

AMERICAN VANGUARD CORP  
Form DEF 14A  
April 25, 2016

## SCHEDULE 14A INFORMATION

(RULE 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

## SCHEDULE 14A INFORMATION

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

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

# AMERICAN VANGUARD CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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





**AMERICAN VANGUARD CORPORATION**

**4695 MacArthur Court, Suite 1200**

**Newport Beach, California 92660**

April 25, 2016

**NOTICE OF 2016 ANNUAL MEETING OF STOCKHOLDERS**

To the Stockholders of American Vanguard Corporation:

Notice is hereby given that the 2016 Annual Meeting of Stockholders (the **Annual Meeting**) of American Vanguard Corporation (the **Company** or **AVD**) will be held on **Wednesday, June 8, 2016 at 11:00 am Pacific. The Annual Meeting will be a completely virtual meeting of stockholders.** To participate, vote, or submit questions during the Annual Meeting via live webcast, please visit [www.virtualshareholdermeeting.com/AVD](http://www.virtualshareholdermeeting.com/AVD). **You will not be able to attend the Annual Meeting in person.**

Matters to be voted on at the meeting are:

1. Elect eight (8) directors until their successors are elected and qualified;
2. Ratify the appointment of BDO USA, LLP ( **BDO** ) as independent registered public accounting firm for the year ending December 31, 2016;
3. Hold an advisory vote on executive compensation; and

4. Extension of the term of the Company's 1994 Equity Incentive Plan for a period of three years, that is, until June 8, 2019. This year, rather than sending hard copy of all proxy materials to our stockholders, we have elected to provide access to proxy materials over the Internet under the SEC's notice and access rules. This method of delivery will serve to reduce the cost of distribution and reduce the impact on the environment that would otherwise arise from printing hard copies of proxy materials. Our board of directors has fixed April 13, 2016, as the record date for the determination of stockholders entitled to notice of, and to vote at, the Annual Meeting and any adjournment or postponement thereof. Proxy materials were sent commencing on approximately April 25, 2016, to all stockholders of record as of the record date.

Whether or not you plan to attend the Annual Meeting via live webcast, please vote your shares in one of the following ways, either: (i) via the Internet before the meeting, (ii) by Internet during the meeting, or (iii) if you request to receive printed proxy materials, by following the instructions on the card, including by marking, dating and signing the proxy card and returning it. You may also vote your shares during the Annual Meeting. Please review the instructions on each voting option as described in this proxy statement, as well as in the Notice of Internet Availability of Proxy Materials or proxy card that you may elect to receive by mail.

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting: The accompanying Proxy Statement and our Annual Report on Form 10-K for the year ended December 31, 2015, are available to view and download at [www.proxyvote.com](http://www.proxyvote.com).**

We are grateful for your continuing interest in American Vanguard Corporation.

By Order of the Board of Directors

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Timothy J. Donnelly

*Chief Administrative Officer*

*General Counsel & Secretary*

Newport Beach, California

April 25, 2016

**AMERICAN VANGUARD CORPORATION**

**4695 MacArthur Court**

**Newport Beach, CA 92660**

**PROXY STATEMENT**

**Annual Meeting of Stockholders to be held June 8, 2016**

**Proxy Solicitation by the Board of Directors**

The Board of Directors of American Vanguard Corporation (the Company) is soliciting proxies to be voted at the Annual Meeting to be held on Wednesday, June 8, 2016, via live webcast at [www.virtualshareholdermeeting.com/AVD](http://www.virtualshareholdermeeting.com/AVD). This proxy statement describes issues on which the Company would like you, as a stockholder, to vote. It also gives you information on these issues so that you can make an informed decision. The approximate date on which this proxy statement and the enclosed form of proxy are first being sent or given to stockholders is April 25, 2016.

The Board of Directors of the Company (the Board of Directors or the Board) has fixed the close of business on Wednesday, April 13, 2016, as the record date for the determination of stockholders entitled to receive notice of, and to vote at, the Annual Meeting (the Record Date). At the Record Date, 31,764,262 shares of common stock, par value \$0.01 per share of the Company (Common Stock), were issued. Of that amount, 2,450,634 were held as treasury shares. Each share of Common Stock, excluding treasury shares, entitles its record holder on the Record Date to one vote on all matters.

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting: The accompanying Proxy Statement and our Annual Report on Form 10-K for the year ended December 31, 2015, are available to view and download at [www.proxyvote.com](http://www.proxyvote.com).** You are encouraged to access and review all of the important information contained in the proxy materials before voting.

**QUESTIONS AND ANSWERS**

**Can I attend the Annual Meeting?**

We will be hosting the Annual Meeting via live webcast on the Internet. **You will not be able to attend the meeting in person.** Any stockholder can listen to, and participate in, the Annual Meeting by logging onto [www.virtualshareholdermeeting.com/AVD](http://www.virtualshareholdermeeting.com/AVD) at 11:00 am Pacific on Wednesday, June 8, 2016. Stockholders may vote and submit written questions while connected to the Annual Meeting on the Internet, but will otherwise be in a listen-only mode.

**How do I participate in the Annual Meeting on line?**

You will need to use the 16-digit control number included on your Notice of Internet Availability of Proxy Materials or proxy card (if you requested and received a printed version of proxy materials) in order to vote your shares or submit written questions during the meeting. Instructions on how to connect and participate via the Internet (including how to demonstrate your ownership of stock) are posted at [www.virtualshareholdermeeting.com/AVD](http://www.virtualshareholdermeeting.com/AVD).

**If you do not have your 16-digit control number, you will be able to listen to the meeting only you will not be able to vote or submit questions during the meeting.**



### **Why am I receiving this annual meeting information and proxy?**

You are receiving this proxy statement from us because you owned shares of Common Stock of the Company as of the Record Date. This Proxy Statement ( Proxy ) describes issues on which you are invited to vote and provides you with other important information so that you can make informed decisions.

You may own shares of Common Stock in several different ways. If your stock is represented by one or more stock certificates registered in your name, you have a stockholder account with our transfer agent, American Stock Transfer & Trust, which makes you a stockholder of record. If you hold your shares in a brokerage, trust or similar account, you are a beneficial owner, not a stockholder of record.

### **What am I voting on?**

You are being asked to vote on

1. the election of eight (8) directors,
  2. the ratification of the appointment of BDO as the Company s independent registered public accounting firm for fiscal year 2016,
  3. an advisory vote on executive compensation, as disclosed in the Proxy, and
  4. the extension of the term of the Company s 1994 Equity Incentive Plan, as amended, for a period of three years through June 8, 2019.
- When you submit your proxy (by telephone, Internet or hard copy), you appoint Eric G. Wintemute and Timothy J. Donnelly as your representatives at the Annual Meeting. When we refer to the named proxies, we are referring to Mr. Wintemute and Mr. Donnelly. This way, your shares will be voted even if you cannot attend the meeting.

### **How do I vote my shares?**

Record holders may vote in advance of the Annual Meeting by using either the Internet or as per instructions in the Proxy Card (if you have requested or received hard copy of the proxy materials). Also, you may vote during the meeting via the Internet, as described above. Persons who beneficially own stock can vote at the Annual Meeting, provided that they obtain a legal proxy from the person or entity holding the stock, typically a broker, bank or trustee. A beneficial owner can obtain a legal proxy by making a request to the broker, bank or trustee. Under a legal proxy, the bank, broker or trustee confers all of its legal rights as a record holder (which, in turn, had been passed on to it by the ultimate record holder) to grant proxies or to vote at the Annual Meeting.

Set forth below are the various means Internet, telephone and mail for voting without attending the Annual Meeting.

**You may submit your proxy on the Internet.** Stockholders of record and most beneficial owners of Common Stock may vote via the Internet at [www.proxyvote.com](http://www.proxyvote.com), 24 hours per day, seven days per week. You will need the 16-digit control number included on your Notice of Internet Availability of Proxy Materials or your proxy card (if you requested printed proxy materials). Votes submitted via the Internet must be received by 11:59 p.m., Eastern Time, on June 7, 2016. Subject to rules relating to broker non-votes, your Internet vote will authorize the named proxies to vote your shares in the same manner as if you marked, signed and returned a proxy card.

**You may submit your proxy by mail.** If you requested and received printed proxy materials, then you may vote by any means indicated in the proxy card, including Internet or by signing and dating the proxy card or voting instruction form received with this proxy statement and mailing it in the enclosed prepaid and addressed envelope. If you mark your choices on the card or voting instruction form, your shares will be voted as you instruct.



**You may vote during the Annual Meeting.** Instructions on how to vote while participating in the Annual Meeting via live webcast are posted at [www.virtualshareholdermeeting.com/AVD](http://www.virtualshareholdermeeting.com/AVD).

**Beneficial Owners.** If you are a beneficial owner of your shares, you should have received a Notice of Internet Availability of Proxy Materials ( Notice ) or voting instructions from the broker or other nominee holding your shares. You should follow the instructions in the Notice or voting instructions provided by your broker or nominee on how to vote your shares. The availability of telephone and Internet voting will depend on the voting process of the broker or nominee. Shares held beneficially may not be voted during the Annual Meeting.

**All proxy voting procedures, including those by the Internet and by telephone, will include instructions on how to vote either FOR or AGAINST any or all director nominees.**

**What if I change my mind after I submit my proxy?**

You may revoke your proxy and change your vote, irrespective of the method (*i.e.*, Internet or mail) in which you originally voted, by:

Submitting a proxy by Internet not later than 11:59 p.m., Eastern time, on Tuesday, June 7, 2016 (which may not be available to some beneficial holders); your latest Internet proxy will be counted;

Signing and delivering a proxy card with a later date; or

Participating in the Annual Meeting live via the Internet and voting again

Beneficial Owners. If you are a beneficial owner of your shares, then you must contact the broker or other nominee holding your shares and follow their instructions for revoking or changing your vote.

**How many shares must be present to hold the meeting?**

A quorum must be present at the Annual Meeting in order to hold the Annual Meeting and conduct business. Shares representing a majority of the voting power of the outstanding shares of Common Stock entitled to vote as of the Record Date, present in person or by proxy, will be necessary to establish a quorum. Shares of Common Stock will be counted as present at the Annual Meeting, if the stockholder casts a vote electronically during the Annual Meeting or has properly submitted and not revoked a proxy prior to such meeting. As noted above, treasury shares are not entitled to vote and, therefore, are not counted in determining a quorum. Broker non-votes with respect to ratification of BDO as independent registered public accounting firm and abstentions shall count toward establishing a quorum for the Annual Meeting.

**How many votes must the director nominees receive to be elected?**

Directors shall be elected by a majority of the votes cast by the holders of shares of Common Stock present in person or represented by proxy at the Annual Meeting. In other words, those nominees for whom the number of shares voted FOR exceeds the number of shares voted AGAINST will be elected. There is no cumulative voting for the Company's directors. Further, broker non-votes will not be taken into account in determining the outcome of the election of directors.

**How many votes must be received in order for the other proposals to be ratified?**

Approval for the three other proposals (the appointment of BDO as independent registered public accounting firm, the advisory vote on executive compensation, and the extension of the term of the Equity Incentive Plan) will require the affirmative vote of a majority of the votes cast at the meeting.

**How will my shares be voted, and what are broker non-votes?**

All proxies received and not revoked will be voted as directed. If you are a stockholder of record who submits a proxy but does not indicate how the proxies should vote on one or more matters, the named proxies will vote as recommended by the Company. However, if you are not a stockholder of record (in other words, your shares are held by a broker) and you do not provide instructions to the broker on how to vote, then your proxy will be counted (i) as a vote FOR the ratification of BDO as independent registered public accounting firm, and (ii) as a broker non-vote toward all other measures. A broker non-vote does not count as a vote either for or against a measure; however, because three of the four proposals require a majority vote for passage, it is possible that a measure could fail to pass, if there are a large number of broker non-votes. Accordingly, if you want to ensure the passage of a matter, then it is important that you provide voting instructions on that matter.

**Who pays the costs of proxy solicitation?**

The expenses of soliciting proxies for the Annual Meeting are to be paid by the Company. Solicitation of proxies may be made by means of personal calls upon, or telephonic or telegraphic communications with, stockholders or their personal representatives by either officers or employees. In addition, a proxy solicitation agent has been retained by the Company for this purpose. Although there is no formal agreement to do so, the Company may reimburse banks, brokerage houses and other custodians, nominees and fiduciaries for their reasonable expenses in forwarding this Proxy to stockholders whose Common Stock is held of record by such entities.

**What business may be properly brought before the meeting and what discretionary authority is granted?**

*Nominations for Directors for the Annual Meeting.* The Nominating and Corporate Governance Committee has established guidelines setting forth certain advance notice procedures relating to the nomination of directors (the *Nomination Procedure*), and no person nominated by a stockholder will be eligible for election as a director, unless nominated in accordance with the provisions of the *Nomination Procedure*. Under the terms of the *Nomination Procedure*, to be timely for the Annual Meeting, a stockholder's notice must have been delivered to, or mailed and received at, the principal executive offices of the Company by no later than March 10, 2016. Notwithstanding the provisions of the *Nomination Procedure*, a stockholder also must comply with all applicable requirements of the Securities Exchange Act of 1934, as amended (the *Exchange Act*) and the rules and regulations thereunder with respect to the matters set forth in the *Nomination Procedure*. The Company did not receive any director nominations to be considered for inclusion in the Proxy to be voted on at the Annual Meeting under the *Nomination Procedure*.

*Stockholder Proposals for the Annual Meeting.* The Nominating and Corporate Governance Committee has also adopted certain advance notice procedures for properly bringing business, other than director nominations, before a meeting of the stockholders (the *Stockholder Proposal Procedure*), whether or not to be included in the Company's proxy materials. Under the terms of the *Stockholder Proposal Procedure*, to be timely for the Annual Meeting, a stockholder must have delivered a notice regarding a proposal to the principal executive offices of the Company by no later than January 15, 2016. The Company did not receive any stockholder proposals for the Annual Meeting, pursuant to the *Stockholder Proposal Procedure*. The presiding officer of the Annual Meeting shall, if the facts warrant, determine and declare to the meeting that business was not properly brought before the meeting in accordance with the provisions of the *Stockholder Proposal Procedure*, and if he should so determine, he shall so declare to the meeting and any such business not properly brought before the meeting shall not be transacted.

The Company has no knowledge or notice that any business, other than as set forth in the Notice of Annual Meeting, will be brought before the Annual Meeting. For information related to the application of the *Nomination Procedure* and the *Stockholder Proposal Procedure* for the 2017 Annual Meeting, see the discussion in this Proxy Statement under the caption *Proposals for Submission at Next Annual Meeting* and *Stockholder Nomination of Directors*.

**Is a list of stockholders entitled to vote at the meeting available?**

A list of stockholders of record entitled to vote at the Annual Meeting will be available at the Annual Meeting. The list will also be available Monday through Friday from April 18, 2016 through June 7, 2016, between the hours of 9 a.m. and 4 p.m., local time, at the offices of the Corporate Secretary, American Vanguard Corporation, 4695 MacArthur Court, Suite 1200, Newport Beach, California 92660. A stockholder of record may examine the list for any legally valid purpose related to the Annual Meeting.

**Where can I find the voting results of the meeting?**

We will publish the final results in a Form 8-K within four business days after the Annual Meeting. You can read or print a copy of that report by going to the Company's website, [www.american-vanguard.com](http://www.american-vanguard.com), Investor Relations, Securities Exchange Commission (SEC) Filings, and then click on, View American Vanguard SEC Filings. References to our website in this Proxy are not intended to function as hyperlinks, and the information contained on our website is not intended to be incorporated by reference into this Proxy. You can find the same Form 8-K by going directly to the SEC EDGAR files at [www.sec.gov](http://www.sec.gov). You can also get a copy by calling the Company at (949) 260-1200, or by calling the SEC at (800) SEC-0330 for the location of a public reference room.

**NOMINEES FOR ELECTION AS DIRECTORS QUALIFICATIONS & EXPERIENCE**

The following sets forth the names and certain information with respect to the persons nominated for election as directors, all of whom have had the same principal occupation for more than the past five years, except as otherwise noted. All such nominees have consented to serve and are currently directors. All of the eight nominees were elected by the stockholders at the 2015 Annual Meeting of Stockholders.

**Scott D. Baskin**, age 62, was elected as a director with the Company in January 2014. Mr. Baskin has extensive experience as a litigator arising from his 35 year career with the law firm of Irell & Manella, from which he retired at the end of 2013. During his tenure at Irell & Manella, Mr. Baskin concentrated his practice on intellectual property, technology, real estate, business torts and securities actions for a multitude of corporate clients. A frequent lecturer and writer, he has published many articles on intellectual property rights, patent infringement, trial preparation and discovery. He was an assistant instructor at Yale Law School and clerked for Hon. Y. C. Choy, United States Court of Appeals for the Ninth Circuit. Mr. Baskin holds a J.D. from Yale Law School and a B.A. in Political Science and History from Stanford University. Mr. Baskin brings legal acumen and extensive experience in intellectual property matters, which complement the Company's commitment to innovation in formulations and delivery equipment.

