stock Price + Dividends Paid – Initial Stock Price) / Initial Stock Price.

[2] EBITDA is a non-GAAP financial measure and means earnings from continuing operations before interest expense and interest income, income taxes, depreciation, amortization, restructuring charges, impairment losses and recoveries, and income/loss attributable to non-controlling and redeemable non-controlling interests. The EBITDA performance goal excludes specific items that are identified at the beginning of the plan cycle, certain items that are of a non-operating nature, and other items for which management does not want to create an incentive. These items include acquisition transaction-related and integration expenses, and certain other specified items. Additionally, EBITDA contributions from businesses acquired during the measurement period shall only be included in the calculation of EBITDA if the EBITDA performance goal is otherwise attained at or above the Target level. However, in no case shall EBITDA from acquisitions be included during their first calendar year of our ownership. This treatment of acquisitions is intended to balance management's focus between delivering strong organic results and driving growth through acquisition.

[3] ROIC means return on invested capital, and is defined as EBITA/Average Capital. EBITA is defined as the PUP EBITDA measure minus depreciation expense, plus rent expense (excluding short-term rent expense that is recognized in cost of sales), minus implied depreciation expense on capitalized operating leases. "Average Capital" is defined as the average of the beginning and end of year balances for the following assets and liabilities: accounts receivable; inventory; accounts payable; accrued compensation; customer advances; net PP&E and capitalized operating leases; gross goodwill; and intangibles arising from acquisitions completed after the MoneyGram spin-off on June 30, 2004. The EBITA and Average Capital from businesses acquired during the measurement period shall be excluded from measurement of the ROIC performance goal. Additionally, the Average Capital (above any amounts that may be specifically provided for in the targeted achievement levels for ROIC) associated with major organic corporate development projects shall be included in the calculation of ROIC only once the asset or asset improvement is placed in service, as defined by GAAP. This treatment of acquisitions and major organic corporate development projects is intended to avoid a possible disincentive for acquiring businesses or investing in large, multi-year development projects that will generate strong returns over the long-term but put temporary downward pressure on the Company's ROIC in the short-term. The Human Resources Committee believes that the combination of the Relative TSR performance goal, the ROIC performance goal, and the EBITDA performance goal provides strong alignment with shareholder returns and encourages management to be strong stewards of shareholder capital.

Achievement and Payout

At the end of the three-year performance period, the Human Resources Committee reviews the Company's performance under the PUP against the pre-established targets. Based on this review and a qualitative assessment of the Company's performance over the three-year performance period, the Human Resources Committee may approve payouts as calculated under the PUP or, considering various factors it deems appropriate, reduce the calculated payout, which may include determining that no payout is warranted under the plan. The Human Resources Committee may not increase the calculated award under the PUP. The calculated value of the payouts to the NEO is determined as follows:

(Number of units) x (Unit value*) x (Achievement Factor)

* Unit value is determined using the average price of our common stock during the 10-day trading period beginning on the day following the public announcement of our year-end financial results for the final year of the performance period. As discussed in the CD&A subsection "Highlights of Our Compensation Program," beginning with the 2016–2018 performance period, if targets are achieved, 70% of our CEO's performance units will be paid out in Viad common stock and 30% in cash. The Human Resources Committee believes that this change more closely aligns our

CEO's compensation with the performance of our stock and the interests of our shareholders over the long-term.
Awards to the other NEOs and executives will be paid out in cash, according to the payout formula.

The achievement factor ranges from 0% to 200% of the value of the performance units based on actual achievement.

The Relative TSR performance goal is subject to achievement as follows:

| Relative TSR Performance - Russell 2000 Index | Achievement Percentage of the Relative TSR Performance Goal |
|---|---|
| 90th percentile or above | 200% |
| 75th percentile | 150% |
| 50th percentile | 100% |
| 25th percentile | 50% |
| Below 25th percentile | 0% |

Performance unit awards for the 2017–2019 PUP may be earned based on the degree of achievement of the performance measures over the performance period. The Human Resources Committee believes the three-year performance period motivates executives to make decisions that will benefit Viad shareholders over the long term.

2015–2017 Performance Unit Award Plan Payouts

The Human Resources Committee reviewed and approved the performance results under the 2015-2017 PUP in February 2018. The Committee also approved payouts to executive officers based on these results. The performance results under the 2015–2017 PUP were as follows:

2015-2017 PUP Performance Goals, Weighting and Targets[1]

| | | | Targeted Achievement Levels | | | Actual Results | |
|---|---|---|---|---|---|---|---|
| | Performance Goal[2] | Weight | Threshold | Target | Maximum | Amount | Weight |
| Viad Consolidated | EBITDA[3] | 35% | $100,933 | $106,833 | $117,567 | $104,913 | 29.3% |
| | ROIC[4] | 35% | 15.5% | 16.4% | 18.1% | 17.1% | 49.4% |
| | TSR | 30% | 50% (25th Percentile) | 100% (50th Percentile) | 200% (90th Percentile or above) | 200.0% | 60.0% |
| | | | | | | | 138.7% |
| Pursuit | EBITDA[3] | 35% | $38,400 | $39,567 | $41,700 | $47,679 | 70.0% |
| | ROIC[4] | 35% | 20.5% | 21.0% | 22.0% | 22.4% | 70.0% |
| | TSR | 30% | 50% (25th Percentile) | 100% (50th Percentile) | 200% (90th Percentile or above) | 200.0% | 60.0% |
| | | | | | | | 200.0% |

