

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

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FILER

NEWMARKET CORP

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): April 26, 2012

NEWMARKET CORPORATION

(Exact name of registrant as specified in its charter)

Commission File No. 1-32190

Virginia

(State or other jurisdiction of incorporation)

20-0812170

(IRS Employer Identification No.)

330 South Fourth Street, Richmond, Virginia

(Address of principal executive offices)

23219

(Zip Code)

Registrant's telephone number, including area code: (804) 788-5000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

As described below, on April 26, 2012, the shareholders of NewMarket Corporation (the “Company”) approved an amendment to the Company’s Articles of Incorporation, which removes the requirement that directors be elected by a plurality vote and also updates a reference to a subsection of the Virginia Stock Corporation Act in Article III.A. The amendment was filed with the State Corporation Commission of the Commonwealth of Virginia on April 26, 2012, and became effective upon the issuance of a certificate of amendment by the State Corporation Commission on April 27, 2012. A copy of the Company’s Articles of Incorporation, as amended, is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

On February 23, 2012, the Board of Directors approved an amendment to Section II, Part 3 of the Bylaws of the Company, which became effective upon the effectiveness of the amendment to the Articles of Incorporation on April 27, 2012. The Bylaw amendment provides for a majority vote standard for uncontested director elections, while retaining a plurality vote standard in the event of a contested election. The Bylaw amendment also requires a nominee who already serves as a director to tender his or her resignation if he or she fails to receive the required number of votes for re-election. The Nominating and Corporate Governance Committee will make a recommendation to the Board of Directors as to whether to accept the tendered resignation or reject it. The Board of Directors will act on and publicly disclose its decision with respect to the tendered resignation and, if such resignation is rejected, the rationale behind the decision, no later than 90 days from the date of the certification of the election results. The director who tenders his or her resignation will not participate in the Nominating and Corporate Governance Committee recommendation or Board of Director action regarding whether to accept or reject the tendered resignation. A copy of the Company’s Bylaws, as amended, is attached hereto as Exhibit 3.2 and is incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On April 26, 2012, the Company held its 2012 Annual Meeting of Shareholders. The proposals listed below were submitted to a vote of shareholders, and are described in more detail in the Company’s Proxy Statement filed with the Securities and Exchange Commission on March 13, 2012 (the “Proxy Statement”). The results are as follows:

1. Shareholders elected each of the Company’s seven nominees to serve on its Board of Directors for the ensuing year, as set forth below:

<u>Director</u>	<u>Affirmative Votes</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Phyllis L. Cothran	11,031,528	192,656	1,000,959
Mark M. Gambill	11,174,397	49,634	1,000,959
Bruce C. Gottwald	10,898,055	325,976	1,000,959
Thomas E. Gottwald	11,173,773	50,318	1,000,959
Patrick D. Hanley	9,977,089	1,246,942	1,000,959
James E. Rogers	11,116,133	107,898	1,000,959
Charles B. Walker	11,041,942	182,242	1,000,959

2. The shareholders ratified the appointment of PricewaterhouseCoopers LLP as independent registered public accounting firm for the fiscal year ending December 31, 2012, as set forth below:

<u>Affirmative Votes</u>	<u>Votes Against</u>	<u>Abstentions</u>
12,090,759	129,613	4,771

3. The shareholders approved, on an advisory basis, the Company's executive compensation program for its named executive officers disclosed in the Proxy Statement, as set forth below:

<u>Affirmative Votes</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
10,925,880	154,369	143,935	1,000,959

4. The shareholders approved an amendment to the Company's Articles of Incorporation to remove the requirement of plurality voting for directors, as set forth below:

<u>Affirmative Votes</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
11,161,187	51,490	11,507	1,000,959

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
3.1	Articles of Incorporation, as amended and restated, effective April 27, 2012.
3.2	NewMarket Corporation Bylaws, as amended and restated, effective April 27, 2012.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 30, 2012

NEWMARKET CORPORATION

By: /s/ David A. Fiorenza

David A. Fiorenza

Vice President and Chief Financial Officer

ARTICLES OF INCORPORATION

OF

NEWMARKET CORPORATION

As amended and restated, effective April 27, 2012

ARTICLE I

The name of the Corporation is NewMarket Corporation.

ARTICLE II

The purpose for which the Corporation is organized is the transaction of any or all lawful business not required to be specifically stated in these Articles.

ARTICLE III

The Corporation shall have authority to issue 80,000,000 shares of common stock, without par value ("Common Stock"), and 10,000,000 shares of preferred stock, without par value ("Preferred Stock"). The description of the Preferred Stock and the Common Stock, and the designations, preferences and voting powers of such classes of stock or restrictions or qualifications thereof shall be as follows:

A. Voting Powers

Except as otherwise required by the Virginia Stock Corporation Act or by the Board of Directors acting pursuant to subsection B of Section 13.1-707 of the Virginia Stock Corporation Act (the "VSCA") (or any successor provision):

(1) any corporate action by a voting group, except the election of directors, an amendment or restatement of these Articles, a merger, a share exchange, a sale or other disposition of all or substantially all of the Corporation's property otherwise than in the usual and regular course of business, or the dissolution of the Corporation, shall be approved if the votes cast within the voting group favoring the action exceed the votes cast opposing the action at a meeting at which a quorum of such voting group exists; and

(2) the vote required to constitute approval of an amendment or restatement of these Articles, a merger, a share exchange, a sale or other disposition of all or substantially all of the Corporation's property otherwise than in the usual and regular course of business, or the dissolution of the Corporation shall be a majority of all votes entitled to be cast by each voting group entitled to vote on such action.

