NATIONAL FUEL GAS CO
Form DEF 14A
January 18, 2019
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE

SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

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

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

NATIONAL FUEL GAS COMPANY

(Name of Registrant as Specified in its Charter)

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

Payment of Filing Fee (Check the appropriate box):

No fee required.

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

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

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(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

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NATIONAL FUEL GAS COMPANY

Notice of Annual Meeting

and

Proxy Statement

Annual Meeting of Stockholders

to be held on

March 7, 2019

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WHY YOUR VOTE IS IMPORTANT

Q: **Who is asking for my vote and why am I receiving this document?**

A: The Board of Directors asks that you vote on the matters listed in the Notice of Annual Meeting, which are more fully described in this proxy statement. This proxy statement is a document that Securities and Exchange Commission regulations require we give you when we ask you to sign a proxy designating individuals to vote on your behalf. A proxy, if duly executed and not revoked, will be voted and, if it contains any specific instructions, will be voted in accordance with those instructions.

Q: **How many shares are not voted at the Annual Meeting on non-routine matters (like the advisory vote on executive compensation and proposals other than the ratification of accountant)?**

A: **19% of all shares were not voted** last year at our Annual Meeting on non-routine matters. **YOU MUST TELL YOUR BROKER HOW TO VOTE YOUR SHARES.** Since 2010, brokers have not been able to vote customer shares on non-routine matters. As you can see, this has disenfranchised a significant group of our stockholders.

Q: **How can I vote?**

A: There are four ways to vote by proxy:

Vote by Phone by calling 1-800-690-6903: You will need information from your proxy card to vote; have it available and follow the instructions provided.

Vote by scanning the Quick Response Code or QR Code on the Proxy card: By accessing the QR site through the proxy card you can vote your shares.

Vote by Internet by going to www.proxyvote.com: You will need information from your proxy card to vote; have it available and follow the instructions provided.

Vote by Mail: Complete and return the separate enclosed proxy card in the prepaid and addressed envelope.

You may also vote in person at the Annual Meeting. However, if you are the beneficial owner of the shares, you must obtain a legal proxy from the stockholder of record, usually your bank or broker, and bring it with you. A legal proxy identifies you, states the number of shares you own, and gives you the right to vote those shares. Without a legal proxy we cannot identify you as the owner, and will not know how many shares you have to vote.

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PLEASE VOTE BY PHONE, BY QR CODE OR BY INTERNET, OR COMPLETE, SIGN, DATE AND RETURN YOUR PROXY CARD.

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This proxy statement contains certain forward-looking statements as defined by the Private Securities Litigation Reform Act of 1995. Forward-looking statements should be read with the cautionary statements and important factors included under the heading Safe Harbor for Forward-Looking Statements in National Fuel Gas Company s (National Fuel or the Company) Form 10-K at Item 7 Management s Discussion and Analysis of Financial Condition and Results of Operations and with the information included in the Company s Form 10-K at Item 1A Risk Factors . Forward-looking statements are all statements other than statements of historical fact, including, without limitation, statements regarding future prospects, plans, objectives, goals, projections, estimates of oil and gas quantities, strategies, future events or performance and underlying assumptions, capital structure, anticipated capital expenditures, completion of construction and other projects, projections for pension and other post-retirement benefit obligations, impacts of the adoption of new accounting rules, and possible outcomes of litigation or regulatory proceedings, as well as statements that are identified by the use of the words anticipates, estimates, expects, forecas intends, plans, predicts, projects, believes, seeks, will, may and similar expressions.

Proxy Statement Overview & Summary

This overview and summary includes certain business performance information and highlights information contained elsewhere in this proxy statement. This overview and summary does not contain all of the information that you should consider, and you should read the Company s Summary Annual Report and Form 10-K and this entire proxy statement carefully before voting.