**Lawrence S. Clark**, age 57, was elected as a director with the Company in 2006. Mr. Clark served from 2004 to 2012 as the Chief Financial Officer (CFO) for Legendary Pictures, a motion picture production company that develops, co-produces and co-finances major motion pictures in partnership with NBC Universal. From 2003-2004 he provided financial and corporate development consulting services to media and entertainment clients. From 2000 to 2003, Mr. Clark was the CFO of Creative Artists Agency, a leading entertainment talent, literary and marketing agency. From 1997 to 2000, he served as Senior Vice President, Corporate Development for Sony Pictures Entertainment. Mr. Clark was Director International for The Carlyle Group, a private equity firm, from 1995 to 1997. In 1992, he co-founded Global Film Equity Corp., which provided strategic, business advisory and capital raising services to media companies. From 1989 to 1992, Mr. Clark was Vice President, Corporate Finance at Salomon Brothers, Inc. Prior to that, he was a Corporate Finance Associate at Goldman Sachs & Co. from 1987 to 1989. With over 25 years of financial, investing and operating experience, Mr. Clark brings a financial discipline and analytical approach that make him a valuable asset to the Board.

**Debra F. Edwards**, age 62, was elected as a director with the Company in 2011. Dr. Edwards is an independent consultant, specializing in global regulatory strategy for pesticides and biocides. She has 30 years of

experience specializing in pesticide residue chemistry, human health risk assessment, human health and ecological risk management, registration, re-registration and regulatory policy development. The majority of her career has been spent in leading large scientific and regulatory organizations within the United States Environmental Protection Agency ( USEPA ), culminating in her serving as Director of the Office of Pesticide Programs. Except for a two-year stint in Guatemala as a volunteer in the United States Peace Corp. (1997-1999), Dr. Edwards worked for the USEPA from 1985 until 2010. Dr. Edwards holds a Ph.D. and a Masters Degree in Plant Pathology, has been the recipient of numerous academic and professional honors, including the Presidential Rank Award for Meritorious Service as a Senior Executive of the USEPA, and has published and made presentations in national and international fora on pesticide regulation, food safety and integrated pest management. Given the large number of active ingredients that the Company has registered for use across the globe and the rapidly changing and increasingly challenging regulatory climate, Dr. Edwards continues to be a valuable asset for assisting the board in mapping out strategy for product defense, regulatory compliance both domestically and internationally, and in the evaluation of product line acquisitions. She also has extensive experience in product stewardship and worker safety issues.

**Morton D. Erlich**, age 71, was elected as a director with the Company in October 2013. Mr. Erlich has extensive experience in accounting and auditing, arising from his 34 year career with KPMG LLP and being licensed as a CPA (currently inactive) since 1974. During his tenure at KPMG, he served as Audit Engagement Partner for numerous public and private companies in a wide range of industries and also served as Managing Partner of the firm's Woodland Hills office. In addition to his audit and accounting work he also developed expertise in merger, acquisition and due diligence projects, as well as SEC compliance and employee benefit plan audits. Since 2004, Mr. Erlich has provided financial and managerial consulting services to a number of middle-market companies and professional service firms. Since 2006, he has been a member of the Board of Directors of Skechers USA, Inc. a prominent global footwear company where he has served as Lead Independent Director and Chairman of both the Audit Committee and the Nominating and Governance Committee, and as a member of the Compensation Committee.

**Alfred F. Ingulli**, age 74, was elected as a director with the Company in 2010. Mr. Ingulli served as Executive Vice President of Crompton Corporation (later Chemtura Corporation), a \$3 billion specialty chemical company from 1989 through 2004, in which capacity he was responsible for the company's global agricultural chemical business. In addition, from 2002 to 2004 he also served as a member of Crompton Corporation's executive committee. From 2005 to 2014, Mr. Ingulli served on the board of directors of PBI/Gordon, Inc., a marketer of specialty chemicals in turf and ornamental, lawn and garden and animal health markets and served as a member of the compensation and audit committees of that board. Further, from 1996 to 2004, he served on the board of directors of Gustafson LLC, a manufacturer of seed treatment products and application equipment, and was chairman of that board from 2002 to 2004. From 1990 to 2004, Mr. Ingulli also served as a board member, and from 1998 to 2000 as Chairman, of CropLife America, a nationwide not-for-profit trade organization representing member companies that produce, sell, and distribute most of the active compounds used in crop protection products registered for use in the United States. Mr. Ingulli brings to the AVD board an invaluable in-depth knowledge of our industry and income statement optimization.

**John L. Killmer**, age 66, was elected as a director with the Company in 2008. Mr. Killmer was responsible for Global Marketing, Product and Supply Chain Management for Arysta LifeSciences Corporation ( Arysta ), a large privately held crop protection and life science company, from November 2004 through June 2008. At Arysta, Mr. Killmer had global responsibility for marketing and product management and, in addition, was responsible for global supply chain management. From 1980 to 2004 he served in various capacities with Monsanto Company ( Monsanto ) including three years as President of Monsanto, Greater China from 2001 to 2003. Since December 2014, Mr. Killmer has served as a member of the board of directors of APSE, Inc., a privately-held corporation involved in the development of RNAi technology. Mr. Killmer possesses a combination of considerable technical expertise and business acumen. A trained scientist, Mr. Killmer began his professional career focusing on technology and ascended the corporate ladder with increasing profit responsibility. He served as pro-tem Director of Technology for the Company from March 2009 through

December, 2010, during which time he evaluated the Company's technology infrastructure and added multiple resources (both people and equipment) to help enhance the Company's domestic manufacturing and process and formulation technology.

**Eric G. Wintemute**, age 60, was elected as a director with the Company in June 1994. Mr. Wintemute served as President and CEO from July 1994 until June 2011, and Chairman and CEO since June 2011. With 22 years' experience on this Board, 37 years' experience at the Company (22 years as CEO) and membership in leading crop protection trade groups (previously, as Chairman of CropLife America), Mr. Wintemute brings a broad industry perspective to the Board. Since 2013, Mr. Wintemute has served as a member of the board of directors of Tyratex, Inc., a publicly traded company on the London Stock Exchange making personal care and animal health products from natural oils. His interaction with the heads of our peers, suppliers and customers; legislators; and enforcement authorities has enabled him to identify economic, technological and political trends affecting the Company. This is an invaluable resource to the Board, particularly when evaluating future business plans and providing strategic direction to the Company.

**M. Esmail Zirakparvar**, age 66, was elected as a director with the Company in June 2010. Mr. Zirakparvar served in executive positions at Bayer CropScience AG. From 2002 to 2004 he served as COO and member of the Bayer CropScience AG's Board of Management in Germany and from 2004 to 2006 as Head of Region of Americas, President & CEO of Bayer CropScience LP USA and Member of the Bayer CropScience AG Executive Committee. Prior to that, he served in various executive positions at Rhone-Poulenc Agrochimie and Aventis CropScience from 1986 to 2001, ultimately as Head of Portfolio Management and member of the Global Executive Committee in Lyon, France for these companies. In addition to his hands-on experience in product development, regulatory matters, project management, and management of agricultural chemical businesses, Mr. Zirakparvar helped to oversee the integration, management and direction of one of the largest global agricultural chemical companies. With his background, he gives the board a world-class sense of perspective and strategic direction and is an invaluable asset for helping to guide the Company down a path of growth and prosperity in the future.

#### **BOARD DIVERSITY AND LEADERSHIP**

In evaluating persons for potential service on the Board, we seek, above all, the most qualified candidates. At a minimum, viable candidates must have ample professional experience and business acumen befitting a director of a public Company. In addition, we believe that a fully functioning board should include members having functionally diverse backgrounds, including, for example, industry-specific experience, international experience, profit responsibility in a public Company, accounting and audit expertise, corporate governance expertise, scientific and technological credentials, regulatory expertise, manufacturing experience and mergers and acquisitions experience. Other considerations, such as gender, race and age, are of secondary importance. While the Nominating and Governance Committee does not have an express policy with respect to diversity in identifying or selecting nominees for the Company's Board, in evaluating nominees, the Committee does assess the background of each candidate in a number of different ways, including how the individual's qualifications complement, strengthen and enhance those of existing Board members as well as the future needs of the Board. During the Board's annual self-evaluation, and at other times during the year, the Directors assess the Board's performance and ways in which such performance can be improved. With respect to the nomination of continuing directors for re-election, the individual's contributions to the Board are also considered.

The Board of Directors does not have a policy on whether or not the role of the Chairman of the Board and the CEO should be separate or, if it is to be separate, whether the Chairman of the Board should be selected from the non-employee directors or be an employee. However, the Board believes that, to the extent that these roles are held by the same person, it is important that a non-management director be appointed to the position of lead director. At present, Mr. Wintemute serves as both Chairman and CEO, while Mr. Killmer, a non-management director, serves in the role of lead director. We continue to maintain that Board leadership should be defined according to the stockholders' best interests as measured against current circumstances. Further, we believe that

the factor of paramount importance is not whether the roles of Chairman and CEO need to be held by two people; rather, it is most important to ensure that non-management directors maintain a sufficient level of leadership and objectivity. We further believe that we have accomplished this through the appointment of a lead director.

## **RISK OVERSIGHT**

The Company's Board of Directors has formal responsibility for risk oversight. In 2011, working with enterprise risk management consultants at Lockton, Inc. (the Company's primary insurance broker), senior management conducted an in-depth risk analysis as a first step toward implementing an enterprise risk management program at the Company. As that analysis was proceeding, the Board formed a Risk Committee, which now consists of Scott D. Baskin (as chairman), M. Esmail Zirakparvar, and Debra F. Edwards to take on primary responsibility for risk oversight. The Risk Committee meets regularly (at least four times per year) and coordinates primarily with the Risk Manager (Timothy J. Donnelly) of the Company.

Senior management has also appointed a team of managers to serve as an executive risk committee, with responsibility to identify and assess areas of risks, to identify mitigation measures and to implement those measures. The Company has identified several material risks facing the Company and has identified risk owners responsible for marshalling the resources and leading a team to address those risks. These risks are updated from time to time and presently include: i) adverse regulatory climate; ii) managing high levels of inventory and reduced levels of manufacturing activity; iii) succession planning/bench strength; iv) maintaining competitiveness of product offerings; v) vulnerability to environmental event; vi) undervaluation by the market; vii) sustainable growth through licensing, acquisitions and current product lines; and viii) cyberterrorism. These risks are incorporated into the risk-owners' annual performance goals and are important factors in determining both job performance and incentive compensation. In addition, these risks have been incorporated into the Company's 2020 Strategic Business Plan. Executives serving as risk-owners periodically report their progress through the Risk Manager to the Risk Committee.

Further, in 2015, the Board formally assumed responsibility for oversight of environmental and social risks. For many years, consideration of these areas of risk has been implicit in the risk management process. However, the Company recognizes that its products, plants and activities are subject to environmental regulations in several dozen countries. Further, the Company takes seriously its commitment to environmental stewardship and its belief in sustainable business practices. Thus, the Board has appointed both Cindy Smith (SVP Global Regulatory Affairs) and Timothy Donnelly (CAO, General Counsel & Secretary) as executives responsible for focusing on identification and mitigation of environmental and social risks. See, also, Employee Compensation and Enterprise Risk on page 15 of this proxy for a discussion on risk and compensation.

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## CORPORATE GOVERNANCE OF THE COMPANY

The Company is committed to sound corporate governance principles and practices. Please visit the Company's website at [www.american-vanguard.com](http://www.american-vanguard.com) for the Company's current Audit Committee Charter, Compensation Committee Charter, Nominating and Corporate Governance Committee Charter, Finance Committee Charter, the Code of Ethics and Conduct, the Employee Complaint Procedures for Accounting and Auditing Matters, and Corporate Governance Guidelines, all of which are available in print to any stockholder upon request.

### THE INDEPENDENCE OF DIRECTORS

It is the expectation and practice of the Board that, in their roles as members of the Board, all members will exercise their independent judgment diligently and in good faith and in the best interests of the Company and its stockholders as a whole, notwithstanding any member's other activities or affiliations.

The Board currently consists of eight members. The Board has determined that Scott D. Baskin, Lawrence S. Clark, Debra F. Edwards, Morton D. Erlich, Alfred F. Ingulli, John L. Killmer, and M. Esmail Zirakparvar, who constitute a majority of the Board, are independent in accordance with the applicable rules and listing standards currently prescribed by the New York Stock Exchange for general service on the Board. The Board's determination concerning independence was based on information provided by the Company's directors and discussions among the Company's directors. The Board will re-examine the independence of each of its members at least once per year and more frequently during the year, if there is any change in a member's material relationship with the Company that would interfere with the member's exercise of independent judgment.

### MEETINGS OF THE BOARD

The Board met four times during the year ended December 31, 2015. All directors attended at least 75% of the aggregate of the number of meetings of the Board and the total number of meetings held by all committees of the Board for which they served. The non-management directors of the Company meet at regularly scheduled executive sessions without any member of the Company's management present. The individual who presides at these executive sessions is the lead director, John L. Killmer. Interested parties who wish to communicate with the lead director or with non-management directors may do so by email to [directors@amvac-chemical.com](mailto:directors@amvac-chemical.com).

The Board does not mandate that its members attend the Annual Meeting of Stockholders; nevertheless, all directors did attend the 2015 Annual Meeting of Stockholders.

### COMMITTEES OF THE BOARD

#### Audit Committee

The Audit Committee is currently composed of Morton D. Erlich (Chairperson), Scott D. Baskin, Lawrence S. Clark and Alfred F. Ingulli, all of whom are non-employee directors and financially literate. The Board has determined that all members of the Audit Committee are independent directors under the applicable rules and regulations currently prescribed by the SEC and the applicable rules and listing standards currently prescribed by the New York Stock Exchange. In addition, the board has found that each of Morton D. Erlich and Lawrence S. Clark are audit committee financial experts within the meaning of applicable SEC rules and regulations. The Audit Committee held six meetings during the year ended December 31, 2015.

The responsibilities of the Audit Committee are set forth in the current Audit Committee Charter, which is available on the Company's website ([www.american-vanguard.com](http://www.american-vanguard.com)), and include:

Employing the independent registered public accounting firm to audit the Company's consolidated financial statements.

Pre-approving all services performed by the independent registered public accounting firm.

Providing oversight on the external reporting process and the adequacy of the Company's internal controls.

Reviewing the scope of the audit activities of the independent registered public accounting firm and appraising audit efforts.

Reviewing services provided by the independent registered public accounting firm and other disclosed relationships, as they bear on the independence of that firm.

Overseeing the performance of the Company's internal audit function.

Establishing procedures for the receipt, retention and resolution of complaints, if any, regarding accounting, internal controls or auditing matters.

Please also see the Audit Committee Report on page 12 of this Proxy.

### **Compensation Committee**

The Compensation Committee is currently composed of Lawrence S. Clark (Chairperson), Morton D. Erlich and Alfred F. Ingulli. The Board has determined that all members of the Compensation Committee are independent directors under the applicable rules and listing standards currently prescribed by the New York Stock Exchange. Further, the Board has found that each of the members of the Compensation Committee, who will administer the Company's compensation plan(s), are non-employee directors under Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the Exchange Act) and are outside directors under Section 162(m) of the Internal Revenue Code of 1986. The Compensation Committee held five meetings during the year ended December 31, 2015.

The responsibilities of the Compensation Committee are set forth in the current Compensation Committee Charter, which is available on the Company's website ([www.american-vanguard.com](http://www.american-vanguard.com)), and include:

Establishing executive compensation policy consistent with corporate objectives and stockholder interest.

Overseeing the process for evaluating CEO performance in comparison with Board-approved goals and objectives and recommending CEO compensation to the Board.

Administering grants and options in Company stock under the Company's compensation plan(s).

Evaluating the independence of compensation professionals.

Please also see the Compensation Committee Report on page 23 of this Proxy.

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

The Nominating and Corporate Governance Committee is currently composed of M. Esmail Zirakparvar (Chairperson), Scott D. Baskin, and Morton D. Erlich. The Board has determined that all members of the Nominating and Corporate Governance Committee are independent directors under the applicable rules and listing standards currently prescribed by the New York Stock Exchange. The Nominating and Corporate Governance Committee held three meetings during the year ended December 31, 2015.

The responsibilities of the Nominating and Corporate Governance Committee are set forth in the current Nominating and Corporate Governance Committee Charter, which is available on the Company's website ([www.american-vanguard.com](http://www.american-vanguard.com)), and include:



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Recommending nominees for election to the Board of Directors.