B. Preferred Stock

The Board of Directors may determine the preferences, limitations and relative rights, to the extent permitted by the VSCA, of any class of shares of Preferred Stock before the issuance of any shares of that class, or of one or more series within a class before the issuance of any shares of that series. Each class or series shall be appropriately designated by a distinguishing designation prior to the issuance of any shares thereof. The Preferred Stock of all series shall have preferences, limitations and relative rights identical with those of other shares of the same series and, except to the extent otherwise provided in the description of the series, with those of shares of other series of the same class.

Prior to the issuance of any shares of a class or series of Preferred Stock, (1) the Board of Directors shall establish such class or series by adopting a resolution and by filing with the State Corporation Commission of the Commonwealth of Virginia (the "SCC")

articles of amendment setting forth the designation and number of shares of the class or series and the relative rights and preferences thereof, and (2) the SCC shall have issued a certificate of amendment.

C. Common Stock

(1) Voting Rights. The holders of the Common Stock shall have one (1) vote for each share of Common Stock held by them.

(2) Dividends. Subject to the rights of the holders of Preferred Stock, holders of Common Stock shall be entitled to receive such dividends and other distributions in cash, stock of any corporation (other than Common Stock) or property of the Corporation as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefor and shall share equally on a per share basis in all such dividends and other distributions.

(3) Liquidation. In the event of any dissolution, liquidation or winding up of the affairs of the Corporation, whether voluntary or involuntary, after payment in full of the amounts required to be paid to the holders of Preferred Stock, the remaining assets and funds of the Corporation shall be distributed *pro rata* to the holders of Common Stock. For purposes of this Article III, the voluntary sale, conveyance, lease, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the assets of the Corporation or a merger or share exchange involving the Corporation and one or more other corporations (whether or not the Corporation is the corporation surviving such merger or share exchange) shall not be deemed to be a liquidation, dissolution or winding up, voluntary or involuntary.

D. Pre-Emptive Rights

No holder of shares of any class of the Corporation shall have any preemptive or preferential right to purchase or to subscribe to (1) any shares of any class of the Corporation, whether now or hereafter authorized; (2) any warrants, rights or options to purchase any such shares; or (3) any securities or obligations convertible into or exchangeable for any such shares or convertible into or exchangeable for warrants, rights or options to purchase any such shares.

ARTICLE IV

The number of directors shall be fixed in the Bylaws or, in the absence of a Bylaw fixing the number, the number shall be three.

ARTICLE V

(1) To the full extent that the VSCA, as it exists on that date hereof, or as hereafter amended, permits the limitation or elimination of the liability of Directors and officers, no Director or officer of the Corporation made a party to any proceeding shall be liable to the Corporation or its shareholders for monetary damages arising out of any transaction, occurrence or course of conduct, whether occurring prior or subsequent to the effective date of this Article V.

(2) To the full extent permitted by the VSCA as it exists on the date hereof, or as hereafter amended, the Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that (a) he or she is or was a Director or officer of the Corporation, or (b) he or she is or was serving at the request of the Corporation as a director, trustee, partner or officer of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability incurred by him or her in connection with such proceeding. A person is considered to be serving an employee benefit plan at the Corporation's request if his or her duties to the Corporation also impose duties on, or otherwise involve services by, him or her to the plan or to participants in or beneficiaries of the plan. The Board of Directors is hereby empowered, by a majority vote of a quorum of the disinterested Directors, to enter into a contract to indemnify any Director or officer in respect of any proceeding arising from any act or omission, whether occurring before or after the execution of such contract.

(3) The Board of Directors is hereby empowered, by majority vote of a quorum of the disinterested Directors, to cause the Corporation to indemnify or contract to indemnify any person not specified in subsection (a) or (b) of Section 2 of this Article V who was, is or may become a party to any proceeding, by reason of the fact that he or she is or was an employee, agent or consultant of the Corporation, or is or was serving at the request of the Corporation as an employee, agent or consultant of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, to the same extent as if such person were specified as one to whom indemnification is granted in subsection (b) of Section 2 of this Article V.

(4) The provisions of this Article V shall be applicable to all proceedings commenced after the effective date hereof arising from any act or omission, whether occurring before or after such effective date. No amendment or repeal of this Article V shall have any

effect on the rights provided under this Article V with respect to any act or omission occurring prior to such amendment or repeal. The Corporation shall promptly take all such actions, and make all such determinations, as shall be necessary or appropriate to comply with its obligation to make any indemnity under this Article V and shall pay or reimburse promptly all reasonable expenses, including attorneys' fees, incurred by such Director or officer in connection with such actions and determinations or proceedings of any kind arising therefrom.