Annual Meeting Voting Matters

The table below summarizes the matters that will be subject to the vote of stockholders at the 2019 Annual Meeting of Stockholders of National Fuel Gas Company:

Proposals	Board Vote Recommendation	Page Number (for additional details)
1. Election of Directors	FOR ALL NOMINEES	Page 4
2. Advisory Approval of Named Executive Officer Compensation	FOR	Page 61
3. Approval of the Amended and Restated 2010 Equity Compensation Plan	FOR	Page 69
4. Approval of the Amended and Restated 2009 Non-Employee Director Equity Compensation Plan	FOR	Page 81
5. Ratification of Appointment of Independent Registered Public Accounting Firm	FOR	Page 84

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Annual Meeting of Stockholders

Ø Time and Date	March 7, 2019 at 9:30 a.m. local time
Ø Location	The Ritz-Carlton Golf Resort, Naples, 2600 Tiburón Drive, Naples, FL 34109
Ø Record Date	January 7, 2019
Ø Voting Details	Stockholders as of the record date are entitled to one vote for each share of common stock for each director nominee and each other proposal to be voted.
Ø Voting Deadline	Votes must be received by March 6, 2019 (unless attending in person). For stock that is held in employee benefit plans votes must be received by March 5, 2019.
Ø Attending the Meeting	National Fuel stockholders as of the record date are entitled to attend the annual meeting. In accordance with our security procedures, all persons attending the annual meeting may be asked for picture identification and proof of stock ownership. Please see Attending the Meeting on page 2.

Overview of Business Performance and Near-Term Plans

Fiscal 2018 was another successful year with strong financial and operational results for National Fuel. Over the course of the year, our Exploration & Production subsidiary, Seneca Resources Company, LLC (Seneca), set company records for production and proved reserves. Seneca s production increase also drove the continued growth of our Gathering subsidiary, National Fuel Gas Midstream Company, LLC, which set a company record for throughput in 2018. Lower taxes from tax legislation enacted in late calendar 2017 served as a tailwind throughout the year, helping to offset the decline in realized natural gas pricing experienced by Seneca.

Despite significant regulatory hurdles placed in our path by state regulators over the past couple of years, our Federal Energy Regulatory Commission (FERC)-regulated Pipeline & Storage business continued to create meaningful opportunities for further expansion that leverage the location of our existing asset base. In May 2018, we announced our FM100 Project, which in conjunction with a third-party downstream interstate pipeline project, will provide an important outlet for Seneca s growing production in the Appalachian basin, allowing it to reach premium markets. We are targeting the close of calendar 2021 for the startup of this 330,000 dekatherm per day project. Our Utility business continued to deliver consistent and predictable earnings while providing safe and reliable service for the 750,200 customers located in our Western New York and Northwest Pennsylvania service territories.

As we look into 2019 and beyond, we have significant opportunities in front of us to invest in our regulated businesses, expanding and modernizing our transmission, storage and distribution assets. In the Exploration and Production business, Seneca s acreage position remains one of the largest in the basin and, as a proven low-cost producer, with the vast majority of our natural gas rights owned in fee, we have the ability to capitalize on opportunities as pricing and returns warrant. Our co-development of the Marcellus and Utica shales, along with owning and efficiently operating the associated gathering infrastructure, allows us to achieve enhanced returns.

We expect Seneca production and Gathering segment revenue growth to be driven by a third drilling rig that Seneca added in May 2018. We will continue our transition to development of the Utica Shale in our

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Western Development Area (WDA), returning to existing Marcellus pads to drill new wells in the deeper Utica formation. By utilizing existing infrastructure to support Seneca s growing production, we expect to drive enhanced consolidated upstream and midstream returns and minimize our environmental footprint. In our Eastern Development Area (EDA), the commissioning of the Atlantic Sunrise project in October 2018 has provided the Company with an important avenue to further develop our acreage in Lycoming County, Pennsylvania, one of the most prolific positions in Appalachia.

2018 Financial and Operating Highlights:

Increased Dividend for 48th Consecutive Year: In June, the Board of Directors increased the Company s annual dividend rate by 2.4% to $1.70 per share, marking the 48th year of consecutive dividend increases and 116th year of uninterrupted dividend payments. The financial stability afforded by our integrated operations supports the Company s dividend.

Generated Significant Free Cash Flow: The Company s net cash provided from operating activities totaled $613.6 million in fiscal 2018, and our net cash used in investing activities was $528.9 million. The excess cash flow was the result of the Company s efforts to prudently manage and mitigate financial risks and efficiently allocate capital for reinvestment in the business.

Continued Appalachian Natural Gas Production Growth: Seneca generated net production of 178.1 billion cubic feet equivalent (Bcfe) in fiscal 2018, an increase of 2.6 percent versus the prior year. The increase was driven by higher natural gas production in Appalachia, which increased 4.2 percent versus 2017. The higher output was also the primary driver of the Gathering segment s performance in fiscal 2018, which saw a 2 percent throughput increase. With the anticipation of additional pipeline capacity out of the basin in late calendar 2021, the Company returned to a three-rig program for the first time since January 2016.