Reviewing principles, policies and procedures affecting directors.

Overseeing evaluation of the Board and its effectiveness.

Recommending committee assignments and lead director nominee to the Board.

### **Finance Committee**

The Finance Committee is currently composed of Alfred F. Ingulli (Chairperson), Lawrence S. Clark, Debra F. Edwards, John L. Killmer, and M. Esmail Zirakparvar. The Finance Committee held seven meetings during the year ended December 31, 2015.

The responsibilities of the Finance Committee are set forth in the current Finance Committee Charter, which is available on the Company's website ([www.american-vanguard.com](http://www.american-vanguard.com)) and involves working with senior management of the Company to evaluate, investigate and recommend changes in the area of corporate finance including, among other things:

Acquisitions, divestitures and other restructuring activity.

Short-term and long-term financing plans.

Review and make recommendations to the Board with respect to any proposal by the Corporation or by its subsidiaries to divest, in any manner, any asset, investment, real or personal property, or business interest if such divestiture is required to be approved by the Board.

### **Risk Committee**

The Risk Committee is currently composed of Scott D. Baskin (Chairperson), Debra F. Edwards and M. Esmail Zirakparvar. The Risk Committee held four meetings during the year ended December 31, 2015. All members of the Board are invited to attend Risk Committee meetings. The primary responsibility of the Risk Committee is to oversee risk management at the Company and to ensure that the Company continuously monitors material risks, identifies mitigation measures for those risks, and takes commercially practicable measures to minimize those risks to the fullest extent possible. The committee works with the Company's Risk Manager and senior management to conduct (or cause to be conducted) periodic assessments of the Company's risk profile and to ensure the following:

That adequate resources are made available to address and mitigate risks, where possible,

That risk owners are identified and made accountable for addressing these risks, and

That the practice of monitoring and addressing these risks remains a part of the Company's culture.

## REPORT OF THE AUDIT COMMITTEE

The responsibilities of the Audit Committee, which are set forth in the Audit Committee Charter, include providing oversight to the Company's financial reporting process through periodic meetings with the Company's independent registered public accounting firm and, with management, to review accounting, auditing, internal controls and financial reporting matters. The management of the Company is responsible for the preparation and integrity of the financial reporting information and related systems of internal controls. The Audit Committee, in carrying out its role, relies on the Company's senior management, including senior financial management, and its independent registered public accounting firm.

We have reviewed and discussed, with senior management, the Company's audited consolidated financial statements included in the Company's Annual Report on Form 10-K (for the year ended December 31, 2015) for filing with the Securities and Exchange Commission. Management has confirmed to us that such financial statements (i) have been prepared with integrity and objectivity and are the responsibility of management and (ii) have been prepared in conformity with accounting principles generally accepted in the United States of America.

We have discussed with BDO USA, LLP, the Company's independent registered public accounting firm, the matters required to be discussed by Auditing Standard No. 16, Communications with Audit Committees (AS 16), issued by the Public Company Accounting Oversight Board. AS 16 requires our independent registered public accounting firm to provide us with additional information regarding the scope and results of their audit of the Company's financial statements, including with respect to (i) their responsibility under generally accepted auditing standards, (ii) significant accounting policies, (iii) management judgments and estimates, (iv) any significant audit adjustments, (v) any disagreements with management, and (vi) any difficulties encountered in performing the audit.

We have received from BDO USA, LLP, a letter of independence providing the disclosures required by Rule 3526, Communication with Audit Committee Concerning Independence with respect to any relationships between BDO USA, LLP and the Company that in their professional judgment may reasonably be thought to bear on independence. BDO USA, LLP has discussed its independence with us, and has provided written confirmation that, in its professional judgment, it is independent of the Company within the meaning of the federal securities laws.

Based on the review and discussions described above with respect to the Company's audited financial statements, we have recommended to the Board of Directors that such financial statements be included in the Company's Annual Report on Form 10-K for filing with the Securities and Exchange Commission.

As specified in the Audit Committee Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and in accordance with accounting principles generally accepted in the United States of America. That is the responsibility of management and the Company's independent registered public accounting firm. In addition, it is not the duty of the Audit Committee to conduct investigations, to resolve disagreements, if any, between management and the independent registered public accounting firm, or to assure compliance with laws and regulations and the Company's Code of Conduct and Ethics. In giving our recommendation to the Board of Directors, we have relied on (i) management's representation that such financial statements have been prepared with integrity and objectivity and in conformity with accounting principles generally accepted in the United States of America, and (ii) the report of the Company's independent registered public accounting firm with respect to such financial statements.

### AUDIT COMMITTEE

Morton D. Erlich, Chair

Scott D. Baskin

Lawrence S. Clark

Alfred F. Ingulli

April 25, 2016

**COMMON STOCK OWNERSHIP OF CERTAIN BENEFICIAL OWNERS**

To the knowledge of the Company, the ownership of the Company's outstanding Common Stock as of December 31, 2015, by persons who are beneficial owners of 5% or more of the outstanding Common Stock is set forth below.

<b>Name and Address of Beneficial Owner</b>	<b>Amount and Nature of Beneficial Ownership (*)</b>	<b>Percent of Class</b>
Blackrock, Inc. 55 East 52 <sup>nd</sup> Street New York, NY 10055	2,598,334	8.9%
T. Rowe Price Associates, Inc. 100 E. Pratt Street Baltimore, MD 21202	2,284,166	7.8%
Herbert A. Kraft 4695 MacArthur Court Newport Beach, CA 92660	2,087,543	7.2%
The Vanguard Group 100 Vanguard Blvd. Malvern, PA 19355	2,062,348	7.1%
Hotchkis and Wiley Capital Management, LLC 725 S. Figueroa Street, 39 <sup>th</sup> FL Los Angeles, CA 90017	1,954,998	6.7%
Dimensional Fund Advisors LP 6300 Bee Cave Road, Building One Austin, TX 78746	1,642,801	5.6%

(\*) Based on information reported to the SEC by, or on behalf of, such beneficial owner.

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To the knowledge of the Company, the ownership of the Company's outstanding Common Stock, as of March 15, 2016, by persons who are directors and nominees for directors, the executive officers of the Company named in the Summary Compensation Table, and by all directors and officers as a group is set forth below. Unless otherwise indicated the Company believes that each of the persons set forth below has the sole power to vote and to dispose of the shares listed opposite his name.

Office (if any)	Name and Address Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Chairman & CEO	Eric G. Wintemute	959,673(1)	3.3%
	4695 MacArthur Court		
	Newport Beach, CA 92660		
Director	Lawrence S. Clark	26,905(2)	(3)
	4695 MacArthur Court		
	Newport Beach, CA 92660		
Director	John L. Killmer	28,947	(3)
	4695 MacArthur Court		
	Newport Beach, CA 92660		
Director	Alfred F. Ingulli	17,142	(3)
	4695 MacArthur Court		
	Newport Beach, CA 92660		
Director	M. Esmail Zirakparvar	21,522	(3)
	4695 MacArthur Court		
	Newport Beach, CA 92660		
Director	Debra F. Edwards	11,656	(3)
	4695 MacArthur Court		
	Newport Beach, CA 92660		
Director	Morton D. Erlich	8,335(4)	(3)
	4695 MacArthur Court		
	Newport Beach, CA 92660		
Director	Scott D. Baskin	7,981	(3)
	4695 MacArthur Court		
	Newport Beach, CA 92660		
Managing Director	Ad de Jong	34,947	(3)
	4695 MacArthur Court		
	Newport Beach, CA 92660		
CFO	David T. Johnson	70,428(5)	(3)

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	4695 MacArthur Court		
	Newport Beach, CA 92660		
COO	Ulrich G. Trogele	50,604	(3)
(AMVAC Chemical Corporation)	4695 MacArthur Court		
	Newport Beach, CA 92660		
Senior Vice President	Cynthia B. Smith	26,388	(3)
(AMVAC Chemical Corporation)	4695 MacArthur Court		
	Newport Beach, CA 92660		
Directors and Officers as a Group		1,264,528	4.3%

- (1) This figure includes 38,828 shares of Common Stock Mr. Eric Wintemute is entitled to acquire pursuant to stock options exercisable within sixty days of this Report.
- (2) This figure includes 544 shares of Common Stock owned by Mr. Clark's children, for whom Mr. Clark and his spouse are trustees or custodians and for which he disclaims beneficial ownership.
- (3) Under 1% of class.
- (4) Represents shares held by the Erlich Family Trust, in which Mr. Erlich is a trustee and beneficiary, and over which Mr. Erlich shares voting power with his spouse.
- (5) This figure includes 25,000 shares of Common Stock Mr. D.T. Johnson is entitled to acquire pursuant to stock options exercisable within sixty days of this Report.

## **SECTION 16(a) REPORTING COMPLIANCE**

Section 16(a) of the Exchange Act requires the Company's executive officers, directors, and persons who own more than ten percent of a registered class of the Company's equity securities to file reports of ownership and changes in ownership with the SEC.

Based solely on the Company's review of the copies of such forms received by the Company, or representations obtained from certain reporting persons, except as described below, the Company believes that during the year ended December 31, 2015, all Section 16(a) filing requirements applicable to its executive officers, directors, and greater than ten percent beneficial stockholders were complied with.

## **EMPLOYEE COMPENSATION AND ENTERPRISE RISK**

The Company has concluded that its compensation policies and practices do not give rise to any risk that is reasonably likely to have a material adverse effect upon it. In reaching its conclusion, the Company has found, among other things, that all business units have a similar compensation structure and that no business unit bears a disproportionate share of the overall risk profile, profits or revenues. To the extent that a function carries a unique risk, we have attempted to mitigate that risk with one or more countervailing risk mitigation objectives. For example, in manufacturing and technology, the objective of implementing processes for new chemistries is offset by the paramount objective of safety in the workplace and surrounding communities. In sales and marketing, the objective of achieving top line sales is offset by goals for maintaining profit margins. Similarly, the risk of spending excessive amounts in acquiring a product line or new technology is offset by objectives to realize certain minimum returns on investment. Risk is further mitigated by the use of long-term incentives which encourage prudent, long-term decision making. Finally, compensation for the entire workforce is subject to achievement of Company-wide financial objectives.

## COMPENSATION DISCUSSION AND ANALYSIS

### *Compensation Objectives*

Our executive compensation program has three primary objectives: to align management's interest with the long-term interests of stockholders; to provide compensation on the basis of performance that supports key financial and strategic business outcomes; and to attract, motivate and retain top talent to lead our business.

Our first objective, to align management's interests with the long-term interests of stockholders, is accomplished by ensuring that our executives are stockholders. We do this through the regular award of equity, whether in the form of restricted stock, options or performance-based shares/options, and the adoption of executive stock ownership guidelines. Our second objective, to provide compensation on the basis of performance that supports the key financial and strategic business outcomes, means that we want our executives to seek optimal results in both the short and long term. One of the primary means of rewarding performance is through cash incentive compensation. Another means is through performance-based equity, which requires that the Company attain certain measures of financial success (e.g., pre-tax earnings) as compared to its industry peers. Our third objective, to attract, motivate and retain top talent to lead our business, is effected through ensuring that our compensation is competitive (as, for example, through benchmarking the compensation practices of similarly-situated companies) and offering deferred compensation, to promote the retention of key talent, in the form of stock and options that cliff vest in three years.

### *What We Reward*

We expect our executives to operate at a high level and to be involved in setting and executing our business plan. Our executives are directly involved in defining the Company's strategy (its roadmap to success), its budget (the short term business plan), and the short term objectives for achieving strategic goals within the budget (our SMART goals, which are Specific, Measurable, Achievable, Realistic and Time-Based). We hold the executives accountable for meeting challenging goals, which drive overall Company performance, but we also expect them to respond to fast-changing market conditions, to solve unforeseen problems and to show initiative and creativity. Proceeding into 2015, management focused its attention on i) improving its working capital and balance sheet and ii) expansion into growing international markets. SMART goals for the executives in 2015 reflected these initiatives. This was due to the fact that 2014 financial performance had been comparatively weak following a two-year downturn in the sector, particularly with respect to the Midwest corn market. This, in turn, led to lower factory throughput, higher factory under absorption costs and comparatively higher inventory levels on the Company shelves at the start of 2015.



**Compensation Program Best Practices**

The Compensation Committee continues to implement and maintain leading practices in our executive compensation program and related areas. Our current compensation program includes features that we believe drive performance and excludes features we do not believe serve our stockholders' long-term interests. The table below highlights the Sound Practices features our compensation program includes and Poor Pay Practices which are excluded. Certain of these features are described in greater detail prosaically after the table.

**Included Features ( Sound Practices )**

- ü **Performance-based Equity** Half of the equity awards made to executives vest based upon the achievement of either internal metrics (net sales, net income) or total stockholder return compared to a peer group.
- ü **Caps on Individual Bonuses** Our executives' incentive compensation is capped at 1.6 times salary for the CEO and 1 times salary for non-CEO officers.
- ü **Clawback Policy** Our executives are subject to having incentive compensation recouped by the Company in the event of material fraud or misconduct resulting in a restatement of financial statements.
- ü **Stock Ownership Guidelines** We have adopted share ownership requirements for both our executive officers and our directors.
- ü **No Hedging/Pledging Policy** Our executive officers and directors are prohibited from all hedging and pledging activities and holding Company securities in margin accounts.
- ü **Consultant Independence** The Committee retains an independent compensation consultant. Our consultant is evaluated annually for independence to ensure objectivity.
- ü **Market Benchmarking** Compensation decisions are made in the context of relevant market comparables.
- ü **Risk Management** Our executive officers' compensation program has been designed and is reviewed to ensure that it does not encourage inappropriate risk-taking. (Please see page 15 of this Proxy)
- ü **Double Trigger severance** Our change in control agreements require **both** a change in control and termination during a two year period before equity is accelerated and monetary benefits become due. (Please see page 29 of this Proxy)
- ü **Stock Incentive Plan 162(m) Compliant** The Company's stock incentive plan has been amended to comply with IRC Code 162(m) to ensure payroll deductibility for performance awards made thereunder. (Please see Exhibit A to this Proxy)

**Excluded Features ( Poor Practices )**

- ü **No excise tax gross-ups.**
- ü **No single trigger severance payments.**
- ü **No guaranteed base salary increases, minimum bonuses or equity awards.**
- ü **No resetting of strike price on underwater options.**

A. Higher Percentage of Performance Shares

In 2013, the Company began the practice of awarding performance-based shares to its NEOs. As you will note from the table entitled Supplemental Table of 2016 Equity (please see page 26 hereof), executive officers were awarded a combination of both time-based restricted stock (having a three-year, cliff-vesting period) and performance shares based upon either internal targets for net sales and net income or total stockholder return. Performance shares represented approximately 25% of the total equity award for executives in 2013. In 2014, the Company increased that proportion to 50%. The most recent award of equity (in January 2016) also consisted of one-half time-based and one-half performance-based restricted shares. We believe that time-based shares provide executives with an incentive to remain with the Company, while performance shares serve to motivate senior management to achieve targeted financial performance, which, in turn, should translate into stockholder value.

B. Caps on Individual Bonuses

In March 2014, the Compensation Committee adopted a policy of placing individual limits on each executive's incentive compensation. Specifically, the CEO will be limited to 1.6 times his annual salary, while the other NEOs will be limited to one times his or her annual salary. While the Company has historically awarded incentive compensation at levels well below these maximum limits, the Compensation Committee has nevertheless put these caps in place to eliminate the possibility that any one individual will receive an excessive share of the bonus pool.

C. Clawback Policy

In March 2014, the Board of Directors adopted a clawback policy that provides, subject to the restrictions of applicable law, in the event of material fraud or misconduct leading to a restatement of the Company's financial statements, the incentive compensation of executives found to be complicit in such material fraud or misconduct may be recouped in whole or in part by the Board of Directors after a hearing on the matter; provided, however, that if the subject executive does not agree with the outcome of such hearing, prior to instituting litigation, the parties shall promptly refer the matter to mediation. We believe that, this policy serves multiple purposes. First, it sends a strong message to senior management that the Company is committed to the highest standards of legal compliance and accounting discipline. Second, by placing paid compensation at risk, it serves as additional incentive to senior management to live up to the Company's stated commitment. And third, the policy should help contribute to stockholders' peace of mind that the Company is doing all that it can to ensure accuracy and completeness in its financial reporting.

D. Stock Ownership Guidelines

In 2011, the Company adopted a stock ownership and stock retention policy under which the CEO is required to attain and maintain four times his base wage in common stock and Section 16 officers are required to attain and maintain two times their base wage in Company common stock. This is to be accomplished through grants of equity by the Board over a five year period. For purposes of calculating the value of shares under the policy, the Company includes shares purchased on the open market, shares acquired through option exercise, vested restricted shares and vested but unexercised options.