(5) In the event there has been a change in the composition of a majority of the Board of Directors after the date of the alleged act or omission with respect to which indemnification is claimed, any determination as to indemnification and advancement of expenses with respect to any claim for indemnification made pursuant to this Article V shall be made by special legal counsel agreed upon by the Board of Directors and the applicant. If the Board of Directors and the applicant are unable to agree upon such special legal counsel, the Board of Directors and the applicant each shall select a nominee, and the nominees shall select such special legal counsel. Every reference herein to Directors, officers, trustees, partners, employees, agents or consultants shall include former Directors, officers, trustees, partners, employees, agents or consultants and their respective heirs, executors and administrators. The indemnification hereby provided and provided hereafter pursuant to the power hereby conferred by this Article V on the Board of Directors shall not be exclusive of any other rights to which any person may be entitled, including any right under policies of insurance that may be purchased and maintained by the Corporation or others, with respect to claims, issues or matters in relation to which the Corporation would not have the power to indemnify such person under the provisions of this section. Such rights shall not prevent or restrict the power of the Corporation to make or provide for any further indemnity, or provisions for determining entitlement to indemnity, pursuant to one or more indemnification agreements, bylaws, or other arrangements (including, without limitation, creation of trust funds or security interests funded by letters of credit or other means) approved by the Board of Directors (whether or not any of the Directors of the Corporation shall be a party to or beneficiary of any such agreements, bylaws or arrangements); *provided, however*, that any provision of such agreements, bylaws or other arrangements shall not be effective if and to the extent that it is determined to be contrary to this Article V or applicable laws of the Commonwealth of Virginia.

6. Each provision of this Article V shall be severable and an adverse determination as to any such provision shall in no way affect the validity of any other provision.

7. Unless otherwise defined, terms used in this Article V shall have the definitions assigned to them in the VSCA, as it exists on the date hereof or as hereafter amended.

ARTICLE VI

Article 14 and Article 14.1 of Chapter 9 of Title 13.1 of the Code of Virginia shall not apply to the Corporation.

ARTICLE VII

The initial registered office of the Corporation is Hunton & Williams LLP, Riverfront Plaza, East Tower, 951 E. Byrd Street, City of Richmond, Virginia 23219-4074. The initial registered agent of the Corporation is Louanna O. Heuhsen, Esq., a Virginia resident and a member of the Virginia State Bar whose business office is identical with the Corporation's initial registered office.

NEWMARKET CORPORATION

BYLAWS

(As amended and restated, effective April 27, 2012)

I.

MEETING OF SHAREHOLDERS

1. **Places of Meetings.** All meetings of the shareholders shall be held at the principal office of the Corporation in the City of Richmond, Virginia, or at such other place, either within or without the Commonwealth of Virginia, as may, from time to time, be fixed by the Board of Directors.
2. **Annual Meetings.** The annual meeting of the shareholders, for the election of directors and transaction of such other business as may come before the meeting, shall be held in each year on the fourth Thursday in April, at 11:00 a.m., Richmond, Virginia time, or at such other date and at such other time as the Board of Directors of the Corporation may designate from time to time.
3. **Special Meetings.** Special meetings of shareholders for any purpose or purposes may be called at any time by the Chairman of the Board, the Vice Chairman of the Board who is most senior in service with the Corporation, the Chief Executive Officer or by a majority of the Board of Directors. At a special meeting no business shall be transacted and no corporate action shall be taken other than that stated in the notice of the meeting.
4. **Notice of Meetings.** Notice of the time and place of every meeting of the shareholders shall be mailed at least ten (10) days and not more than sixty (60) days previous thereto to each shareholder of record entitled to vote at the meeting, who shall have furnished a written address to the Secretary of the Corporation. Such further notice shall be given as may be required by law.
5. **Quorum.** Any number of shareholders together holding at least a majority of the outstanding shares of capital stock entitled to vote in respect to the business to be transacted, who shall be present in person or represented by proxy at any meeting duly called, shall constitute a quorum for the transaction of business. If less than a quorum shall be in attendance at the time for which a meeting shall have been called, the meeting may be adjourned from time to time until a quorum is obtained without notice other than by announcement at the meeting (a) by the chairman of such meeting or (b) by a majority of the shareholders present or represented by proxy.
6. **Voting.** At any meeting of the shareholders each shareholder of a class entitled to vote on the matters coming before the meeting shall have one vote, in person or by proxy, for each share of capital stock standing in his or her name on the books of the Corporation at the time of such meeting or on any date fixed by the Board of Directors not exceeding seventy (70) days prior to the meeting.
 - a. **Written Authorization.** A shareholder or a shareholder's duly authorized attorney-in-fact may execute a writing authorizing another person or persons to act for him or her as proxy. Execution may be accomplished by the shareholder or such shareholder's duly authorized attorney-in-fact or authorized officer, director, employee or agent signing such writing or causing such shareholder's signature to be affixed to such writing by any reasonable means including, but not limited to, by facsimile signature.
 - b. **Electronic Authorization.** The President or the Secretary may approve procedures to enable a shareholder or a shareholder's duly authorized attorney-in-fact to authorize another person or persons to act for him or her as proxy by transmitting or authorizing the transmission of an electronic transmission, as defined in the Virginia Stock Corporation Act, to the person who will be the holder of the proxy or to a proxy solicitation firm, proxy support service organization or like agent duly authorized by the person who will be the holder of the proxy to receive such transmission, provided that any such transmission must either set forth or be submitted with

information from which the inspectors of election can determine that the transmission was authorized by the shareholder or the shareholder's duly authorized attorney-in-fact. If it is determined that such transmissions are valid, the inspectors shall specify the information upon which they relied. Any copy, facsimile telecommunication or other reliable reproduction of the writing or transmission created pursuant to this Section 6(b) may be substituted or used in lieu of the original writing or transmission for any and all purposes for which the original writing or transmission could be used, provided that such copy, facsimile telecommunication or other reproduction shall be a complete reproduction of the entire original writing or transmission.