Increased Proved Reserves: Seneca s total proved natural gas and crude oil reserves at September 30, 2018 increased 17 percent to 2,523 Bcfe from 2,154 Bcfe at September 30, 2017.

Continued Development of the Utica Shale in Appalachia: In fiscal 2018, Seneca made significant progress in the testing and appraisal of the Utica shale in both the Company s WDA and EDA operations in Pennsylvania. Seneca now has 11 Utica wells producing in the WDA, and an additional 500-plus locations prospective for Utica development in this area. Additionally, Seneca resumed Utica development in the EDA (Tioga County) during the third quarter of fiscal 2018, where it has over 40 Utica locations remaining. As of September 30, 2018, nearly 20 percent of the Company s proved reserves are in the Utica Shale formation.

Continued Expansion of Interstate Pipeline Systems: In fiscal 2018, Empire Pipeline, Inc. (Empire) filed its application with the FERC for authorization to construct its Empire North Project. With an estimated capital cost of $145 million and a target in-service date in the second half of fiscal 2020, this fully-subscribed project is designed to provide 205,000 Dth/day of incremental firm transportation capacity from Tioga County, Pennsylvania to markets along Empire s interstate pipeline system. Additionally, in May 2018, National Fuel

Gas Supply Corporation (Supply Corporation) executed a long-term precedent agreement with Transcontinental Gas Pipe Line Company, LLC (Transco), under which Transco will lease 330,000 Dth/day of incremental capacity created by an expansion component of Supply Corporation s FM100 Project. The FM100 Project has an estimated capital cost of $280 million and a target in-service date of late calendar year 2021. Transco will utilize this leased capacity to provide Seneca with 330,000 Dth/day of incremental firm transportation from the WDA and EDA to premium Mid-Atlantic markets connected to Zone 6 of the Transco pipeline system.

Supply Corporation and Empire also continue to pursue the development of, and remain committed to, the Northern Access Project, an approximately $500 million expansion of their respective pipeline systems in New York and Pennsylvania, which would move 490,000 Dth/day

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of Seneca s WDA production to interconnections with Tennessee Gas Pipeline Company, L.L.C. and TransCanada Corporation. In August 2018, the Company received a favorable decision from the FERC, finding that the New York Department of Environmental Conservation waived its authority to act on our application for a water quality certification. In light of ongoing legal actions and the need to complete project development activities in advance of construction, the target in-service date for Northern Access is no earlier than the first half of fiscal 2022.

Utility Continued Focus on System Improvement: In fiscal 2018, the Utility segment invested $69.9 million in the safety and reliability of its system, replacing 153 miles of older pipelines in New York and Pennsylvania. The Company s replacement of aging natural gas infrastructure improves safety and reliability of the system and leads to fewer leaks, directly resulting in lower greenhouse gas emissions. In addition, through the efforts of its dedicated employees, our Utility continued to provide exceptional customer service and recorded high levels of customer satisfaction in both states.

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Ongoing Development Plans

National Fuel remains committed to its long-term strategy of safe and financially prudent development of its natural gas assets in Appalachia via its integrated business model. Our capital intensive operations require a focus on strategic initiatives, including those between subsidiaries, which may take several years from business planning through completion. The results of this focus include:

Ongoing Major Interstate Pipeline Expansion and Modernization Projects: As Seneca continues to develop its vast acreage position in the WDA, the Company is working to build the pipeline infrastructure necessary to move Seneca and third-party production from Pennsylvania to premium markets outside of the Appalachian basin. While Supply Corporation and Empire remain involved in various legal challenges to move forward construction of their Northern Access expansion project, the Company has continued to develop new projects to leverage its existing assets in Appalachia to move production to demand centers, including the FM100 (330,000 Dth/day), Empire North (205,000 Dth/day), and Line N to Monaca projects (133,000 Dth/day). Collectively, these projects represent investments of approximately $450 million by our Pipeline & Storage business.

Additionally, the Pipeline & Storage segment expects to continue its accelerated system modernization efforts over the next two to four years. Investments in system modernization, such as pipeline replacement and compression facility upgrades, are designed in a manner that will enhance safety and reliability and reduce environmental impact.