E. Anti-Hedging Policy

In March 2012, the Board adopted an Anti-Hedging Policy for the Company's directors and Section 16 officers which prohibits hedging or non-monetized transactions, such as zero-cost collars, forward sales contracts or other similar instruments which allow a person to lock in much of the value of his or her stock holdings, generally in exchange for all or part of the potential for upside appreciation in the stock. The Company believes that such instruments place the subject shares at risk of unexpected disposition (as, in the case of a call or foreclosure) and change the essential nature of the investment in common stock, thus serving to misalign the holder's interests from those of the Company's stockholders.

**Compensation Consultant Independence**

In 2013 the Board of Directors amended the Compensation Committee charter to charge that committee with the responsibility of evaluating the independence of its compensation consultants as per NYSE Listing Standard 303A.05(c)(iv). In keeping with that charter amendment, that committee evaluated its compensation consultant, Exequity LLP, in both 2014 and 2015 and determined that that there is no conflict of interest with that firm and that with respect to the six factors set forth in the listing rules, Exequity was independent as indicated by the following:

<b>Independence Factor</b>	<b>Consultant Compliance</b>
<ul style="list-style-type: none"> <li>ü Provision of other services to the Company by the person that employs the consultant.</li> </ul>	<ul style="list-style-type: none"> <li>ü Consultant does not provide other services to the Company.</li> </ul>
<ul style="list-style-type: none"> <li>ü Amount of fees received from the Company as a percentage of consultant's total revenues.</li> </ul>	<ul style="list-style-type: none"> <li>ü Fees received by consultant during FY 2015 are less than 1% of the firm's revenues for the period.</li> </ul>
<ul style="list-style-type: none"> <li>ü Policies and procedures of committee are designed to prevent conflicts of interest.</li> </ul>	<ul style="list-style-type: none"> <li>ü Consultant has implemented principles to ensure independence:</li> </ul>
<ul style="list-style-type: none"> <li>ü Any business or personal relationship with a member of the Compensation Committee.</li> </ul>	<ul style="list-style-type: none"> <li>ü Does not provide unrelated services.</li> </ul>
<ul style="list-style-type: none"> <li>ü Any stock of the Company owned by consultant.</li> </ul>	<ul style="list-style-type: none"> <li>ü Does not maintain a proprietary database.</li> </ul>
<ul style="list-style-type: none"> <li>ü Any business or personal relationship with an executive officer of the Company.</li> </ul>	<ul style="list-style-type: none"> <li>ü Does not trade in the stock of its clients.</li> </ul>
	<ul style="list-style-type: none"> <li>ü There is no such relationship.</li> </ul>
	<ul style="list-style-type: none"> <li>ü Consultant owns no shares of the Company.</li> </ul>
	<ul style="list-style-type: none"> <li>ü There is no such relationship.</li> </ul>

We believe that, by ensuring the independence and objectivity of our compensation consultant, we provide an additional assurance that the consultant will not be influenced by motives, such as personal gain or profitability, that have no place in advising the Compensation Committee and recommending a fair and transparent plan of compensation for Company executives.

**Consideration of Say on Pay Advisory Vote for Past Three Years**

At each of the last three Annual Meetings of Stockholders, we have held an advisory stockholder vote on executive compensation. For the years 2012, 2013 and 2014, approximately 96%, 97% and 97%, respectively, of the shares that voted approved our executive compensation described in the subject proxy statement. The Compensation Committee and the Company viewed these results as a strong indication that the Company's stockholders support the compensation policies and practices of the Company over this period.

The following sections further explain our rationale for our compensation practices during the last fiscal year.

**Elements of 2015 Compensation**

In order to cover this topic, it is useful to understand the business conditions and financial performance of the Company during 2015. As reported by the Company in its public filings, a downturn in the Midwest corn market (that started in 2013) resulted in lower demand for corn products and significant inventory of such products (including both the Company's products and those of its competitors) in the distribution channel. Over the course of two seasons (2013 and 2014), customers reduced procurement activity and timing of their purchases, opting to buy goods closer to time of use. Consequently, financial performance in 2014 was weak, with net sales dropping from \$381MM in FY2013 to \$299MM in FY 2014 and net income dropping from \$34.5MM to \$4.8MM over the same two comparable periods. Further, the Company's inventory grew in the face of weak domestic demand. As a result, management slowed manufacturing activity, thereby increasing factory under absorption costs from \$11MM in 2013 to \$24MM in FY2014 and reducing gross margin from 45% to 38% (year-over-year).

Against this backdrop, management increased its efforts to continue to drive fiscal austerity. After effecting a reduction in force among corporate employees in December 2014, management began multiple initiatives to control working capital, reduce inventory, optimize factory costs, and reduce operating expenses. In addition, management focused efforts on expanding its product line in growing markets outside of the U.S. Over the course of 2015, those efforts met with success. With respect to working capital, year-end inventory dropped from \$166MM in 2014 to \$136MM in 2015. Despite achieving significant progress in inventory reduction, management was still able to improve factory under absorption (with the cost dropping from \$25MM to \$19MM). Further, management drove operating expenses down from \$108MM to \$100MM. The Company completed two product line acquisitions targeted at international markets and, despite initially borrowing \$37MM for those acquisitions, managed to reduce overall corporate indebtedness from \$98MM to \$68MM. Also, due primarily to working capital controls, cash generation improved considerably, with \$34MM of cash used in operations (in 2014) to \$78MM of cash generated in operations (in 2015) a positive swing of over \$112MM. Despite continued stagnant conditions domestically, the Company showed better performance compared to the industry with recorded net sales of \$289MM (down 3% from the prior year), net income of \$6.6MM (up 36% from the prior year) and gross margin up one percent.

Below we discuss the components of executive compensation for 2015 in light of these conditions.

**Salaries** As is the case with virtually all public companies, our executives received a salary as part of their compensation package in 2015. Base salary, on average, constituted about 81% of total cash compensation for NEOs in 2015. This compares to 100% in 2014, when no bonus was paid in light of poor financial performance, and 69% in 2013, when higher bonuses were paid in light of better financial performance. As per the Company's standard practice, the 2015 salaries were set in December of 2014. In light of 2014 financial performance and in the interest of minimizing operating expenses, however, 2015 salaries were frozen in 2015. This measure was in contrast to the 3% annual increase that is prevalent among public companies. The fact that salaries were not increased in 2015 serves as evidence that such increases are not considered to be a form of entitlement but rather are a function of performance. Further, while it made no adjustments to executive salaries in 2015, the Company has historically raised salaries in excess of a modest adjustment when an executive takes on additional responsibilities.

**Incentive Compensation** In 2015, as in prior years, executives were eligible to receive incentive compensation annually in the form of a cash bonus. Unlike salary, the cash bonus is at risk and varies from year to year depending upon many factors. The main reason for this element of compensation (which is typically paid in March of the subsequent year) is to reward the executive for Company performance and the executives individual contributions during the immediately prior year. As a general rule, the Company reserves ten percent of its pre-tax net income over the course of each fiscal year to serve as the pool from which incentive compensation may be paid. From that pool, bonuses may be paid to the entire employee population. At year end, the Compensation Committee evaluates Company performance (including net sales, net income, indebtedness, and working capital measures). If these measures fall short of the Company's budget, then the Committee may reduce the pool at its discretion.

After determining whether any of the pool will be distributed, the Committee works with the CEO, who recommends an allocation of bonuses among individuals based upon their performance. The Committee then exercises its own discretion in setting an allocation for the CEO and considers the CEO's recommended awards for others; in so doing, the Committee takes into account the executive's achievement of his or her SMART goals as well as other contributions to the overall Company performance. As mentioned above, in 2014, the Committee formally adopted a policy of placing a cap on individual incentive awards for executive officers, limiting the CEO to 1.6 times salary and other NEOs to 1 times salary.

In 2015, the NEOs partially achieved their financial goals; while net sales were down, the company did achieve greater profitability. Further, the NEOs exceeded their goals relating to working capital, operating expenses, factory efficiency, debt, cash flow, gross margin, and general improvement of the balance sheet. Finally, management did complete two product line acquisitions during the year. Accordingly, the Committee

awarded an incentive bonus to the executives, albeit at a level below that of years in which the company enjoyed stronger financial performance. In addition to the incentive compensation described above, the Company paid a signing bonus of \$150K to Ulrich Trogele 30 days after his hiring as COO in January 2015. The Company found that the signing bonus was a necessary component in recruiting Mr. Trogele, as he was considering multiple opportunities during his recruitment. The amount of the bonus was driven in part by the fact that he was forfeiting compensation in connection with his change of employment.

**Equity** We believe that in providing equity to senior executives and requiring that a minimum number of shares be accumulated by such executives over time, the interests of our executives will be more fully aligned with those of our stockholders. The Company has adopted a policy to prohibit short sales or hedging transactions by executives and members of the Board. Through these awards and these policies, the Company believes that executives will take a longer view of the Company and will seek to enhance stockholder value several years into the future. Equity awards also serve as a means of encouraging excellent future performance and of retaining key employees over the long term. In addition, it is highly prevalent among peer companies to award equity to executives regularly. It would be difficult to attract, motivate, and retain executives without offering them a share in the Company's long term prospects. Historically at the Company, equity awards have taken the form of either incentive stock options or time-based restricted stock (typically having a three year, cliff-vesting schedule with forfeiture for failing to remain continuously employed through the vesting date).

However, financial conditions in late 2014 were challenging for the Company. Following a reduction in force in late 2014 and a salary freeze, in order to improve morale and ensure retention of the workforce, senior management and the Compensation Committee moved forward the 2015 equity award (which typically would have been made in March 2015) to late December 2014, at which time the Board awarded stock options to the entire workforce. As reported in last year's proxy statement, executive officers received half of their options as time-vested options and the other half as performance-based options. In light of 2014 financial performance, the fact that equity had been awarded in December 2014 (largely for retention purposes) and management's commitment to minimizing operating expenses (including expensing of equity), the Board chose not to make any equity grants to executive officers during fiscal year 2015, with the exception of an award to new hire, Ulrich Trogele, who joined the company as Chief Operating Officer in January 2015.

In Mr. Trogele's case, 2015 equity consisted of 37,500 restricted shares broken into five equal tranches of 7,500 shares with the following vesting attributes: i) 90 day vest; ii) one year vest; iii) two year vest; iv) three year vest and v) three years plus the achievement of certain performance metrics. The company arrived at the size of Mr. Trogele's equity package through consideration of his then-current compensation package, his level of experience (including operating statement responsibility for business functions much larger than the Company), and the desire to ensure that his interests as COO would be quickly aligned with those of our other stockholders. Further, the Compensation Committee determined that a staggered vesting schedule would encourage Mr. Trogele's retention while giving the Company an opportunity to evaluate the prospects for his continued success before all equity had vested.

**Other Benefits** In 2015, the Company continued to offer a comprehensive suite of other benefits to its executives. We offered group health (medical, dental and vision) and life insurance to all of our employees, including key executive officers. Our medical plan takes the form of PPO programs which are largely self-funded. However, the Company limited its claims exposure by maintaining stop loss coverage on an individual basis and placed its third party administration with a nationally-known insurance carrier. Health benefits premiums were highly-subsidized by the Company and offered extremely competitive terms (e.g., low co-payments and office visit charges). As a corollary to the group health plan, the Company continued to promote wellness through its voluntary program, through which the Company gives financial incentives for fitness, participation in group events (e.g., 5K, walking, yoga), and diet planning, among other things. These programs are a powerful tool in recruiting and not only raise morale, but also serve to ensure the continued health of the workforce. Our executives also enjoyed life insurance and long term disability insurance coverage. In addition, executives received an automobile allowance and, in the case of the CEO, reimbursement for other perquisites (e.g., country club membership) that provide a venue for the cultivation of business relationships.

Finally, in 2015, our executives (and, in fact, any full time employee) continued to have the option to participate in the Company's 401K retirement savings plan, under which the Company matches up to 5% of the participant's salary (subject to an annual cap) and the Employee Stock Purchase Plan, which permits the purchase of Company shares at a discount through payroll deduction.

#### ***Benchmarking and the Compensation Consultant***

During 2015 the Compensation Committee retained independent compensation consultant, Exequity, to update the group of comparator companies for purposes of benchmarking 2015 compensation. In connection with that effort, Exequity defined a group of comparators, consisting of 14 publicly traded specialty chemical companies having similar revenues (ranging between \$250 million per annum and \$1 billion per annum) and market capitalization (ranging between \$115 million and \$1.989 billion). As an additional point of reference, Exequity also used Mercer's 2015 Benchmark Database Survey filtered for companies with revenues of \$100 million to \$400 million per annum. In defining the comparator group, Exequity focused on product lines, Global Industry Classification Standard numbers, and a proxy review to determine whether and to what extent peer companies identified the Company (or others in the Company's peer group) as comparators. The comparator group (Proxy Peers) identified by Exequity includes Aceto Corporation (ACET), Balchem Corporation (BCPC), Calgon Carbon Corporation (CCC), Chase Corporation (CCF), Hawkins, Inc. (HWKN), Innophos Holdings Inc. (IPHS), Innospec Inc. (IOSP), Intrepid Potash, Inc. (IPI), KMG Chemicals, Inc. (KMG), Landec Corporation (LNDC), LSB Industries, Inc. (LXU), OMNOVA Solutions, Inc., Quaker Chemical Corporation (KWR) and Trecora Resources (TREC). It should be noted that American Vanguard is the only publicly traded crop protection Company of its size. With the exception of Aceto (which has a small percentage of net sales arising from crop protection products), Companies that we have identified as Proxy Peers do not operate at all in the crop protection sector.

Using the Proxy Peers as a reference point, the Company found that its 2015 CEO compensation yielded the following comparative results.

The CEO salary (\$605K) was just below the median (\$669K) of the Proxy Peers.

CEO incentive compensation (\$100K) was below the 25<sup>th</sup> percentile (\$400K) for Proxy Peers.

Total cash for the CEO (\$720K) was below the 25<sup>th</sup> percentile (\$960K) for Proxy Peers.

Equity: no equity was awarded in 2015. Awards made in early 2016 approximated the 25<sup>th</sup> percentile (\$443K) of Proxy Peer CEOs.

Total direct compensation for the Company's CEO (\$758K without the December equity award and \$1,031K with such award) was also below the 25<sup>th</sup> percentile (\$1,462K) of the Proxy Peers.

Generally speaking, according to the Exequity study, compensation for NEOs yielded similar results. That is, salary was near the median of the Proxy Peers, while incentive compensation, total cash, equity and total direct compensation, all fell well below the 25<sup>th</sup> percentile of Proxy Peers.

#### ***Closing Comments***

The Company believes that its executive compensation meets its primary objectives. In 2015, the Company's financial performance improved. While net sales were down by 3% in a challenging market, net income rose 36% and gross margin improved by one percent. In addition, management outperformed in improving its balance sheet and working capital, reducing operating expenses, inventory, factory under absorption costs, and debt, even while borrowing to finance two international product line acquisitions. Further, the company's cash flow improved from \$34MM of cash used in operations to \$79MM of cash provided by operations (a swing of about \$112MM) year-over-year. In keeping with its efforts to manage operating expenses

(including expensing of equity), the Company did not award any further equity to executives in FY2015. Further, in acknowledgement of improvements in profitability and the balance sheet, the Company awarded bonus compensation of a modest size to NEOs, such that total cash and total direct compensation were still well below the 25<sup>th</sup> percentile for NEOs in the Proxy Peer group. For these reasons, the Company believes that we continue to pay for performance.

#### **COMPENSATION COMMITTEE REPORT**

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis required by Item 402 (b) of Regulation S-K with management and, based on the review and discussions referred to in that Item, the Committee recommended to the Board that the Compensation Discussion and Analysis be incorporated by reference in the Form 10-K.

Lawrence S. Clark, Chair

Morton D. Erlich

Alfred F. Ingulli

**EXECUTIVE OFFICERS OF THE COMPANY**

The following persons are the current NEOs of the Company:

<b>Name of Director/Officer</b>	<b>Age</b>	<b>Capacity</b>
Eric G. Wintemute	60	Chairman and CEO
Ulrich G. Trogele	58	Executive Vice President, COO
David T. Johnson	59	Vice President, CFO and Treasurer
Ad de Jong	63	Managing Director, Amvac Netherlands BV
Cynthia B. Smith	53	Senior Vice President Global Regulatory Affairs and Product Development

**Eric G. Wintemute** has served as a director of the Company since June 1994. He was appointed Chairman and CEO in June 2011.

Mr. Wintemute has also served as President and CEO from July 1994 until June 2011, after having been appointed Executive Vice President and COO of the Company in January 1994.