7. **Voting List.** The officer or agent having charge of the stock transfer books for shares of the Corporation shall make, at least ten (10) days before each meeting of shareholders, a complete list of the shareholders entitled to vote at such meeting or any adjournment thereof, with the address of and the number of shares held by each. Such list, for a period of ten (10) days prior to such meeting, shall be kept on file at the registered office of the Corporation or at its principal place of business or at the office of its transfer agent or registrar and shall be subject to inspection by any shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting. The original stock transfer books shall be prima facie evidence as to who are the shareholders entitled to examine such list or transfer books or to vote at any meeting of shareholders. If the requirements of this section have not been substantially complied with, the meeting shall, on the demand of any shareholder in person or by proxy, be adjourned until the requirements are complied with.
8. **Proposals.**
 - a. Annual Meetings of Shareholders.
 - i. Nominations of persons for election to the Board of Directors of the Corporation and the proposal of business to be considered by the shareholders may be made at an annual meeting of shareholders only (A) pursuant to the Corporation's notice of meeting, (B) by or at the direction of the Board of Directors or (C) by any shareholder of the Corporation who was a shareholder of record of the Corporation who is entitled to vote at the meeting at the time the notice provided for in this section is delivered to the Secretary of the Corporation and who complies with the notice procedures set forth in this section.
 - ii. For nominations or other business to be properly brought before an annual meeting by a shareholder pursuant to clause (C) of paragraph (a)(i) of this Section 8, the shareholder must have given timely notice thereof in writing to the Secretary of the Corporation and any such proposed business other than the nomination of persons for election to the Board of Directors must constitute a proper matter for shareholder action. To be timely a shareholder's notice shall be delivered to the Secretary at the principal office of the Corporation not later than the close of business on the ninetieth day nor earlier than the close of business on the one hundred twentieth day prior to the first anniversary of the preceding year's annual meeting; provided, however, that in the event that the date of the annual meeting is more than thirty (30) days before or more than seventy (70) days after such anniversary date, notice by the shareholder must be so delivered not earlier than the close of business on the one hundred twentieth day prior to such annual meeting and not later than the close of business on the later of the ninetieth day prior to such annual meeting or the tenth day following the day on which public announcement of the date of such meeting is first made by the Corporation. In no event shall the public announcement of an adjournment or postponement of an annual meeting commence a new time period (or extend any time period) for the giving of a shareholder's notice as described above. Such shareholder's notice shall set forth: (A) as

to each person whom the shareholder proposes to nominate for election as a director all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors in an election contest, or is otherwise required in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (the "Exchange Act") (and such person's written consent to being named in the proxy statement as a nominee and to serving as such a director if elected); (B) as to any other business that the shareholder proposes to bring before the meeting, a brief description of the business desired to be brought before the meeting, the text of the proposal or business (including the text of any resolutions proposed for consideration and in the event that such business includes a proposal to amend the Bylaws of the Corporation, the language of the proposed amendment), the reasons for conducting such business at the meeting and any material interest in such business of such shareholder and of the beneficial owner, if any, on whose behalf the proposal is made; and (C) as to the shareholder giving the notice and the beneficial owner, if any, on whose behalf the nomination or proposal is made (1) the name and address of such shareholder, as they appear on the Corporation's books, and of such beneficial owner, (2) the class and number of shares of capital stock of the Corporation that are owned beneficially and of record by such shareholder and such beneficial owner, (3) a representation that the shareholder is a holder of record of stock of the Corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to propose such business or nomination, and (4) a representation whether the shareholder or the beneficial owner, if any, intends or is part of a group that intends (a) to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the Corporation's outstanding capital stock required to approve or adopt the proposal or elect the nominee and/or (b) otherwise to solicit proxies from shareholders in support of such proposal or nomination. The foregoing notice requirements shall be deemed satisfied by a shareholder if the shareholder has notified the Corporation of his intention to present a proposal at an annual meeting in compliance with Rule 14a-8 (or any successor thereto) promulgated under the Exchange Act and such shareholder's proposal has been included in a proxy statement that has been prepared by the Corporation to solicit proxies for such annual meeting. The Corporation may require any proposed nominee to furnish such other information as it may reasonably require to determine the eligibility of such proposed nominee to serve as a director of the Corporation.

iii. Notwithstanding anything in the second sentence of paragraph (a)(ii) of this section to the contrary, in the event that the number of directors to be elected to the Board of Directors of the Corporation at an annual meeting is increased and there is no public announcement by the Corporation naming the nominees for the additional directorships at least one hundred days prior to the first anniversary of the preceding year's annual meeting, a shareholder's notice required by this section shall also be considered timely, but only with respect to nominees for the additional directorships, if it shall be delivered to the Secretary at the principal office of the Corporation not later than the close of business on the tenth day following the day on which such public announcement is first made by the Corporation.

b. Special Meetings of Shareholders. Only such business shall be conducted at a special meeting of shareholders as shall have been brought before the meeting pursuant to the Corporation's notice of meeting. Nominations of persons for election to the Board of Directors may be made at a special meeting of shareholders at which directors are to be elected pursuant to the

Corporation's notice of meeting (i) by or at the direction of the Board of Directors or (ii) provided that the Board of Directors has determined that directors shall be elected at such meeting, by any shareholder of the Corporation who is a shareholder of record at the time the notice provided for in this section is delivered to the Secretary of the Corporation, who is entitled to vote at the meeting and upon such election and who complies with the notice procedures set forth in this section. In the event the Corporation calls a special meeting of shareholders for the purpose of electing one or more directors to the Board of Directors, any such shareholder entitled to vote in such election of directors may nominate a person or persons, as the case may be, for election to such position(s) as specified in the Corporation's notice of meeting, if the shareholder's notice required by paragraph (a)(ii) of this section is delivered to the Secretary at the principal office of the Corporation not earlier than the close of business on the one hundred twentieth day prior to such special meeting, and not later than the close of business on the later of the ninetieth day prior to such special meeting or the tenth day following the day on which public announcement is first made of the date of the special meeting and of the nominees proposed by the Board of Directors to be elected at such meeting. In no event shall the public announcement of an adjournment or postponement of a special meeting commence a new time period (or extend any time period) for giving a shareholder's notice as described above.

c. General.