1

All dollar amounts are shown in thousands (000) of U.S. dollars ($) unless indicated as a percentage (%). For purposes of evaluating achievement, the financial results were converted to U.S. dollars at the same fixed exchange rates used when establishing the targeted achievement levels to eliminate any benefit or detriment related to exchange rate variances. The exchange rates used were as follows: Canadian dollar (0.82 to 1), British pound (1.50 to 1) and Euro (1.14 to 1).

[2] Each of the performance goals for the PUP are explained in detail under "Performance Units" in this CD&A. EBITDA for Viad Consolidated is equal to GES EBITDA plus Pursuit EBITDA less unallocated corporate expenses excluding any corporate depreciation and amortization. The EBITDA and ROIC performance goals exclude specific items that are identified at the beginning of the year, certain items that are of a non-operating nature, and other items for which management does not want to create an incentive. These items include acquisition transaction-related expenses and certain other specified items.

[3] EBITDA contributions from businesses acquired during the measurement period were not included in the calculation of Viad Consolidated EBITDA achievement because the Viad Consolidated EBITDA performance goal was not otherwise attained at or above the Target level. EBITDA contributions from businesses acquired during the measurement period, except EBITDA contributions during their first calendar year of our ownership, were included in the calculation of Pursuit EBITDA achievement because the Pursuit EBITDA performance goal was otherwise attained at or above the Target level. This treatment of acquisitions is intended to balance management's focus between delivering strong organic results and driving growth through acquisition.

[4] The ROIC performance goal excludes all businesses acquired during the measurement period. Additionally, it excludes the increases in Average Capital (above the amounts specifically provided for in the targeted achievement levels for ROIC) related to: (i) the Banff Gondola renovation, until those improvements were placed in serviced, as defined by GAAP, and (ii) the

reconstruction of the Mount Royal Hotel, which was not yet been placed in service, as defined by GAAP. This treatment of acquisitions and major organic corporate development projects is intended to avoid a possible disincentive for acquiring businesses or investing in large, multi-year development projects that will generate strong returns over the long-term but put temporary downward pressure on the Company's ROIC in the short-term.

Historical PUP Achievement

This chart shows actual achievement from performance-based long-term incentives over the three most recently completed performance periods, as a percentage of target. It illustrates that our PUP is at-risk compensation and actual payouts can, and often do, vary considerably from year to year. The variation in achievement is consistent with the Human Resource Committee's primary objective of tying incentive compensation to our long-term financial performance.

HISTORICAL PUP ACHIEVEMENT (% OF TARGET)

*There was no payout for Viad Consolidated during the 2013-2015 performance period.

TIME-VESTED RESTRICTED STOCK

Except for the CEO, whose long-term incentive award consisted entirely of performance units in 2017, restricted stock awards were granted to the NEOs and other executives who had a significant impact on our operational and financial goals.

Restricted stock awards vest three years after the date of grant and, for all awards made after 2013, the holding period will continue unless and until the NEOs and other executives meet our stock ownership guidelines. We describe our stock ownership guidelines more fully under "Stock Ownership Guidelines for Directors and Executive Officers" in this Proxy Statement.

Recipients of restricted stock may vote the underlying shares and will receive dividends during the restricted period.

PERQUISITES AND OTHER PERSONAL BENEFITS

Perquisites and other personal benefits are part of each NEO's total compensation package and are reviewed periodically to ensure external competitiveness. The perquisites we provide to our NEOs include an annual executive physical examination, accidental death and dismemberment insurance, business travel accident insurance, and Company-paid parking. We provide a company-leased automobile to Mr. Moster.

The value of perquisites provided to our NEOs have an annual target value between $3,000 and $8,000 per NEO, other than our CEO's personal use of a Company car (valued at $11,601 for 2017). Consistent with our policy, we do not make any tax gross-up payments for any NEO perquisites or personal benefits. Additional information on perquisites and other personal benefits is provided in the "Summary Compensation Table" section of this Proxy Statement.

POST-EMPLOYMENT COMPENSATION

Certain termination events will trigger post-employment payments and benefits for our NEOs, including retirement, change in control severance, termination for cause, involuntary termination not for cause, and death or disability. These are discussed under the "Potential Payments upon Employment Termination or Change in Control" section of this Proxy Statement. Post-termination compensation provides for our executive officers' short-term (termination or change in control) or long-term (retirement) security should their employment end. In the event of involuntary termination, post-termination compensation is intended to provide an interim financial resource to the executive during the transition from Viad employment.