**Ulrich G. Trogele** has served as Chief Operating Officer since January 2015. Prior to joining the Company, Mr. Trogele spent 28 years in positions of increasing responsibility within the agribusiness sectors of agrochemicals, biologicals and plant nutrition. His career included 10 years at FMC Corporation, as President of Asia-Pacific and several years as North American Area Director for FMC's agricultural solutions business.

**David T. Johnson** has served as Vice President, CFO, and Treasurer of the Company since March, 2008. Mr. Johnson served as Finance Director for Amcor Flexibles UK Ltd., a 500 million dollar manufacturer of decorative packaging and a subsidiary of Amcor, a multibillion dollar corporation based in Australia, from June 2003 through March 2008. Prior to that he served as Vice President of Finance for Sterer Engineering, a subsidiary of Eaton Aerospace, an eight billion dollar Cleveland based multinational Company from April 2001 through June 2003.

**Ad de Jong** has served as Managing Director of AMVAC Netherlands BV since July 2012. Prior to joining AMVAC, Mr. de Jong held positions of increasing responsibility over a 23 year period at Chemtura Corporation culminating with the position of Vice President Crop Protection for Europe/Middle East/Africa. Prior to his service at Chemtura, Mr. de Jong served in the advisory service with the Dutch Ministry of Agriculture.

**Cindy Baker Smith** joined AMVAC in September 2012 as Senior Vice President & Director of Global Regulatory Affairs. In 2014, she was appointed Assistant Secretary to the Company and took on responsibility for overseeing the Company's Product Development function. Prior to her service with AMVAC, Ms. Smith served in positions of increasing responsibility at the Gowan Group of Companies, a privately-held manufacturer and distributor of specialty chemicals used in agriculture. While at Gowan she managed global regulatory affairs, marketing, supply chain administration and human resources, and eventually became Chief Operating Officer.



**EXECUTIVE COMPENSATION**

The following table sets forth the aggregate cash and other compensation for services rendered for the year ended December 31, 2015, paid or awarded by the Company and its subsidiaries to the CEO, CFO, the three most highly compensated executive officers other than the CEO and CFO, and any persons who departed from the Company during the subject year and, but for such departure, would have been in any of the aforementioned categories (the "NEOs").

**SUMMARY COMPENSATION TABLE**

Name and Principal Position	Year	Salary (\$)	Bonus \$(1) (d)	Stock Awards (\$) (e)	Option Awards (\$) (f)	Non-Equity Incentive Plan Compensation (\$) (g)	Change in Pension Value and Non- Qualified Compensation Earnings (\$) (h)	All Other Compensation (\$) (i)	Total (\$) (j)
Eric G. Wintemute	2015	605,000	100,000					52,920	757,920
	2014	605,000		596,612	275,210			52,370	1,529,192
	2013	592,000	300,000	1,052,606				51,900	1,996,506
Ulrich G. Trogele	2015	354,462	222,000	424,815				32,820	1,034,097
David T. Johnson	2015	318,500	50,000					28,620	397,120
	2014	318,500		157,047	78,118			28,370	582,035
	2013	306,500	160,000	266,930				28,460	761,890
Ad de Jong	2015	308,000	43,000					21,251	372,251
	2014	320,000		165,581	74,043			23,681	583,305
	2013	354,000	107,000	97,550				26,820	585,370
Cynthia B. Smith	2015	305,000	50,000					28,620	383,620
	2014	305,000		150,397	74,095			28,370	557,862
	2013	293,000	150,000	48,759				27,088	518,847
Glen D. Johnson(2)	2015	246,155						19,623	265,778
	2014	320,000		157,783	69,481			27,996	575,260
	2013	311,500	145,000	274,064				29,660	760,224

- (1) Amounts reflect bonus payments for service rendered in the subject year. These payments are made in April of the following year. The bonus payment for Ulrich G. Trogele also reflects signing bonus paid 30 days after commencement of employment.
- (2) Glen Johnson is not a current NEO (as he left the company on July 31, 2015); nevertheless, he is included in this table only because it is likely that he would have been an NEO but for his departure during the subject reporting year.

## SUPPLEMENTAL TABLE OF 2016 EQUITY AWARDS

The following table summarizes restricted stock awards granted to executive officers on January 6, 2016<sup>(3)</sup>.

Name	Number of Shares of Stock (#)	Price of Stock (\$/Share)	Full Grant Date Fair Value of Stock (\$)	Performance-Based Awards (\$)	Total (\$)
(a)	(b)	(c)	(d)	(e)	(f)
Eric G. Wintemute	27,236	11.48	156,335	156,335	312,669
Ulrich G. Trogele	8,104	11.48	46,517	46,517	93,034
David T. Johnson	7,170	11.48	41,156	41,156	82,312
Ad de Jong	6,466	11.48	37,115	37,115	74,230
Cynthia B. Smith	6,866	11.48	39,411	39,411	78,822

- (3) Executive officers received this award subject to stockholder approval of Proposal 4 herein (extension of the term of the Company's Equity Incentive Plan for three years, that is, through June 8, 2019).

## ALL OTHER COMPENSATION

		Perquisites (\$)	Tax Reimbursements (\$)	Insurance Premiums (\$)	Company Contributions to Defined Contribution Plans (\$)(3)	Severance Payments / Accruals (\$)	Change in Control Payments / Accruals (\$)
Eric G. Wintemute	2015	38,100(1)		2,070	12,750		
	2014	37,800(1)		2,070	12,500		
	2013	37,240(1)		2,160	12,500		
Ulrich G. Trogele	2015	18,000(2)		2,070	12,750		
David T. Johnson	2015	13,800(2)		2,070	12,750		
	2014	13,800(2)		2,070	12,500		
	2013	13,800(2)		2,160	12,500		
Ad de Jong	2015	21,251(2)					
	2014	23,681(2)					
	2013	26,820(2)					
Cynthia B. Smith	2015	13,800(2)		2,070	12,750		
	2014	13,800(2)		2,070	12,500		
	2013	13,800(2)		788	12,500		
Glen D. Johnson	2015	8,750(2)		1,207	9,666		
	2014	15,000(2)		2,070	10,926		
	2013	15,000(2)		2,160	12,500		

- (1) Automobile allowance of \$18,000, \$18,000 and \$18,000 for the years ended December 31, 2015, 2014 and 2013, respectively; and personal expense reimbursements of \$20,100, \$19,800 and \$19,240 relating to country club membership fees and assessments in the years ended December 31, 2015, 2014, and 2013, respectively.
- (2) Automobile allowance.
- (3) Effective January 1, 2005, the Company matches employee contributions to its 401(k) savings plan dollar for dollar up to 5% of base salary.



## GRANTS OF PLAN-BASED AWARDS

The following table sets forth the grant of plan-based awards for the year ended December 31, 2015 to the NEOs.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Option Awards: Number of Exercise or Base			Full Grant Date Fair Value of Stock (\$)(1)
		Threshold (\$)(c)	Target (\$)(d)	Maximum (\$)(e)	Threshold (\$)(f)	Target (\$)(g)	Maximum (\$)(h)	All Other Stock Awards: Number of Shares of Stock Securities or Underlying Options (#)(i)	Price of Awards (\$/Share)(j)	Price of Awards (\$/Share)(k)	
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)
Ulrich G. Trogele	1/5/15							7,500(2)		11.42	85,650
Ulrich G. Trogele	1/5/15							22,500(3)		11.42	256,950
Ulrich G. Trogele	1/5/15							6,000(4)		11.42	68,520
Ulrich G. Trogele	1/5/15							1,500(5)		9.13	13,695

- (1) This column shows the full grant date fair value of restricted stock grants made based on the closing price of the Company's stock as of the date of grant, with the exception of the TSR grant, which was determined by using the Monte Carlo valuation method, and incentive stock option award, which was determined by using the Black-Scholes valuation method. The full grant date fair value of each award is the number of shares multiplied by the grant date fair value per share. These amounts were not paid to any named executive officer. The recognized compensation expenses for 2015 are shown in the Stock Awards column in the Summary Compensation Table.
- (2) These grants constitute restricted stock that vests in its entirety upon ninety days of the award date and is subject to forfeiture in the event that the recipient is not continuously employed by the Company through the vesting date. The grant date fair value of these awards is \$11.42/share, which was determined based on the closing price of the Company's stock as of the date of grant.
- (3) These grants constitute restricted stock that vests one third on each of the first, second, and third anniversary of the award date and is subject to forfeiture in the event that the recipient is not continuously employed by the Company through the vesting date. The grant date fair value of these awards is \$11.42/share, which was determined based on the closing price of the Company's stock as of the date of grant.
- (4) These grants constitute performance shares that vest upon both (i) the passage of three years of full-time, continuous employment and (ii) the achievement of certain financial goals of the Company compared to an identified peer group. With respect to clause (ii), the number of shares to vest depends upon the level of net sales and income before tax achieved during the period commencing January 1, 2015 and ending December 31, 2017 as compared to internal targets and can vary from zero (for performance at less than 80% of the target) to 200% (for performance at or above 120% of the target). The grant date fair value of these awards is \$11.42/share, which was determined based on the closing price of the Company's stock as of the date of grant.
- (5) These shares constitute an award of performance shares that vest based upon both (i) continuous, full time service through the third anniversary of the award, and (ii) the achievement of TSR metrics as follows. As measured during the period commencing January 1, 2015 and ending December 31, 2017, assuming an initial share price of \$11.42 per share, the number of shares earned depends upon the achievement of a certain target share price as compared to that of the Russell 2000 Index and comparator companies, identified in the Company's 2014 Proxy Statement at the end of the measurement period and can vary from zero shares (for a share price that is 8% or more below the target) to 200% (for a share price that is 12% above the target). The grant date fair value of these awards is \$9.13/share, which was determined using the Monte Carlo valuation method.

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**OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END**

The following table shows, with respect to the NEOs, the number of shares covered by both exercisable and non-exercisable stock options as of December 31, 2015, with respect to options to purchase Common Stock of the Company. The closing price of the Common Stock on December 31, 2015, the last trading day of the Company's fiscal year, was \$14.01 per share.

Name	Number of Securities		Option Awards	Option Exercise Price (\$)	Option Expiration Date
	Underlying Unexercised Options Exercisable (#) (b)	Underlying Unexercised Options Unexercisable (#) (c)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#) (d)		
(a)					
Eric G. Wintemute	30,000			\$ 7.50	12/10/2020
Eric G. Wintemute	8,828	44,138		\$ 11.49	12/30/2024
David T. Johnson	6,779			\$ 14.75	03/07/2018
David T. Johnson	25,000			\$ 7.50	12/10/2020
David T. Johnson		15,034		\$ 11.49	12/30/2024
Ad de Jong		14,250		\$ 11.49	12/30/2024
Cynthia B. Smith		14,260		\$ 11.49	12/30/2024

Name	Number of Shares or Units of Stock That		Market Value of Shares or Units of Stock		Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested
	Have Not Vested (#) (g)	Have Not Vested (\$)	That Have Not Vested (\$)	That Have Not Vested (#) (i)	That Have Not Vested (\$)	
(a)						
Eric G. Wintemute	74,463	1,043,227				
Ulrich G. Trogele	30,000	420,300				
David T. Johnson	19,274	270,029				
Ad de Jong	14,481	202,879				
Cynthia B. Smith	11,835	165,808				

### OPTION EXERCISES AND STOCK VESTED

The following table shows, with respect to the NEOs, the number of shares acquired on the exercise of stock options and on vesting of stock awards and their respective value realized (market price less exercise price) for the year ended December 31, 2015.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#) (b)	Value Realized on Exercise (\$) (c)	Number of Shares Acquired on Vesting (#) (d)	Value Realized on Vesting (\$) (e)
(a)				
Eric G. Wintemute			26,758	434,176
Ulrich G. Trogele			7,500	81,600
David T. Johnson			6,804	115,280
Ad de Jong			10,000	136,700
Cynthia B. Smith			5,751	112,680
Glen D. Johnson	25,000	153,250	6,852	115,280

#### Pension Benefits and Non-qualified Deferred Compensation

The Company provided no pension benefits and no non-qualified deferred compensation to the NEOs during the year ended December 31, 2015.

#### Potential Payments Upon Termination or Change of Control

Each of the NEOs is party to a Change of Control Severance Agreement. Under the terms of those agreements, the employee is entitled to receive certain payments in the event that there is a change of control during the term of agreement and such employee is either terminated (for reasons other than cause) or resigns for good reason. In other words, there is a double trigger before benefits are earned under this arrangement. If the employee is terminated for cause or due to death or disability, he or she is not entitled to severance under the agreement. Provided both conditions for payment are met, employee is entitled to receive a lump sum amount equal to two years' base salary, 24 months' worth of COBRA coverage for medical insurance, executive level outplacement costs, and acceleration of unvested options (or other securities to which employee may have a right). For purposes of these agreements, change in control is defined to mean, in effect, either (i) a merger or consolidation of the Company in which those who were stockholders immediately before the effective time of the merger or consolidation have less than 50% of the voting power of the new corporation or entity; (ii) a sale or disposition of all or substantially all of the Company's assets; or (iii) when any person (as defined in Sections 13(d) and 14(d) of the Exchange Act) directly or indirectly owns more than 50% of the Common Stock of the Company. As a condition to payment, the employee must enter into a written release of claims against the Company.

The following table summarizes the estimated payments to be made to the NEOs in the event of a termination without cause or voluntary resignation for good reason after a change in control assuming, for illustration purposes, that such change in control had occurred on December 31, 2015.

	Salary (\$)	COBRA Insurance Premiums (\$)	Outplacement Services (\$)	Accelerated Options and Grants Vesting \$(1)	Total Change in Control Payments \$(2)
Eric G. Wintemute	1,210,000	59,443	25,000	1,550,372	2,844,815
Ulrich G. Trogele	720,000	63,426	25,000	420,300	1,228,726
David T. Johnson	637,000	63,575	25,000	442,769	1,168,344
Ad de Jong	616,000		25,000	366,611	1,007,611
Cynthia B. Smith	610,000	59,205	25,000	329,656	1,023,861

- (1) Upon change in control, the agreement allows for the accelerated vesting of options and grants. Assuming the change in control had happened as of December 31, 2015, then there would be unvested awards of 150,053 shares of restricted stocks and 101,054 shares of incentive stock options. If the change in control occurred on December 31, 2015, these awards would have vested and the Company would have recognized additional compensation expense based on grant date fair value in the amount of \$814,573 and \$331,562 for restricted stocks and incentive stock options, respectively.
- (2) Payments are subject to reduction to ensure that they are fully tax deductible by the Company.

#### Director Compensation

The following table summarizes compensation paid to the Board for the year ended December 31, 2015.

Name	Fees Earned or Paid in Cash	Stock Awards	Option Awards	Non-Equity Incentive Plan Compensation	Change in Pension Value and Non-Qualified Deferred Compensation Earnings	All Other Compensation	Total
Scott D. Baskin	77,500	50,000					127,500
Lawrence S. Clark	90,500	50,000					140,500
Debra F. Edwards	99,500	25,000					124,500
Alfred F. Ingulli	118,500	25,000					143,500
John L. Killmer	100,000	50,000					150,000
Morton D. Erlich	86,500	50,000					136,500
Carl R. Soderlind(1)	36,500						36,500
M. Esmail Zirakparvar	82,500	50,000					132,500

Note(1) Mr. Soderlind retired from the Board in June 2015.

The Company has the following compensatory arrangements with the non-employee members of its Board:

#### Cash Compensation:

Effective with his or her election or re-election to the Board, each non-management director is entitled to receive cash compensation for his or her services on the Board as follows:

Quarterly retainer fee of \$11,250 for services on the Board.

Quarterly retainer fee of \$6,250 for services as Lead Director of the Board.

Quarterly retainer fee of \$2,500 for service as chairperson of the Audit Committee.

Quarterly retainer fee of \$1,250 for service as chairperson of each of the Compensation Committee, the Nominating and Corporate Governance Committee, the Finance Committee and the Risk Committee.

Attendance fee of \$2,500 per meeting of the Board.

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Attendance fee of \$1,000 per meeting of each of the Risk Committee and the Nominating and Corporate Governance Committee.  
Attendance fee of \$1,500 per meeting of each of the Audit Committee, the Compensation Committee and the Finance Committee.  
Further, non-management directors receive \$1,250 per meeting in executive session.

Per diem fee of \$2,000 for special assignments as determined from time to time by the Board.



**Stock Awards:**

In accordance with the terms and conditions of the Company's Amended and Restated 1994 Stock Incentive Plan, as amended through June 5, 2013 (the Plan), each non-employee director of the Board is entitled to receive awards of the Company's Common Stock, par value \$.10 (Common Stock), as follows:

In connection with each non-employee director's election or re-election to the Board, such director is entitled to receive an award that equals \$50,000 (the Stock Award). Further, it is the policy of the Company that each director accumulate and hold Company stock equal to the number of shares received by him or her over the course of his or her first three full years of service on the Board, after which such director may elect to receive up to half of the value of any subsequent Stock Award in the form of a cash payment.