- i. Only such persons who are nominated in accordance with the procedures set forth in this section shall be eligible at an annual or special meeting of shareholders of the Corporation to serve as directors and only such business shall be conducted at a meeting of shareholders as shall have been brought before the meeting in accordance with the procedures set forth in this section. Except as otherwise provided by law, the Chairman of the meeting shall have the power and duty (A) to determine whether a nomination or any business proposed to be brought before the meeting was made or proposed, as the case may be, in accordance with the procedures set forth in this section (including whether the shareholder or beneficial owner, if any, on whose behalf the nomination or proposal is made solicited (or is part of a group which solicited) or did not so solicit, as the case may be, proxies in support of such shareholder's nominee or proposal in compliance with such shareholder's representation as required by clause (a)(ii)(C) of this section and (B) to declare that such nomination shall be disregarded or that such proposed business shall not be transacted. Notwithstanding the foregoing provisions of this section, if the shareholder (or a designated representative of the shareholder) does not appear at the annual or special meeting of shareholders of the Corporation to present a nomination or business, such nomination shall be disregarded and such proposed business shall not be transacted, notwithstanding that proxies in respect of such vote may have been received by the Corporation.
- ii. For purposes of this section, "public announcement" shall include disclosure in a press release reported by the Dow Jones News Service, Associated Press or comparable national news service or in a document publicly filed by the Corporation with the Securities and Exchange Commission pursuant to Section 13, 14 or 15(d) of the Exchange Act.
- iii. Notwithstanding the foregoing provisions of this section, a shareholder shall also comply with all applicable requirements of the Exchange Act and the rules and regulations thereunder with respect to the matters set forth in this section. Nothing in this section shall be deemed to affect any rights (A) of shareholders to request inclusion of proposals in the Corporation's proxy statement pursuant to Rule 14a-8 under the Exchange Act or (B) of the holders of any series of preferred stock to elect directors pursuant to any applicable provisions of the Articles of Incorporation.

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9. **Inspectors.** An appropriate number of inspectors for any meeting of shareholders shall be appointed by the Chairman of such meeting. Inspectors so appointed will open and close the polls, will receive and take charge of proxies and ballots, and will decide all questions as to the qualifications of voters, validity of proxies and ballots, and the number of votes properly cast.

II.

DIRECTORS

1. **General Powers.** The property, affairs and business of the Corporation shall be managed under the direction of the Board of Directors, and except as otherwise expressly provided by law or by the Articles of Incorporation, all of the powers of the Corporation shall be vested in such Board.
2. **Number of Directors.** The Board of Directors shall be seven (7) in number.
3. **Election of Directors.**
 - a. Directors shall be elected at the annual meeting of shareholders and shall hold their offices until their successors are elected.
 - b. Each director shall be elected by a majority of the votes cast with respect to that director's election at any meeting of shareholders for the election of directors at which a quorum is present; provided that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of this Section, a majority of votes cast means that the number of shares voted "for" a director exceeds the number of shares voted "against" that director (with "abstentions" and "broker non-votes" not counted as votes cast either "for" or "against" any director's election). Promptly following certification of the shareholder vote in an election as to which majority voting applies, any incumbent director who fails to receive the affirmative vote of the majority of the votes cast shall tender his or her resignation to the Board of Directors for consideration by the Board of Directors. The Nominating and Corporate Governance Committee will make a recommendation to the Board of Directors as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board of Directors will act on the tendered resignation, taking into account the Nominating and Governance Committee's recommendation, and publicly disclose (by press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation and, if such resignation is rejected, the rationale behind the decision within 90 days from the date of the certification of the election results. The Nominating and Governance Committee in making its recommendation and the Board of Directors in making its decision may each consider any factors that they consider appropriate and relevant. The director who tenders his or her resignation shall not participate in the deliberations or decisions of the Nominating and Governance Committee or the Board of Directors with respect to his or her resignation.
 - c. Any director may be removed from office by a majority of the votes entitled to be cast at an election of directors of the voting group or voting groups by which such director was elected.
 - d. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of the majority of the remaining directors though less than a quorum of the Board of Directors.
 - e. A majority of the number of directors fixed by these Bylaws shall constitute a quorum for the transaction of business. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.
4. **Meetings of Directors.** Meetings of the Board of Directors shall be held at places within or without the Commonwealth of Virginia and at times fixed by resolution of the Board, or upon call by the Chairman

by the Board, the Vice Chairman of the Board who is most senior in service with the Corporation or the Chief Executive Officer. The Secretary or officer performing the Secretary's duties shall give not less than twenty-four (24) hours' notice by letter, telegraph, telephone or, if given in a manner agreed to by the director, electronic transmission, as defined in the Virginia Stock Corporation Act, of all meetings of the directors, provided that notice need not be given of regular meetings held at times and places fixed by resolution of the Board. Meetings may be held at any time without notice if all of the directors are present, or if those not present waive notice in writing either before or after the meeting. Directors may be allowed by resolution of the Board, a reasonable fee and expenses for attendance of all meetings.