Integrated Upstream and Midstream Development in Appalachia: The Company continues to execute a multi-year plan to develop and grow our upstream and midstream assets in Appalachia. The strategy leverages the exceptional resource potential within our 785,000 net acres in the Marcellus and Utica shales, the geographic integration of our valuable pipeline footprint in Appalachia, and the operational and financial synergies that are generated from the Company s integrated business structure. With the addition of a third drilling rig in fiscal 2018, the Company expects ongoing production growth and Gathering segment revenue growth over the next several years.

Investment in Safe and Reliable Utility System: The Company s Utility segment will continue to direct capital spending to pipeline repair, replacement and maintenance to support its statutory obligation to provide safe and reliable service for our customers.

Acceptance of the EPA s Methane Challenge: The Company recently announced its participation in the U.S. Environmental Protection Agency s Natural Gas STAR Methane Challenge Program, a voluntary program designed to provide a platform for utilities, pipeline and storage companies, and energy producers to make, track, and communicate commitments to reduce methane emissions. In connection with this program, and in furtherance of our longstanding commitment to safe and responsible operations, the Company will analyze new and innovative approaches for further emission reduction and explore the expansion of current best management practices and the applicability of future best practices.

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Proposal 1 Election of Directors

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR ALL NOMINEES FOR THE BOARD OF DIRECTORS.

Nominees for three-year term:

David C. Carroll age 62

Principal Occupation: President and Chief Executive Officer of Gas Technology Institute

Expertise: Leadership, Industry, Technology

Steven C. Finch age 60

Principal Occupation: Former Plant Manager, General Motors Tonawanda, N.Y. Engine Plant

Expertise: Leadership, Manufacturing, Capital and Labor Management

Joseph N. Jaggers age 65

Principal Occupation: Former President, Chief Executive Officer and Chairman of Jagged Peak Energy Inc.

Expertise: Leadership, Exploration and Production

David F. Smith age 65

Principal Occupation: Chairman of the Board and Former Chief Executive Officer of National Fuel Gas Company

Expertise: Leadership, Industry, Regional

For complete information on this proposal, please refer to page 4 and following.

Proposal 2 Advisory Approval of Named Executive Officer Compensation

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE APPROVAL OF THE COMPANY S NAMED EXECUTIVE OFFICER COMPENSATION.

This proposal allows stockholders to take part in a non-binding, advisory vote to approve the compensation of the Company s named executive officers. The summary below and the discussion in the Compensation Discussion and Analysis (as well as the proposal for the advisory vote to approve the compensation of the Company s named executive officers (the Say-on-Pay vote) provide information about the Company s compensation programs. Unless otherwise indicated, we intend capitalized and abbreviated terms to have the same meaning in this section as in the Compensation Discussion and Analysis.

CEO Compensation in Alignment with Peers

As described in the 2018 Financial and Operating Highlights above, fiscal 2018 was another strong year financially and operationally for National Fuel. Chief Executive Officer (CEO) compensation is targeted to be within the 50^{th} to 75^{th} percentiles of the Korn Ferry Energy Industry market data. The Compensation Committee of the Board of Directors understands the importance of using benchmark data that reflects information from companies with comparable business segments over similar time periods. Reflected in the table below is Korn Ferry s comparison of fiscal 2017 total direct compensation for the Company s CEO (Mr. Tanski) against that of CEOs in our Korn Ferry peer group. The Company s CEO target total direct compensation, shown in the table below, is in line with that of our peers (43^{rd} percentile). Actual total direct compensation, which includes actual compensation paid as a result of performance against annual incentive goals, was at the 45^{th} percentile of our peers.

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Fiscal 2017 is the most recent complete fiscal year for which proxy statement data is available. Fiscal 2018 compensation cannot yet be accurately compared to peers because 2018 compensation data for most of those peers is not yet available.