If a person is appointed to the Board for any partial year (for example, due to a vacancy on the Board), such director will receive a pro rata portion of the Stock Award as determined by the Compensation Committee or the Board.

Each Stock Award will be calculated based on the closing price of the Common Stock on the date of issuance, as reported on the New York Stock Exchange or other national exchange on which the Common Stock is traded. No fractional share of any Stock Award will be issued; the value of such fractional share will be paid in cash.

Each Stock Award will vest immediately in full upon grant.

It should be noted that during 2015, the Company awarded non-management directors common stock as indicated in the table above. However, due to an oversight by management, such award was made 22 days after the expiration of the Plan. Upon discovering the oversight, the directors returned those shares to the Company. Those shares are included in the directors' holdings as reported on page 12 hereof. As per Proposal 4 (page 38 of this Proxy), the Company is seeking stockholder approval to extend the term of the Plan. Assuming the term of the Plan is extended, in addition to the annual award made at the Annual Meeting, the Company will issue to non-management directors replacement shares equal in number to those that have been returned to the Company.

The Company has entered into written indemnification agreements with each of its directors, effective as of the first day of such person's service as a director. The agreement provides for contractual indemnification obligations by the Company to the extent permitted by applicable law and the advancement of expenses in connection therewith. The agreement also provides that any legal action brought by the Company against a director must be brought within two years from the date of the accrual of such action or such shorter period as provided by law.

See Description of Compensatory Arrangements Applicable to Non-Employee Directors for 2005 which was filed as Exhibit 10.1 to the Company's Form 8-K which was filed with the SEC on June 15, 2005.

**Employee Contracts, Termination of Employment and Change of Control Arrangements**

The Company and Eric G. Wintemute entered into a written employment agreement, dated as of January 15, 2008, pursuant to which Mr. Wintemute serves as the Company's Chairman and CEO. Mr. Wintemute's current annual base compensation is \$620,000, with increases to be made by the Board in their sole discretion. Mr. Wintemute may receive a bonus, in an amount as determined by the Board, based on his performance against reasonable qualitative and quantitative benchmarks. The agreement also provides Mr. Wintemute with certain additional benefits which are prevalent among executives at this level in the industry, including a car allowance of \$1,500 per month and reimbursement for reasonable and customary business expenses. Mr. Wintemute's agreement is of indefinite duration, unless terminated by the Company. If the Company terminates Mr. Wintemute's employment without cause and not due to disability or death, the Company shall pay to Mr. Wintemute an amount equal to two times the average annual cash compensation received by him over the

course of the two immediately preceding calendar years. If Mr. Wintemute dies or is disabled during the term of the agreement, the Company will pay his designated beneficiary any amounts (including salary) and continue any benefits due to Mr. Wintemute under the agreement for 12 months after his death.

AMVAC Chemical Corporation, the Company's principal operating subsidiary, and Ulrich Trogele entered into a written employment agreement dated as of December 31, 2014 pursuant to which Mr. Trogele serves as AMVAC's Executive Vice President and Chief Operating Officer. Under the terms of the agreement, Mr. Trogele's annual base compensation is \$360,000 and he was entitled to receive an initial bonus in the amount of \$150,000 (which was paid within 30 days after his start date of January 5, 2015). The agreement features a three year term and certain additional benefits that are customary for executives at this level in the industry, including a car allowance of \$1,500 per month. Also, in the event of termination without cause, Mr. Trogele is entitled to severance pay in the amount of the greater of (i) his annual base wage and health insurance for the remainder of the term and (ii) one year's base wage and health insurance. He is also party to a Change in Control (C-in-C) Agreement the form of which is substantially similar to that currently in place between the Company and other executives; in the event of a termination that qualifies him for severance under both agreements, Mr. Trogele would be entitled to receive the more favorable severance package.

#### **Compensation Committee Interlocks and Insider Participation**

The Compensation Committee of the Board for the year ended December 31, 2015, consisted of Lawrence S. Clark, Alfred F. Ingulli, and Morton D. Erlich. During 2015, no officer or employee of the Company served on the board of directors of any other entity, where any officer or director of such entity also served on the Company's Board. Carl R. Soderlind was a member of the Compensation Committee until his retirement from the Board in June 2015.

#### **Review and Approval of Related Person Transactions**

In accordance with the terms of its written charter, the Nominating and Corporate Governance Committee (the Committee) has the responsibility for the review and approval or ratification of all related persons and conflict of interest transactions involving any director, executive officer, nominee for director, any holder of 5% or more of any class of the Company's voting securities or any non-executive officer (or any member of the immediate family of any of the foregoing persons), if such related person or conflict of interest transaction involves more than \$10,000, in each case using appropriate counsel and other advisers, as the Committee may deem necessary.

In the course of its review of a proposed related person transaction, the Committee will consider all relevant facts and circumstances, including: (i) the benefits of the transaction to the Company; (ii) the impact of the transaction on a director's independence; (iii) the availability of other sources for comparable products or services; (iv) the terms of the transaction; (v) the terms available to unrelated third parties or to employees generally; and (vi) other facts and circumstances that may bear on the materiality of the transaction under applicable law and listing standards. The Committee may seek bids, quotes or independent valuations from third parties in connection with assessing any proposed related person transaction.

The Committee will approve only those related person transactions that are in, or are not inconsistent with, the best interests of the Company and its stockholders, as the Committee determines in good faith. To the extent that a proposed related person transaction involves any member of the Committee (or an immediate family member of any member of the Committee), such member would not participate in the deliberations or vote respecting the approval or ratification of the proposed transaction.

#### **Related Person Transactions**

The Company is party to a consulting agreement with director Debra F. Edwards to provide technical services relating to product defense and stewardship. The Company has not compensated Ms. Edwards for such services since fiscal year 2014 (during which the total paid was approximately \$10,625).

**SUMMARY OF PROPOSALS**

This Proxy contains three proposals for which stockholder action is sought.

Proposal 1 requests the election of eight directors to the Board.

Proposal 2 requests the ratification of the appointment of BDO USA, LLP as the Company's independent registered public accounting firm for 2016.

Proposal 3 requests an advisory vote on executive compensation.

Proposal 4 requests an extension of the term of the Company's 1994 Equity Incentive Plan (as amended) for a period of three years, that is, through June 8, 2019.

Details of each proposal appear below.

**PROPOSAL 1**

**Election of Directors**

The Board is elected annually. The Certificate of Incorporation and Bylaws, as each have been previously amended and restated, of the Company, currently provide that the number of directors of the Board shall not be more than nine nor less than three. As per the Bylaws, the Board has fixed the maximum number of directors at nine. At this election, eight directors have been nominated to be elected at the Annual Meeting and will hold office from the time of the election until the next Annual Meeting and until their respective successors are duly elected and qualified, or until their earlier resignation or removal. The Board has nominated Scott D. Baskin, Lawrence S. Clark, Debra F. Edwards, Morton D. Erlich, Alfred F. Ingulli, John L. Killmer, Eric G. Wintemute, and M. Esmail Zirakparvar to be elected to serve as directors until the next annual meeting or until their successors are duly elected and qualified.

**REQUIRED VOTE AND RECOMMENDATION**

The directors to be elected by the holders of Common Stock shall be the candidates receiving a number of **FOR** votes that exceed the number of **AGAINST** votes.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE **FOR** THE NOMINEES IDENTIFIED ABOVE.

## PROPOSAL 2

### Ratification of Appointment of Independent Registered Public Accounting Firm

The Audit Committee of the Company has appointed BDO as the Company's independent registered public accounting firm for the year ending December 31, 2016, and the Board of Directors has confirmed that appointment.

BDO has served as the independent registered public accounting firm of the Company continuously since 1991. It is believed that its knowledge of the Company's business gained through this period of service is of great value.

Aggregate fees for professional services rendered to the Company by BDO for the years ended December 31, 2015 and 2014, were (in thousands):

	2015	2014
Audit	\$ 637	\$ 584
Tax	177	226
	\$ 814	\$ 810

*Audit fees* for 2015 and 2014 were for professional services rendered for the audits of the consolidated financial statements of the Company, including the audits of internal controls under Section 404 of the Sarbanes-Oxley Act, reviews of quarterly financial statements, consents, and assistance with review of documents filed with the SEC.

*Tax fees* for 2015 and 2014 were for services related to tax compliance, including the preparation of tax returns and claims for refund, and tax planning and tax advice, including assistance with and representation in tax audits, advice related to acquisitions, and requests for technical advice from tax authorities.

*Audit Related fees*, if any, would primarily relate to assurance services, accounting consultations in connection with acquisitions, and consultations concerning financial accounting and reporting standards. There were none in 2015 and 2014.

*All Other fees*, if any, would relate to services other than those in the above three categories. There were none in 2015 and 2014.

Our Audit Committee has considered whether the provision of the non-audit services described above is compatible with maintaining our registered public accounting firm's independence and determined that such services are appropriate.

Representatives of BDO are expected to be present with Management at the Annual Meeting and will be given the opportunity to respond to written questions that are submitted during the webcast and otherwise to make any statements that they desire.

### REQUIRED VOTE AND RECOMMENDATION

The affirmative vote of holders of a majority of the shares of Common Stock cast at the meeting is required to ratify the appointment of BDO. THE BOARD OF DIRECTORS RECOMMENDS A VOTE **FOR** THE FOLLOWING RESOLUTION:

**Resolved, that the appointment of BDO USA, LLP as the Company's independent registered public accounting firm to audit the 2016 consolidated financial statements and related internal controls over financial reporting of American Vanguard Corporation and its subsidiaries, made by the Audit Committee and the Board, is hereby ratified.**

### PROPOSAL 3

#### Advisory Vote on Executive Compensation

Over the past three years, stockholders have indicated over 97% approval for the Company's executive compensation. As mentioned in the Compensation Discussion and Analysis, our executive compensation is designed to align management's interest with the long-term interests of stockholders; to provide compensation on the basis of performance that supports key financial and strategic business outcomes; and to attract, motivate and retain top talent to lead our business. Our executive compensation:

Has been benchmarked against a comparator group that is similar in size, Global Industry Classification Standard code and that cites the Company (and the group) as peers;

Is designed in collaboration with an independent compensation consultant;

Features incentive elements that rise and fall with financial performance (e.g. in light of reduced financial performance in 2014, NEOs received no cash incentive compensation and 2015 salaries were frozen, then with improvement in profitability and balance sheet metrics in 2015, modest cash bonuses were awarded to NEOs);

Includes time-based and performance-based equity awards and holding periods that give executives the long view of the Company. In 2014 and then again in January 2016, half of the equity awards to NEOs were performance-based; that places the grant/award value at-risk dependent upon future financial performance and stockholder return;

Is based primarily upon objective performance targets such as net sales, net income and SMART goals;

Includes factors that limit discretion and discourage misconduct, such as caps on bonuses, a clawback provision, a policy against hedging shares; and

Is administered pragmatically to ensure that NEOs are paid for performance (as evidenced by the reduction in both cash and non-cash compensation for 2014 and total compensation below the 25<sup>th</sup> percentile of Proxy Peers for 2015) but also includes incentives for retaining key employees for the purpose of building long term stockholder value.

This advisory stockholder vote, commonly known as Say-on-Pay, gives you as a stockholder, the opportunity to endorse or not endorse our executive compensation program and policies through the following resolution. Because your vote is advisory, it will not be binding upon the Board of Directors. However, the Company's Compensation Committee will take into account the outcome of the vote when considering future executive compensation arrangements.

#### REQUIRED VOTE AND RECOMMENDATION

The passage of a recommendation requires the affirmative vote of holders of a majority of the shares of Common Stock cast at the meeting. THE BOARD OF DIRECTORS RECOMMENDS A VOTE **FOR** THE FOLLOWING RESOLUTION:

**Resolved, that the stockholders approve the overall executive compensation policies and procedures of the Company, as described in the Compensation Discussion and Analysis and the tabular disclosures regarding named executive officers' compensation in this Proxy Statement.**

**Proposal 4**

**Amending the Term of the Company's Equity Incentive Plan**

In June 1994, stockholders adopted the American Vanguard 1994 Equity Incentive Plan, which is the vehicle by which it issues equity to directors, officers and employees. The Plan was subsequently restated and amended, most recently in June 2013, when stockholders approved provisions that would permit the issuance of performance-based securities consistent with IRC Section 162(m). The Plan is otherwise flexible as to the types of equity that can be issued thereunder. Awards to NEOs under the Plan have historically taken the form of options and restricted stock.

As mentioned in the Compensation Discussion and Analysis, equity grants are an essential component of the Company's compensation, as equity serves both to align the interests of directors, officers and employees with those of stockholders and to encourage retention. However, under Section 15 of the Plan, the Company's ability to issue additional shares lapsed as of May 12, 2015. Under that same section, material amendments to the Plan must receive stockholder approval. Further, under NYSE Listing Rules 303A.08 and 312.03(a), compensatory awards of stock to directors, officers or employees require either stockholder approval or issuance under a plan that has been approved by stockholders. Thus, in order to enable further issuance of shares to directors, officers or employees under the Plan, it is necessary to extend the term, and such extension requires stockholder approval. As of the date of publication of this Proxy, approximately 788,857 shares remain authorized for issuance taking into account a reserve against shares issued in January 2016 subject to the approval of this proposal. We are not proposing to change any other term of the Plan nor even the number of shares previously authorized for issuance, just the term of the Plan. We believe that renewing the term of the Plan for a three year period, that is, until June 8, 2019, would enable the Company both to continue making equity awards consistent with its compensation philosophy and to otherwise evaluate the terms of the Plan in light of executive compensation trends and changing laws. A copy of the Plan redlined to show the current number of shares authorized thereunder and the proposed change to Section 15 is attached hereto as Exhibit A.

**REQUIRED VOTE AND RECOMMENDATION**

The affirmative vote of holders of a majority of the shares of Common Stock cast at the meeting is required to amend the Equity Incentive Plan. THE BOARD OF DIRECTORS RECOMMENDS A VOTE **FOR** THE FOLLOWING RESOLUTION:

**That the Company's 1994 Equity Incentive Plan, as amended and restated, be, and hereby is, amended to provide that the term thereof be renewed for a period of three years, that is, through June 8, 2019 (it being understood that all other provisions of the Plan and the number of shares currently authorized for issuance thereunder, remain unchanged).**

## COMMUNICATIONS

### Communications to the Board

All communications to the Board or any individual director must be in writing and addressed to them c/o American Vanguard Corporation, Attn: Corporate Secretary, 4695 MacArthur Court, Suite 1200, Newport Beach, California 92660.

### Proposals for Submission at Next Annual Meeting

Any stockholder who intends to present a proposal at the Company's 2017 Annual Meeting of Stockholders must send the proposal to: American Vanguard Corporation, Attn: Corporate Secretary, 4695 MacArthur Court, Suite 1200, Newport Beach, California 92660.

If the stockholder intends to present a proposal at the 2017 Annual Meeting of Stockholders, without inclusion of such proposal in the Company's proxy materials, the proposal must be received by the Company no earlier than December 31, 2016 and no later than January 15, 2017, and must (i) present a proper matter for stockholder action under the Delaware General Corporation Law, (ii) comply with the requirements of the Company's Certificate of Incorporation and Bylaws, each as amended and restated, and (iii) comply with the requirements of the Securities Exchange Act.

### Stockholder Nomination of Directors

The Nominating and Corporate Governance Committee of the Board will consider nominees to the Board recommended by stockholders for the 2017 Annual Meeting of Stockholders, provided that the stockholders comply with the following procedures:

Notice of the nomination must be given in writing to the Chair of the committee (specifically to American Vanguard Corporation, Attn: Chairperson of the Nominating and Corporate Governance Committee, 4695 MacArthur Court, Suite 1200, Newport Beach, California 92660) not less than ninety (90) days prior to any meeting of stockholders called for the election of directors.

Any notice of nomination must include (i) the stockholder's name, address and number of shares of the Company owned by such stockholder; (ii) the name, age, business address, residence address, and principal occupation of the nominee; (iii) the number of shares of the Company beneficially owned by the nominee; (iv) information that would be required to be disclosed in the solicitation of proxies for election of directors under the federal securities laws; (v) information as to whether the nominee can understand basic financial statements; and (vi) information as to the nominee's other board memberships (if any). The stockholder must also submit with such notice the nominee's written consent to be elected and to serve on the Board.

The committee may require any nominee to furnish any other information, within reason, that may be needed to determine the eligibility of the nominee.