III. COMMITTEES

1. **Executive Committee.** The Board of Directors shall, by vote of a majority of the number of directors fixed by these Bylaws, designate an Executive Committee, which shall consist of three or more directors, including the Chairman of the Board, any Vice Chairman of the Board and the Chief Executive Officer. The members of the Executive Committee shall serve until their successors are designated by the Board of Directors, until they resign, until removed or until the Executive Committee is dissolved by the Board of Directors. All vacancies which may occur in the Executive Committee shall be filled by the Board of Directors.
2. **General Powers of the Executive Committee.** When the Board of Directors is not in session, the Executive Committee shall have all power vested in the Board of Directors by law, except as otherwise provided in the Virginia Stock Corporation Act. The Executive Committee shall report at the next regular or special meeting of the Board of Directors all action which the Executive Committee may have taken on behalf of the Board since the last regular or special meeting of the Board of Directors.
3. **Meetings of the Executive Committee.** Meetings of the Executive Committee shall be held at such places and at such times fixed by resolution of the Committee, or upon call by the Chairman of the Executive Committee, the Chairman of the Board, the Vice Chairman of the Board most senior in service with the Corporation or the Chief Executive Officer. Not less than twelve (12) hours' notice shall be given by letter, telegraph, telephone or, if given in a manner agreed to by the Committee member, electronic transmission, as defined in the Virginia Stock Corporation Act, of all meetings of the Executive Committee, provided that notice need not be given of regular meetings held at times and places fixed by resolution of the Committee and that meetings may be held at any time without notice if all of the members of the Committee are present or if those not present waive notice in writing either before or after the meeting. A majority of the members of the Executive Committee then serving shall constitute a quorum for the transaction of business at any meeting.
4. **Compensation Committee.** The Board of Directors shall designate a Compensation Committee, which shall consist of three or more directors each of whom shall satisfy the independence requirements of the New York Stock Exchange (the "Exchange") as then in effect. Vacancies in the Compensation Committee shall be filled by the Board of Directors with directors meeting the requirements set forth above, giving consideration to continuity of the Compensation Committee, and members shall be subject to removal by the Board at any time. The Compensation Committee shall fix its own rules of procedure and a majority of the members serving shall constitute a quorum. The responsibilities of the Compensation Committee shall be set forth in such Committee's charter as approved by the Board of Directors.
5. **Audit Committee.** The Board of Directors shall designate an Audit Committee, which shall consist of three or more directors each of whom shall satisfy the independence requirements of the Exchange as then in effect. Vacancies in the Audit Committee shall be filled by the Board of Directors with directors meeting the requirements set forth above, giving consideration to continuity of the Audit Committee, and members shall be subject to removal by the Board at any time. The Audit Committee shall fix its own rules of procedure and a majority of the members serving shall constitute a quorum. The responsibilities of the Audit Committee shall be set forth in such Committee's charter as approved by the Board of Directors.

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6. **Nominating and Governance Committee.** The Board of Directors shall designate a Nominating and Governance Committee, which shall consist of three or more directors each of whom shall satisfy the independence requirements of the Exchange as then in effect. Vacancies in the Nominating and Governance Committee shall be filled by the Board of Directors with directors meeting the requirements set forth above, giving consideration to continuity of the Committee, and members shall be subject to removal by the Board at any time. The Committee shall fix its own rules of procedure and a majority of the members serving shall constitute a quorum. The responsibilities of the Nominating and Governance Committee shall be set forth in such Committee' s charter as approved by the Board of Directors.
 7. **Other Committees of Board.** The Board of Directors, by resolution duly adopted, may establish such other committees of the Board having limited authority in the management of the affairs of the Corporation as it may deem advisable and the members, terms and authority of such committees shall be as set forth in the resolutions establishing the same.
 8. **Management Committees.** The Chief Executive Officer of the Corporation from time to time may delegate to the Executive Committee or any other committee of the Board of Directors, or to such committees as he may establish for the purpose, such of his management functions as Chief Executive Officer as he may deem advisable in the best interest of the Corporation. The members, terms, authority and procedures of such committees in exercising management functions shall be as designated by the Chief Executive Officer. When exercising management functions so delegated, reports as to action taken by such committees need not be submitted to the Board except where the Chief Executive Officer deems it advisable as a matter of general information.

IV.

OFFICERS

1. **Election.** The officers of the Corporation shall consist of a President, one or more Vice Presidents (any one or more of whom may be designated as Executive Vice Presidents or Senior Vice Presidents), a Secretary and a Treasurer. In addition, such other officers as are provided for in Section 3 of this Article may from time to time be elected by the Board of Directors.

All officers shall hold office until the next annual meeting of the Board of Directors or until their successors are elected. The Chief Executive Officer shall be chosen from among the directors. Any two officers may be combined in the same person as the Board of Directors may determine. The Board of Directors shall, from time to time, designate any officer as the Chief Executive Officer, the Chief Operating Officer and/or the Chief Administrative Officer.
2. **Removal of Officers; Vacancies.** Any officer of the Corporation may be removed summarily with or without cause, at any time by a resolution passed at any meeting by affirmative vote of a majority of the number of directors fixed by these Bylaws. Vacancies may be filled at any meeting of the Board of Directors.
3. **Other Officers.** Other officers may from time to time be elected by the Board, including one or more Assistant Secretaries and Assistant Treasurers, and one or more Divisional Presidents and Divisional Vice Presidents (any one or more of whom may be designated as Divisional Executive Vice Presidents or Divisional Senior Vice Presidents).
4. **Duties.** The officers of the Corporation shall have such duties as generally pertain to their offices, respectively, as well as such powers and duties as are hereinafter provided and as from time to time shall be conferred by the Board of Directors. The Board of Directors may require any officer to give such bond for the faithful performance of his duties as the Board may see fit.