RETIREMENT INCOME AND SAVINGS PLANS

In connection with the 2004 MoneyGram spin-off, MoneyGram became solely responsible for paying annual retirement benefits to all executives who participated in the SERP and the MoneyGram Pension Plan. As of the spin-off date, MoneyGram assumed all liability for pension benefits for employees participating in the MoneyGram Pension Plan and the SERP, including our CFO. In addition to the retirement benefits paid by MoneyGram under the SERP and the MoneyGram Pension Plan, our CFO also receives retirement benefits from Viad under the Defined Contribution Plan, which the Company established in 2013 to replace the annual payment of lump-sum cash awards, including tax gross-ups, previously made to certain SERP participants. The lump-sum awards were instituted in 2005 in connection with the MoneyGram spin-off in 2004, at which time the credited service benefits for the SERP's participants were frozen and were made solely in lieu of our accruing pension benefits for our CFO and other SERP participants. Except for our CFO, none of the NEOs participate in the SERP, the Defined Contribution Plan, or the MoneyGram Pension Plan.

All eligible U.S. employees may participate in the Viad Corp Capital Accumulation Plan (the "401(k) Plan"). In addition, Messrs. Moster and Barry, and Ms. Ingersoll are eligible to participate in the Viad Corp Supplemental 401(k) Plan (the "Supplemental 401(k)"), which provides for additional employee contributions over the annual limits set by the Internal Revenue Code for the 401(k) Plan, plus company matching contributions on the same percentage as the 401(k) Plan.

The change in the value of the pension plans during 2017 is included in the "Summary Compensation Table" section of this Proxy Statement. Please refer to the "Pension Benefit Table" and the "Potential Payments upon Employment Termination or Change in Control" sections of this Proxy Statement for further discussion of retirement benefits.

POST-TERMINATION COMPENSATION AND BENEFITS

Change in Control Severance

Under our previous Executive Severance Plan (Tier I) (the "Grandfathered Plan"), a participating NEO is eligible for severance benefits if we terminate the NEO's employment without cause or by the NEO's voluntary termination for good reason (as those terms are defined in the Grandfathered Plan) within 36 months after a Viad change in control, or by the NEO for any reason (other than for good reason, death, disability or retirement). As of February 26, 2017, we eliminated tax gross-up provisions and modified single-trigger provisions in the Grandfathered Plan, which was part of a sunset amendment we adopted in 2013. In 2013, we also adopted a new Executive Severance Plan (Tier I) for all NEOs hired in 2013 and thereafter (the "Executive Severance Plan"). The Executive Severance Plan does not contain a "modified single-trigger" provision or allow excise tax gross-ups in the event of a change in control.

The purpose of the Grandfathered Plan and the Executive Severance Plan is to ensure, in the event of a possible change in control, that the NEOs will be available (without concern for their personal financial situations) to perform their regular duties and to advise management and the Board as to whether the change in control proposal would be in our or our shareholders' best interests. NEOs may also be called upon to assist in the change in control implementation and transition, and to perform other appropriate actions. Severance benefits also provide an economic means for the NEOs to transition from Viad employment. Our CEO recommends the participants in these plans and the Human Resources Committee then approves the recommendations. Upon a change in control, our annual and long-term incentive plans also provide for accelerated vesting of equity awards and payment of annual incentive and performance units, as discussed in the "Potential Payments upon Employment Termination or Change in Control" section of this Proxy Statement.

Severance Agreements

Messrs. Moster and Barry each have a severance agreement providing for a post-termination severance payment in the event we terminate either of them for any reason other than for cause, or if the executive voluntarily terminates his employment for "good reason." The severance agreements are further discussed in the "Potential Payments upon Employment Termination or Change in Control" section of this Proxy Statement.

V. OTHER ASPECTS OF OUR COMPENSATION PROGRAM

CLAWBACK PROVISIONS FOR DETRIMENTAL CONDUCT

In order to protect the Company, annual and long-term incentive compensation is subject to forfeiture and reimbursement (i.e., clawback) provisions relating to the following conduct:

- an officer or employee knowingly participated in misconduct that caused a misstatement of our financial statements, or in misconduct which constituted a material violation of our Code of Ethics or certain other policies;
- an officer or employee was aware of and failed to report another officer or employee who was participating in misconduct that caused or could cause a misstatement of our financial statements, or materially violated our Code of Ethics or certain other policies; and
- an officer or employee acted significantly contrary to our best interests.

The clawback provisions also relate to violations of certain restrictions on competitive activities following employment termination. In addition, we have the right to stop a NEO, through a court-ordered injunction, from working for competitors and soliciting customers and employees following employment termination. We may also seek monetary damages for such activities.

The following incentive compensation is subject to clawback provisions:

- awards of restricted stock and performance units granted in the last two years of employment;
- any payments received (without r