In considering candidates for the Board, the committee selects from candidates that exhibit a proven track record of relevant skills and characteristics in the context of the current makeup of the Board. The assessment includes a review of the candidate's (i) understanding of the Company's industry, (ii) experience as a member of senior management in this industry, (iii) experience as a member of the board of directors of a publicly-traded Company, and (iv) acumen and experience in strategic planning, corporate finance, and mergers and acquisitions all in the context of the perceived needs of the Board at that point in time.



**ANNUAL REPORT ON FORM 10-K**

Upon request, the Company will provide without charge to any beneficial owner of its Common Stock, a copy of its Annual Report on Form 10-K (excluding exhibits), filed with the SEC with respect to the year ended December 31, 2015. Requests are to be made to the attention of the Chief Financial Officer, American Vanguard Corporation, 4695 MacArthur Court, Suite 1200, Newport Beach, California 92660.

**OTHER MATTERS**

The Company's Annual Report for the year ended December 31, 2015 accompanies this Proxy Statement but shall not be deemed incorporated herein. The Board does not know of any matter to be acted upon at the Annual Meeting other than the matters described herein.

By Order of the Board of Directors

Timothy J. Donnelly

*Chief Administrative Officer,*

*General Counsel & Secretary*

Dated: April 25, 2016

**EXHIBIT A**

**AMERICAN VANGUARD CORPORATION**

**AMENDED AND RESTATED 1994 STOCK INCENTIVE PLAN**

**(Amended and Restated through June 8, 2016)**

**1. Purposes.**

The purposes of the American Vanguard Corporation Amended and Restated 1994 Stock Incentive Plan (the **Plan**) are (i) to enable American Vanguard Corporation (the **Company**), a Delaware corporation, and its subsidiaries to obtain and retain the services of the types of employees, consultants, officers and directors who will contribute to the Company's long range success, and (ii) to provide incentives which are linked directly to increases in the Company's Common Stock, par value \$.10 per share (the **Common Stock**), which will inure to the benefit of all stockholders of the Company.

**2. Administration.**

(a) The Plan will be administered by a committee of the Company's Board of Directors (the **Committee**) consisting of two or more directors as the Company's Board of Directors (the **Board**) may designate from time to time, each of whom shall satisfy such requirements that:

(i) the Securities and Exchange Commission may establish for administrators acting under plans intended to qualify for exemption under Rule 16b-3 or its successor under the Securities Exchange Act of 1934 (the **Exchange Act**);

(ii) the principal securities exchange on which the shares of the Common Stock are then traded (the **Exchange**) may establish pursuant to its rule-making authority for directors serving in such capacity; and

(iii) the Internal Revenue Service may establish for outside directors acting under plans intended to qualify for exemption under Section 162(m) of the Internal Revenue Code of 1986, as amended (the **Code**).

(b) The Committee shall have the authority to construe and interpret the Plan and any Awards (as defined in Section 5 below) granted under the Plan, to establish and amend rules for Plan administration, to set forth the terms and conditions of any Award and to make all other determinations which it deems necessary or advisable for the administration of the Plan. The determinations of the Committee shall be made in accordance with their judgment as to the best interests of the Company and its stockholders and in accordance with the purposes of the Plan and the charter of the Committee. The Committee may authorize one or more officers of the Company to select persons to participate in the Plan and to determine the number and type of Awards and other rights to be granted to such persons, except with respect to Awards to officers subject to Section 16 of the Exchange Act or officers who are or may become covered employees within the meaning of Section 162(m) of the Code (**Covered Employees**), as reasonably determined by the Committee, and any reference in the Plan to the Committee shall include such authorized officer or officers.

**3. Participation.**

Participants may consist of all employees, officers and consultants of the Company and its subsidiaries and all non-employee directors of the Company. Any corporation or other entity in which the Company has a direct or indirect equity interest shall be a subsidiary for purposes of the Plan. Designation of a participant in any year shall not require the Committee (or its designee) to designate that person to receive an Award in any other year or to receive the same type or amount of Award as granted to the participant in any other year or as granted to any other participant in any year. The Committee shall consider all factors that it deems relevant in selecting participants and in determining the type and amount of their respective Awards.

**4. Shares Reserved for Awards.**

(a) Subject to adjustment as provided in Section 12 below, there is hereby reserved for grant and issuance under the Plan an aggregate of 788,857<sup>1</sup> shares of Common Stock for the purpose of making Awards under Section 5 of the Plan. Shares subject to the Plan may either be authorized and unissued shares or shares reacquired by the Company. Shares subject to an Award which for any reason expires or terminates unexercised or is not earned in full may again be made subject to an Award under the Plan. No participant may receive an Award in the form of Stock Options (as defined in Section 6 below), SARs (as defined in Section 7 below), Restricted Stock (as defined in Section 8 below), Restricted Stock Units (as defined in Section 8 below) or any combination thereof under the Plan with respect to more than 500,000 shares of Common Stock in any calendar year. For purposes of determining the share reserve under this Section 4, each share of Common Stock issued pursuant to an Award of Restricted Stock or Restricted Stock Units shall count as 1.5 shares of Common Stock. The shares reserved for issuance and the limitations set forth above shall be subject to adjustment in accordance with Section 12 below. All of the available shares may, but need not, be issued pursuant to the exercise of Incentive Stock Options (as defined under Section 422(b) of the Code). At all times the Company will reserve and keep available a sufficient number of shares of Common Stock to satisfy the requirements of all outstanding Awards made under the Plan and all other outstanding but unvested Awards made under the Plan that are to be settled in Common Stock.

(b) In connection with the acquisition of any business by the Company or any of its subsidiaries, any outstanding grants, awards or sales of options or other similar rights pertaining to such business may be assumed or replaced by Awards under the Plan upon such terms and conditions as the Board determines. The date of any such Award shall relate back to the date of the initial grant or award being assumed or replaced, and service with the acquired business shall constitute service with the Company and its subsidiaries for purposes of such Award. Any shares of Common Stock underlying any Award pursuant to any such acquisition shall be disregarded for purposes of applying the share reserve and shall not reduce the number of shares of Common Stock otherwise available under Section 4 above.

**5. Awards.**

The Committee is authorized to make any Award under the Plan provided that their terms and conditions are not inconsistent with the provisions of the Plan. For purposes of this paragraph 5, Award means an award of any Stock Option, SARs, Restricted Stock, Restricted Stock Unit, Performance Award or Other Stock or Cash Awards, or any combination thereof, whether alternative or cumulative, authorized by and granted under this Plan.

**6. Stock Options.**

(a) A Stock Option is a right to purchase a number of shares of Common Stock at such exercise price, at such times and on such other terms and conditions as are specified in or determined pursuant to the document(s) evidencing the Award. Stock Options may be granted to participants at any time as determined by the Committee. The Committee shall determine the number of shares subject to each Stock Option. The Committee may grant Stock Options as Incentive Stock Options or Stock Options that are not intended to qualify as Incentive Stock Options, as the Committee, in its sole discretion, shall determine. The option price for a Stock Option shall be determined by the Committee but shall not be less than 100% of the Fair Market Value of the Common Stock on the date the Stock Option is granted. Each Stock Option shall expire at such time as the Committee shall determine at the time of grant. Stock Options shall be exercisable at such time and subject to such terms and conditions as the Committee shall determine; provided, however, that no Stock Option shall be exercisable later than ten (10) years after the date of its grant. The option price, upon exercise of any Stock Option, shall be payable to the Company in full by (i) cash payment or its equivalent, (ii) tendering previously acquired shares purchased on the open market or held for at least six months having a Fair Market Value at the time of exercise equal to the option price, or certification of ownership of such previously-acquired shares and (iii) such other methods of payment as the Committee, at its discretion, deems appropriate. In no event shall the

Committee cancel any outstanding Stock Option for the purpose of reissuing the Stock Option to the participant at a lower exercise price or reduce the option price of an outstanding Stock Option.

<sup>1</sup> This number indicates reserved shares as of March 31, 2016.

(b) Stock Options intended to qualify as Incentive Stock Options may only be granted to employees of the Company, a parent corporation (as defined in Section 424(e) of the Code) or a subsidiary corporation (as defined in Section 424(f) of the Code), as determined by the Committee. No Incentive Stock Option shall be transferable by a participant otherwise than by will or the laws of descent and distribution, and is exercisable, during the participant's lifetime, only by the participant. No Incentive Stock Option shall be granted to any person if immediately after the grant of such Award, such person would own stock of the Company, including Common Stock subject to outstanding Awards held by him or her under the Plan or any other plan established by the Company, amounting to more than ten percent (10%) of the total combined voting power or value of all classes of stock of the Company, unless the exercise price of any such Stock Option is 110% of the Common Stock's Fair Market Value on the grant date and the exercise period for any such Stock Option is not more than five (5) years. If and to the extent that any shares of Common Stock are issued under a portion of any Stock Option that exceeds the \$100,000 limitation of Section 422 of the Code, such shares shall not be treated as issued under an Incentive Stock Option in accordance with applicable Treasury regulations notwithstanding any designation otherwise. Certain decisions, amendments, interpretations and actions by the Committee and certain actions by a participant may cause a Stock Option to cease to qualify as an Incentive Stock Option pursuant to the Code and by accepting a Stock Option the participant agrees in advance to such disqualifying action.

#### **7. Stock Appreciation Rights.**

A Stock Appreciation Right or SAR is a right to receive value with respect to a specific number of shares of Common Stock equal to or otherwise based on the excess of (i) the Fair Market Value of a share at the time of exercise over (ii) the exercise price of the right, subject to such terms and conditions as are expressed in the document(s) evidencing the Award. SARs may be granted to a participant at any time as determined by the Committee. A SAR may be granted in tandem with a Stock Option granted under the Plan or on a free-standing basis. The Committee also may, in its discretion, substitute SARs that can be settled only in stock for outstanding Stock Options. The grant price of a tandem or substitute SAR shall be equal to the option price of the related option. The grant price of a free-standing SAR shall be equal to the Fair Market Value of a share of Common Stock on the date of its grant. A SAR may be exercised upon such terms and conditions as the Committee in its sole discretion determines; provided, however, that the period during which a SAR may be exercised shall not exceed the option term in the case of a tandem or substitute SAR or ten (10) years in the case of a free-standing SAR and the terms and conditions applicable to a substitute SAR shall be substantially the same as those applicable to the Stock Option which it replaces. Upon exercise of a SAR, the participant shall be entitled to receive payment from the Company in an amount determined by multiplying the excess of the Fair Market Value of a share of Common Stock on the date of exercise over the grant price of the SAR by the number of shares with respect to which the SAR is exercised. The payment may be made in cash or stock, at the discretion of the Committee, except in the case of a substitute SAR, in which case payment may be made only in stock.

#### **8. Restricted Stock and Restricted Stock Units.**

Restricted Stock is a grant of shares of Common Stock subject to such conditions as are expressed in the document(s) evidencing the Award. A Restricted Stock Unit is a right to receive, in Common Stock, the Fair Market Value of one share of Common Stock, the grant, issuance, retention and/or vesting of which is subject to such conditions as are expressed in the document(s) evidencing the Award. Restricted Stock and Restricted Stock Units may be awarded or sold to participants under such terms and conditions as shall be established by the Committee. Restricted Stock and Restricted Stock Units shall be subject to such restrictions as the Committee determines, including, without limitation, one or more of the following: (i) a prohibition against sale, assignment, transfer, pledge, hypothecation and other encumbrance for a specified period; and (ii) a requirement that the holder forfeit (or in the case of shares or units sold to the participant, resell to the Company at cost) such unvested shares or units in the event of termination of employment during the period of restriction. All restrictions shall expire at such times as the Committee shall specify.

**9. Other Stock or Cash Awards.**

In addition to the incentives described in Sections 6 through 8 above, the Committee may grant other incentives payable in cash or in Common Stock under the Plan as it determines to be in the best interests of the Company and subject to such other terms and conditions as it deems appropriate ( Other Stock or Cash Awards ).

**9A. Performance Awards.**

**9A.1 Generally.**

Executive Officer means any covered employee within the meaning of Section 162(m)(3) of the Code.

Performance Award means an Award granted pursuant to this Section 9A of a contractual right to receive Stock or a fixed or variable amount of cash (as determined by the Committee) upon the achievement, in whole or in part, of the applicable Performance Criteria. A grant of Restricted Stock Awards or Stock Unit Awards may be designed to qualify as Performance Awards.

Performance Criteria means the objectives established by the Committee for a Performance Period pursuant to Section 9A.3 below for the purpose of determining the extent to which an Award of Performance Awards has been earned.

Performance Period means the period of no less than six months (six) months selected by the Committee during which performance is measured for the purpose of determining the extent to which an Award of Performance Awards has been earned.

The Committee shall have the authority to determine (i) the Participants who shall receive Performance Awards, (ii) the size, number, amount or value, as applicable, of Performance Awards, and (iii) the Performance Criteria applicable in respect of such Performance Awards for each Performance Period. The Committee shall determine the duration of each Performance Period (which may differ from each other), and there may be more than one Performance Period in existence at any one time as to any Participant or all or any class of Participants. Each grant of Performance Awards shall be evidenced by an Award Agreement that shall specify the Performance Criteria applicable thereto and such other terms and conditions not inconsistent with the Plan as the Committee shall determine.

**9A.2 Earning of Performance Awards.**

The grant and/or vesting of Performance Awards shall be contingent, in whole or in part, upon the attainment of specified Performance Criteria or the occurrence of any event or events involving a Change in Control Event, death or Total Disability, as the Committee shall determine either at or after the Award Date. In addition to the achievement of the specified Performance Criteria, the Committee may, at the grant date, condition earning of Performance Awards on the Participant completing a minimum period of service following the Award Date or on such other conditions as the Committee shall specify.

**9A.3 Performance Criteria.**

At the discretion of the Committee, Performance Criteria may be based upon the relative or comparative attainment of one or more of the following criteria during a Performance Period, whether in absolute terms or relative to the performance of one or more similarly situated companies or a published index covering the performance of a number of companies: total stockholder return (inclusive or exclusive of dividends paid); stock price; gross, operating or net earnings or margins; earnings before interest and taxes; earnings before interest, taxes, depreciation and amortization; earnings or operating income before or after administrative expenses, interest, taxes, depreciation, amortization or construction costs; operating cash flow; earnings per share; price per share; economic value added; ratio of operating earnings to capital spending; net sales; sales growth; return on assets, capital or equity; income; market share; level of expenses; revenue; revenue growth; cash flow; increases in customer base; capital expenditures; cost

reductions and expense control objectives; compliance with environmental or regulatory goals or requirements; budget objectives; working capital; strategic business criteria consisting of one or more Corporation objectives based on meeting specified revenue goals, market penetration goals, geographic business expansion goals, cost targets or product development goals; mergers, acquisitions and divestitures; and, in the case of persons who are not Executive Officers, such other criteria as may be determined by the Committee. Performance Criteria may be established on a Company-wide basis or with respect to one or more business units or divisions or Subsidiaries.

At the time the Committee establishes Performance Criteria for a Performance Period, the Committee may exclude any or all extraordinary items as determined under U.S. generally accepted accounting principles including, without limitation, the charges or costs associated with restructurings of the Company or any Subsidiary, discontinued operations, other unusual or non-recurring items, the cumulative effects of accounting changes or such other objective factors as the Committee deems appropriate. Unless otherwise explicitly stated by the Committee at the time Performance Criteria are established, each applicable performance goal shall be appropriately adjusted for one or more of the following items: (a) asset impairments or write downs; (b) litigation judgments or claim settlements; (c) the effect of changes in tax law, accounting principles or such laws or provisions affecting reported results; (d) accruals for reorganization and restructuring programs; (e) any extraordinary nonrecurring items as described in Accounting Standards Codification (ASC) 225-20 and/or in management's discussion and analysis of financial condition and results of operations appearing in the Company's annual report to shareholders for the applicable year; (f) the operations of any business acquired by the Company or any affiliate or of any joint venture in which the Company or affiliate participates; (g) the divestiture of one or more business operations or the assets thereof; or (h) the costs incurred in connection with such acquisitions or divestitures; or (i) charges for stock based compensation.

Except in the case of Awards to Executive Officers intended to be performance-based compensation under Section 162(m)(4) of the Code, the Committee may at any time adjust the Performance Criteria for any Performance Period as it deems equitable in recognition of unusual or non-recurring events affecting the Company, changes in applicable tax laws or accounting principles, or such other factors as the Committee may determine.

#### **9A.4 Performance Awards and Code Section 162(m).**

The provisions of this Section 9A.4 shall apply with respect to any Performance Award that is intended to be performance-based compensation under Section 162(m)(4) of the Code.

##### **(a) Establishment of Performance Criteria.**

The Committee shall establish the Performance Criteria for the applicable Performance Period no later than the 90<sup>th</sup> day after the Performance Period begins (or by such other date as may be required under Section 162(m) of the Code) but in any event at a time when achievement of the Performance Criteria is substantially uncertain. The Committee may not in any event increase the amount of compensation payable to an Executive Officer upon attainment of the Performance Criteria above the maximum amount approved by the Committee at the time the Performance Criteria is established.