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5. **Duties of the Chairman of the Board.** The Chairman of the Board shall be chosen from among the directors. He shall serve as Chairman of the Executive Committee. He shall preside at all meetings of the shareholders, the Board of Directors and the Executive Committee. In the event of the Chairman of the Board's temporary absence or disability and the absence or disability of the Vice Chairman of the Board, the Chairman of the Board shall have the power to designate any Director to preside at any or all meetings of the shareholders or the Board of Directors. The Chairman of the Board, the Vice Chairman of the Board or, in the event of the Chairman of the Board's temporary absence or disability and the absence or disability of the Vice Chairman of the Board, the Director designated by the Chairman of the Board shall have the authority to adjourn meetings of shareholders from time to time in his discretion without notice to the shareholders other than by announcement at the meeting. If the Chairman of the Board is an officer of the Corporation, he may sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts, or other instruments, except in cases where the signing and the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation or shall be required by law otherwise to be signed or executed. In addition, he shall perform all duties incident to the office of Chairman of the Board and such other duties as from time to time may be assigned to him by the Board of Directors.
 6. **Duties of any Vice Chairman of the Board.** From time to time, the Board of Directors may elect one or more Vice Chairmen of the Board. Each Vice Chairman of the Board shall perform the duties incident to the office of the Vice Chairman of the Board and shall have such other powers and duties as may from time to time be assigned to him by the Board of Directors or the Chairman of the Board. The Vice Chairman of the Board who is most senior in service with the Corporation shall perform the duties of the Chairman of the Board in the absence of the Chairman of the Board. Any Vice Chairman of the Board who is an officer of the Corporation may sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts and other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation or shall be required by law otherwise to be signed or executed.
 7. **Duties of the President.** The President shall be responsible for the execution of the policies of the Board of Directors and shall have general direction and supervision over the business of the Corporation and its several officers, subject to the Chairman of the Board and the Board of Directors. The President may sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts or other instruments, except in cases where the signing and the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation or shall be required by law otherwise to be signed or executed. In addition, he shall perform all duties incident to the office of the President and such other duties as from time to time may be assigned to him by the Board of Directors or the Chairman of the Board.
 8. **Duties of the Vice President.** Each Vice President of the Corporation (including any Executive Vice President and Senior Vice President) shall have powers and duties as pertain to the office of the Vice President and as may from time to time be assigned to him by the Board of Directors, the Chairman of the Board, or the Chief Executive Officer. Any Vice President of the Corporation may sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts or other instruments, except in cases where the signing and the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation or shall be required by law otherwise to be signed or executed.
 9. **Duties of the Treasurer.** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation and shall cause all such funds and securities to be deposited in such banks and depositories as the Board of Directors from time to time may direct. He shall in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board of Directors, the Chairman of the Board, the President, a Vice Chairman of the Board or the Chairman of the Executive Committee.

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10. **Duties of the Controller.** The Controller shall maintain adequate accounts and records of all assets, liabilities and transactions of the Corporation in accordance with generally accepted accounting practices; shall exhibit at the office of the Corporation his accounts and records to any of the directors of the Corporation at any time upon request; shall render such statements of his accounts and records and such other statements to the Board of Directors and officers as often and in such manner as they shall require; and shall make and file (or supervise the making and filing of) all tax returns required by law.
 11. **Duties of the Secretary.** The Secretary shall act as secretary of all meetings of the Board of Directors, the Executive Committee, the Nominating and Governance Committee and the shareholders of the Corporation, and shall keep the minutes thereof in the proper book or books to be provided for that purpose. He shall also act as secretary of other Committees of the Board as may be assigned to him from time to time. He shall see that all notices required to be given by the Corporation are duly given and served; shall have custody of the seal of the Corporation and shall affix the seal or cause it to be affixed to all certificates for stock of the Corporation and to all documents the execution of which on behalf of the Corporation under its corporate seal is duly authorized in accordance with the provisions of these Bylaws; shall have custody of all deeds, leases, contracts and other important corporate documents; shall have charge of the books, records and papers of the Corporation relating to its organization and management as a Corporation; shall see that the reports, statements and other documents required by law (except tax returns) are properly filed; and shall, in general, perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Board of Directors, the Chairman of the Board, the Chief Executive Officer, a Vice Chairman of the Board or the Chairman of the Executive Committee.
 12. **Other Duties of Officers.** Any officer of the Corporation shall have, in addition to the duties prescribed herein or by law, such other duties as from time to time shall be prescribed by the Board of Directors, the Chairman of the Board or the Chief Executive Officer.

V.