##### **(b) Certification of Attainment of Performance Criteria.**

As soon as practicable after the end of a Performance Period and prior to any payment in respect of such Performance Period, the Committee shall certify in writing the amount, number or value, as applicable, of the Performance Awards that have been earned on the basis of performance in relation to the established Performance Criteria.

##### **(c) Maximum Performance Award.**

The maximum number of shares of Common Stock subject to Performance Awards that are granted during any calendar year to any individual under the Plan is 300,000, or if a Performance Award is

measured in cash, the maximum dollar amount granted during any calendar year to any individual under shall not exceed \$3,000,000.00.

**9A.5. Payment of Awards.**

Earned Performance Awards shall be distributed to the Participant or, if the Participant has died, to the Participant's Designated Beneficiary as soon as practicable after the expiration of the Performance Period and the Committee's certification under Section 9A.4(b) above, provided that, unless the payment of a Performance Award has been deferred in accordance with Section 409A of the Code, distributions of a Performance Award shall be made no later than March 15 of the year following the year in which the amount is earned.

**9A.6. Newly Eligible Participants.**

Notwithstanding anything in this Section 9A to the contrary, the Committee shall be entitled to make such rules, determinations and adjustments as it deems appropriate with respect to any Participant who becomes eligible to receive Performance Awards after the commencement of a Performance Period, except as would cause a Performance Award intended to qualify as performance based compensation under Section 162(m) of the Code to fail to do so.

**10. Covered Employment.**

Unless Company policy or the Committee otherwise provides, the employment relationship covered under an Award shall not be considered terminated in the case of (i) sick leave, (ii) military leave, or (ii) any other leave of absence authorized by the Company or the Committee; provided that unless reemployment upon the expiration of such leave is guaranteed by contract or law, such leave is for a period of not more than 90 days. In the case of any employee on an approved leave of absence, continued vesting of a participant's Award while on leave may be suspended until the employee returns to service, unless the Committee otherwise provides or applicable law otherwise requires. In no event shall a Stock Option be exercised after the expiration of the term set forth in the document(s) evidencing the Award. For purposes of the Plan and any Award, if an entity ceases to be a subsidiary of the Company, termination of employment or service shall be deemed to have occurred with respect to each participant in respect of such subsidiary who does not continue as an employee or service provider in respect of the Company or another subsidiary after such event giving effect to such subsidiary's change in status.

**11. Change of Control.**

The Committee may provide for full or partial vesting and payment of a participant's Award in the event of a Change in Control (as hereinafter defined) of the Company in its sole discretion. The term "Change of Control" shall mean the occurrence of any of the following:

(a) the acquisition by any Person (as hereinafter defined) of 50% or more of the outstanding Common Stock of the Company (the "Outstanding Company Stock"), provided that, for purposes of this Section 11(a), the following acquisitions shall not constitute a Change of Control: (i) any acquisition by the Company, (ii) any acquisition by any employee benefit plan (or related trust) sponsored or maintained by the Company or any Person that controls, is controlled by or is under common control with, the Company, or (iii) a Non-Qualifying Business Combination (as hereinafter defined); or

(b) consummation of a reorganization, merger or consolidation or sale or other disposition of all or substantially all of the assets of the Company or the acquisition of assets or stock of another corporation (a "Business Combination"), in each case, unless, following such Business Combination, the Persons who had Beneficial Ownership (as hereinafter defined) of the Outstanding Company Stock immediately prior to such Business Combination have Beneficial Ownership immediately following the consummation of such Business Combination, directly or indirectly, of more than 50% of the combined voting power of the then outstanding securities entitled to vote generally in the election of directors of the corporation resulting or surviving from such Business Combination (including, without limitation, a corporation which as a result of such transaction owns the Company or all or substantially all of the Company's assets either directly or through one or more subsidiaries) in substantially the same proportions as their ownership immediately prior

to such Business Combination of the Outstanding Company Stock (a Business Combination that satisfies this exception shall be deemed to be a Non-Qualifying Business Combination ); or

(c) individuals who, as of the Effective Date (as defined in Section 19 below) or such subsequent date as the Board may determine from time to time to be applicable for this Change of Control definition (the Base Date ), constitute the Board (the Incumbent Board ) cease for any reason to constitute at least a majority of the Board, provided that, for purposes of this Section 11(c), any individual who becomes a director subsequent to the Base Date whose election, or nomination for election by the Company's stockholders, was approved by a vote of at least a majority of the directors then comprising the Incumbent Board shall be considered as though such individual were a member of the Incumbent Board, excluding, however any such individual who initially assumes office as a result of an actual or threatened election contest with respect to the election or removal of directors or other actual or threatened solicitation of proxies or consents by or on behalf of a Person other than the Board; or

(d) approval by the stockholders of the Company of a complete liquidation or dissolution of the Company.

Notwithstanding the foregoing provisions of this definition, unless otherwise determined by the Board, no Change of Control shall be deemed to have occurred with respect to an Award if (i) a participant is a member of a group that first announces a proposal which, if successful, would result in a Change of Control and which proposal (including any modifications thereof) is ultimately successful, (ii) the participant acquires a two percent (2%) or more equity interest in the entity which ultimately acquires the Company pursuant to the transaction described in clause (i) above in this paragraph, or (iii) treatment of an event which is otherwise a Change of Control under this Section 11 with respect to such Award would result in violation of the rules relating to nonqualified deferred compensation plans under Section 409A(a) of the Code.

For purposes of this definition of Change of Control, Person means an individual, corporation, partnership, joint venture corporation, trust, unincorporated organization, government (or agency or political subdivision thereof), group (within the meaning of Section 13(d)(3) or 14(d)(2) of the Exchange Act or any other entity, and Beneficial Ownership means beneficial ownership within the meaning of Rule 13d-3 promulgated under the Exchange Act.

## 12. Adjustment.

(a) The following provisions will apply if any extraordinary dividend or other extraordinary distribution occurs in respect of the Common Stock (whether in the form of cash, Common Stock, other securities, or other property), or any reclassification, recapitalization, stock split (including a stock split in the form of a stock dividend), reverse stock split, reorganization, merger, combination, consolidation, split-up, spin-off, combination, repurchase, or exchange of Common Stock or other securities of the Company, or any similar, unusual or extraordinary corporate transaction (or event in respect of the Common Stock) or a sale of substantially all the assets of the Company as an entirety occurs. The Committee will, in such manner and to such extent (if any) as it deems appropriate and equitable:

(i) proportionately adjust any or all of (A) the number and type of shares of Common Stock (or other securities) that thereafter may be made the subject of Awards (including the specific maximums and numbers of shares set forth elsewhere in the Plan), (B) the number, amount and type of shares of Common Stock (or other securities or property) subject to any or all outstanding Awards, (C) the grant, purchase, or exercise price of any or all outstanding Awards, (D) the securities, cash or other property deliverable upon exercise of any outstanding Awards, (E) the performance standards appropriate to any outstanding Awards, and/or (F) the number of shares reserved for issuance as set forth in Section 4(a) above.

(ii) in the case of an extraordinary dividend or other distribution, recapitalization, reclassification, merger, reorganization, consolidation, combination, sale of assets, split up, exchange, or spin off, make provision for a cash payment or for the substitution or exchange of any or all outstanding Awards or the cash, securities or property deliverable to the holder of any or all outstanding Awards based upon the distribution or consideration payable to holders of the Common Stock upon or in respect of such event.



(b) The Committee shall value Awards as it deems reasonable in the event of a cash or property settlement and, in the case of Stock Options, SARs or similar rights, may base such settlement solely upon the excess if any of the per share amount payable upon or in respect of such event over the exercise or base price of the Award. With respect to any Award of an Incentive Stock Option, the Committee may make such an adjustment that causes the option to cease to qualify as an Incentive Stock Option without the consent of the affected participant.

(c) In any of the events described in this Section 12, the Committee may take such action prior to such event to the extent that the Committee deems the action necessary to permit the participant to realize the Awards intended to be conveyed with respect to the underlying shares in the same manner as is or will be available to stockholders generally. In the case of any stock split or reverse stock split, if no action is taken by the Committee, the proportionate adjustments contemplated by Section 12(a)(i) above shall nevertheless be made.

**13. Nontransferability.**

Each Award made under the Plan shall not be transferable otherwise than by will or the laws of descent and distribution and each Stock Option and SAR shall be exercisable during the participant's lifetime only by the participant or, in the event of disability, by the participant's personal representative. In the event of the death of a participant, exercise of any benefit or payment with respect to any benefit shall be made only by or to the executor or administrator of the estate of the deceased participant or the person or persons to whom the deceased participant's rights under the benefit shall pass by will or the laws of descent and distribution. Notwithstanding the foregoing, at its discretion, the Committee may permit the donative transfer of any Award under the Plan (other than an Incentive Stock Option) by the participant subject to such terms and conditions as may be established by the Committee.

**14. Taxes.**

The Company shall be entitled to withhold the amount of any tax attributable to any amounts payable or shares deliverable under the Plan, after giving the person entitled to receive such payment or delivery notice, and the Company may defer making payment or delivery as to any Award, if any such tax is payable until indemnified to its satisfaction. At the discretion of the Committee, a participant may pay all or a portion of any required withholding taxes arising in connection with the exercise of a Stock Option or SAR or the receipt or vesting of shares hereunder by electing to have the Company withhold shares of Common Stock, having a Fair Market Value equal to the amount required to be withheld. Notwithstanding the foregoing, any fractional share under an Award shall be applied toward tax withholding.

**15. Duration, Amendment and Termination.**

No Award shall be made after June 8, 2019; provided, however, that the terms and conditions applicable to any Award granted on or before such date may thereafter be amended or modified by mutual agreement between the Company and the participant, or such other person as may then have an interest therein. The Board or the Committee may amend the Plan from time to time or terminate the Plan at any time. However, no such action shall reduce the amount of any existing Award or change the terms and conditions thereof without the participant's consent. No material amendment of the Plan shall be made without stockholder approval consistent with the Exchange's listing requirements.

**16. Fair Market Value.**

The Fair Market Value of a share of the Common Stock for a given date for purposes of the Plan means (i) the last reported closing price for a share of Common Stock on the Exchange, (ii) in the absence of reported sales on the Exchange on a given date, the closing price of the Exchange on the last date on which a sale occurred prior to such date; or (iii) if the Common Stock is no longer publicly traded on the Exchange, the value determined in good faith by the Committee. Notwithstanding the foregoing, the Committee may determine the Fair Market Value at any time in such other manner as the Committee may deem equitable or as required by applicable law or regulation.

**17. Other Provisions.**

(a) Awards shall be evidenced by a written agreement between the Company and a participant setting forth such terms, conditions and restrictions as the Committee determines appropriate (whether or not applicable to Awards granted to other participants), including provisions intended to comply with federal or state securities laws and stock exchange requirements, understandings or conditions as to the participant's employment, requirements or inducements for continued ownership of Common Stock after exercise or vesting of benefits (including Change of Control), forfeiture of Awards in the event of termination of employment shortly after exercise or vesting, or breach of non-competition or confidentiality agreements following termination of employment, or provisions permitting the deferral of the receipt of a benefit for such period and upon such terms as the Committee shall determine.

(b) In the event any benefit under the Plan is granted to a participant who is employed or providing services outside the United States and who is not compensated from a payroll maintained in the United States, the Committee may, in its sole discretion, modify the provisions of the Plan as they pertain to such individuals to comply with applicable law, regulation or accounting rules.

(c) The Committee, in its sole discretion, may permit or require a participant to have amounts or shares of Common Stock that otherwise would be paid or delivered to the participant as a result of the exercise or settlement of an Award under the Plan credited to a deferred compensation or stock unit account established on the participant's behalf by the Committee.

(d) A participant's right, if any, to continue to serve the Company and its subsidiaries as an officer, employee, or otherwise, shall not be enlarged or otherwise affected by his designation as a participant under the Plan. Payments and other benefits received by a participant under a benefit made pursuant to the Plan shall not be deemed a part of a participant's compensation for purposes of the determination of benefits under any other employee retirement or welfare benefit plans or arrangements, if any, provided by the Company or any subsidiary or affiliate, except where the Board or Committee expressly otherwise provides or authorizes in writing. Awards may be made in addition to, in combination with, as alternatives to or in payment of commitments under any other plans or arrangements of the Company or its subsidiaries.

**18. Governing Law, Construction and Severability.**

The Plan and any actions taken in connection herewith shall be governed by and construed in accordance with the laws of the state of Delaware (without regard to applicable Delaware principles of conflict of laws). If a court of competent jurisdiction holds any provision hereunder invalid and unenforceable, the remaining provisions of the Plan will continue in effect. It is the intent of the Company that the benefits and transactions permitted by benefits be interpreted in a manner that, in the case of participants who are or may be subject to Section 16 of the Exchange Act, qualify, to the maximum extent compatible with the express terms of the agreements reflecting the benefits, for exemption from matching liability under Rule 16b-3 promulgated under the Exchange Act. Notwithstanding the foregoing, the Company shall have no liability to any participant or other person for Section 16 consequences of benefits or events in connection with a benefit if a benefit or related event does not so qualify.

**19. Stockholder Approval.**

The Plan was approved by the affirmative vote of the holders of a majority of the votes cast at the next annual meeting of stockholders on June 8, 2016, and became effective on the date of such stockholder approval.

**20. Predecessor Plan.**

The Plan shall serve as the successor to the 1994 Stock Incentive Plan of the Company, as may have been amended, restated or otherwise modified prior to the Effective Date (the Predecessor Plan). All stock options granted under the Predecessor Plan shall be treated as Awards under the Plan and be governed by the terms and conditions of the Plan. No further stock options will be granted under the Predecessor Plan.

**AMERICAN VANGUARD CORPORATION**

**ATTN: LUCY COONEY**

**4695 MACARTHUR COURT, SUITE 1200**

**NEWPORT BEACH, CA 92660**

**VOTE BY INTERNET**

*Before The Meeting* - Go to **[www.proxyvote.com](http://www.proxyvote.com)**

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

*During The Meeting* - Go to **[www.virtualshareholdermeeting.com/AVD](http://www.virtualshareholdermeeting.com/AVD)**

You may attend the Meeting via the Internet and vote during the Meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the meeting date. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

E07849-P77446      KEEP THIS PORTION FOR YOUR RECORDS  
DETACH AND RETURN THIS PORTION ONLY  
**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

**AMERICAN VANGUARD  
CORPORATION**

**The Board of Directors recommends you vote FOR the following:**

1. Election of Directors

**For Against Abstain**

**Nominees:**

1a. Scott D. Baskin                    ..        ..        ..

**The Board of Directors recommends you vote FOR proposals 2, 3 and 4.**

1b. Lawrence S. Clark                ..        ..        ..

1c. Debra F. Edwards                ..        ..        ..

2. Ratify the appointment of BDO USA, LLP as independent registered public accounting firm for the year ending December 31, 2016.

..        ..        ..

1d. Morton D. Erlich                ..        ..        ..

1e. Alfred F. Ingulli                ..        ..        ..

3. Give an advisory vote to approve the overall executive compensation policies and procedures of the Company as described in the Proxy Statement.

1f. John L. Killmer                ..        ..        ..

1g. Eric G. Wintemute                ..        ..        ..

1h. M. Esmail Zirakparvar            ..        ..        ..

4. Approve the renewal of the term of the company's equity incentive plan for a period of three years, that is, through June 8, 2019.

.. .. .

.. .. .

.. .. .

**NOTE:** Such other business as may properly come before the meeting or any adjournment thereof.

.. .. .

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX]

Signature (Joint Owners)

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**

The Notice and Proxy Statement and Form 10-K are available at [www.proxyvote.com](http://www.proxyvote.com).

E07850-P77446

**AMERICAN VANGUARD CORPORATION**

**4695 MacArthur Court, Suite 1200, Newport Beach, California 92660**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

**As an alternative to completing this form, you may enter your vote instruction via the Internet at [www.proxyvote.com](http://www.proxyvote.com) or by telephone at 1-800-690-6903. Use the Company Number and Account Number shown on your proxy.**

The undersigned hereby appoints ERIC G. WINTEMUTE and TIMOTHY J. DONNELLY as Proxies, each with the power to appoint his substitute, and authorizes them to represent and to vote as designated on the reverse, all the shares of the Common Stock of American Vanguard Corporation held of record by the undersigned at the close of business on April 13, 2016. The Annual Meeting will be a completely virtual meeting of Stockholders, to be held at 11:00 a.m. PDT on Wednesday, June 8, 2016, or at any adjournment thereof.

**Continued and to be signed on reverse side**