CAPITAL STOCK

1. **Certificates.** The shares of capital stock of the Corporation may be certificated or uncertificated. Each shareholder, upon written request to the Corporation or to the transfer agent for the Corporation, shall be entitled to a certificate for shares of the Corporation in such forms as may be prescribed from time to time by the Board of Directors and executed in any manner permitted by the Virginia Stock Corporation Act and stating thereon the information required by the Virginia Stock Corporation Act. Within a reasonable time after issuance or transfer of uncertificated shares of the Corporation, the Corporation shall send, or cause to be sent, to the shareholder a written statement that shall include the information required by the Virginia Stock Corporation Act to be set forth on certificates for shares of capital stock. Transfer agents and/or registrars for one or more classes of the stock of the Corporation may be appointed by the Board of Directors and may be required to countersign certificates representing stock of such class or classes. In the event that any officer whose signature or facsimile thereof shall have been used on a stock certificate shall for any reason cease to be an officer of the Corporation and such certificate shall not then have been delivered by the Corporation, the Board of Directors may nevertheless adopt such certificate and it may then be issued and delivered as though such person had not ceased to be an officer of the Corporation.
2. **Lost, Destroyed and Mutilated Certificates.** Holders of the stock of the Corporation shall immediately notify the Corporation of any loss, destruction or mutilation of the certificate therefor, and the Board of Directors may in its discretion cause one or more new certificates or uncertificated shares for the same number of shares in the aggregate to be issued to such shareholder upon the surrender of the mutilated certificate or upon satisfactory proof of such loss or destruction, and the deposit of a bond in such form and amount and with such surety as the Board of Directors may require.

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3. **Transfer of Stock.** Uncertificated shares of the Corporation shall be transferable or assignable only on the books of the Corporation upon proper instruction from the holder of such shares. Certificated shares of the Corporation shall be transferable or assignable only on the books of the Corporation by the holders in person or by attorney on surrender of the certificate for such shares duly endorsed and, if sought to be transferred by attorney, accompanied by a written power of attorney to have the same transferred on the books of the Corporation. The Corporation will recognize, however, the exclusive right of the person registered on its books as the owner of shares to receive dividends and to vote as such owner.
 4. **Fixing Record Date.** For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose, the Board of Directors may fix in advance a date as the record date for any such determination of shareholders, such date in any case to be not more than seventy (70) days prior to the date on which the particular action, requiring such determination of shareholders, is to be taken. If no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section such determination shall apply to any adjournment thereof.

VI.

MISCELLANEOUS PROVISIONS

1. **Seal.** The seal of the Corporation shall consist of a flat-face circular die, of which there may be any number of counterparts, on which there shall be engraved in the center the words "Incorporated - March 3, 2004" and between two concentric circles around the margin the words "NewMarket Corporation - A Virginia Corporation."
2. **Fiscal Year.** The fiscal year of the Corporation shall end on December 31st in each year, and shall consist of such accounting periods as may be recommended by the Treasurer and approved by the Executive Committee.
3. **Books and Records.** The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its shareholders and Board of Directors; and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar a record of its shareholders, giving the names and addresses of all shareholders, and the number, class and series of the shares being held.

Any person who shall have been a shareholder of record for at least six months immediately preceding his demand or who shall be the holder of record of at least five per cent (5%) of all the outstanding shares of the Corporation, upon written demand stating the purpose thereof, shall have the right to examine, in person, or by agent or attorney at any reasonable time or times, for any proper purpose, its books and records of account, minutes and records of shareholders and to make extracts therefrom. Upon the written request of any shareholder, the Corporation shall mail to such shareholder its most recent published financial statements showing in reasonable detail its assets and liabilities and the results of its operations.

The Board of Directors shall, subject to provisions of the foregoing paragraph of this section, to the provisions of Section 7 of Article I and to the laws of the Commonwealth of Virginia, have power to

determine from time to time whether and to what extent and under what conditions and limitations the accounts, records and books of the Corporation, or any of them, shall be open to the inspection of the shareholders.

4. **Checks, Notes and Drafts.** Checks, notes, drafts and other orders for the payment of money shall be signed by such persons as the Board of Directors from time to time may authorize. When the Board of Directors so authorizes, however, the signature of any such person may be a facsimile.
5. **Amendment of Bylaws.** These Bylaws may be amended or altered at any meeting of the Board of Directors by affirmative vote of a majority of the number of directors fixed by these Bylaws. The shareholders entitled to vote in respect of the election of directors, however, shall have the power to rescind, alter, amend or repeal any Bylaws and to enact Bylaws which, if expressly so provided, may not be amended, altered or repealed by the Board of Directors.
6. **Voting of Stock Held.** Unless otherwise provided by resolution of the Board of Directors or of the Executive Committee, the Chairman of the Board, the Vice Chairman of the Board or the Chief Executive Officer shall from time to time appoint an attorney or attorneys or agent or agents of this Corporation, in the name and on behalf of this Corporation, to cast the vote which this Corporation may be entitled to cast as a shareholder or otherwise in any other Corporation, any of whose stock or securities may be held by this Corporation, at meetings of the holders of the stock or other securities of such other Corporation, or to consent in writing to any action by any of such other Corporation, and shall instruct the person or persons so appointed as to the manner of casting such votes or giving such consent and may execute or cause to be executed on behalf of this Corporation and under its corporate seal or otherwise, such written proxies, consents, waivers or other instruments as may be necessary or proper in the premises; or, in lieu of such appointment, the Chairman of the Board, the Vice Chairman of the Board who is most senior in service with the Corporation or the Chief Executive Officer may attend in person any meetings of the holders of stock or other securities of any such other Corporation and there vote or exercise any or all power of this Corporation as the holder of such stock or other securities of such other Corporation.