CEO & President

Compared to CEO proxy data for fiscal year 2017

Company	Title	FYE Revenue (millions)	Market Cap as of 9/30/17 (millions)	FYE # of Employees	Total Direct Compensation Actual	Total Direct Compensation Target
ATMOS ENERGY CORP	CEO	$2,760	$8,893	4,565	$4,583,351	$4,342,068
CABOT OIL & GAS CORP	Chairman, CEO & President	$1,764	$12,372	468	$12,122,248	$10,903,498
ENERGEN CORP	Chairman, President & CEO	$961	$5,315	390	$6,796,850	$6,341,430
EQT CORP	President & CEO	$3,378	$11,308	2,067	$8,001,614	$6,851,589
MDU RESOURCES GROUP INC	President & CEO	$4,443	$5,068	10,140	$3,674,303	$3,090,046
NEW JERSEY RESOURCES CORP	Chairman, CEO & President	$2,269	$3,648	1,052	$2,575,759	$2,357,459
RANGE RESOURCES CORP	Chairman, President & CEO	$2,611	$4,856	773	$8,505,649	$8,615,649
SM ENERGY CO	President & CEO	$1,129	$1,980	635	$7,346,339	$6,812,800
SOUTHWESTERN ENERGY CO	President & CEO	$3,203	$3,111	1,575	$8,547,712	$8,593,252
SOUTHWEST GAS HOLDINGS INC	President & CEO	$2,549	$3,695	7,771	$3,495,921	$3,322,671
SPIRE INC	CEO & President	$1,741	$3,603	3,279	$3,211,544	$3,181,544
UGI CORP	Vice Chair, President & CEO	$6,121	$8,124	13,000	$6,476,859	$6,635,265
WGL HOLDINGS INC	Chairman & CEO	$2,355	$4,313	1,500	$4,032,943	$3,824,362
WHITING PETROLEUM CORP	President & CEO	$1,481	$2,010	830	$5,775,000	$6,116,500

Summary Statistics						
75th Percentile		$3,092	$7,422	4,244	$7,837,795	$6,841,892
Average		$2,626	$5,592	3,432	$6,081,864	$5,784,867
Median		$2,452	$4,584	1,538	$6,125,930	$6,228,965
25th Percentile		$1,747	$3,614	787	$3,763,963	$3,448,094
NATIONAL FUEL GAS CO	**CEO & President**	**$1,580**	**$4,841**	**2,100**	**$5,603,294**	**$5,324,913**
Percentile Rank		***18%***	***54%***	***62%***	***45%***	***43%***

NOTE:

Total Direct Compensation = base salary + bonus + long-term incentives (target value for cash and grant date value for equity)

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As a result of stockholder feedback, the Company has fully transitioned its long-term incentive program from one awarded partially in cash to one awarded fully in equity. For the Company s CEO and certain other named executive officers, 100 percent of the long-term incentive award is performance-based relative to the Korn Ferry peer group.

Objectives of the Compensation Committee

When setting compensation for the Company s executives, the Compensation Committee s primary goal is to provide balanced incentives for creating value for stockholders in both the near-term and long-term. In order for this to occur, the Compensation Committee awards a combination of cash and equity components that are designed to:

- Ø Focus management efforts on both near-term and long-term drivers of stockholder value, including financial, safety, environmental, and customer service metrics;
- Ø Tie executive compensation to long-term total shareholder return and long-term total return on capital by linking a significant portion of an executive officer s potential compensation to the future price of the Company s common stock and the future returns on capital achieved by the Company, both relative to peers; and

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- Ø Attract, motivate, reward and retain management talent in the highly competitive energy industry in order to achieve the objectives that contribute to the overall success of the Company.

Elements of Compensation

The Compensation Committee has developed the Company s compensation policies and procedures to align the interests of executives with those of the Company s stockholders and, where appropriate, other stakeholders, including customers. The main elements of the executive compensation program are as follows:

- Ø *Base Salary (Cash)* Provides a predictable base compensation for day-to-day job performance;
- Ø *Short-Term Performance Incentives (Cash)* Utilizes metrics specific to each executive in order to motivate them to deliver near-term financial, safety, environmental, and customer service results, generally over a period that is no longer than two years; and
- Ø *Long-Term Performance Incentives (Equity)* Focuses the attention of executives on delivering long-term stockholder value and on maintaining a significant personal investment in the Company through stock ownership.

For fiscal 2018, 81% of our CEO s target compensation was tied to long-term (3-year) performance or shorter-term business performance, as reflected in the charts below (target compensation consists of base salary, target annual incentive, and grant date fair value of the long-term incentive award).

CEO Compensation Aligned with Shareholders Interests

*Fiscal 2018 target compensation for CEO

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CEO and Other Named Executive Officer Target Compensation

Key Compensation Features

- Ø Annual performance incentives of the named executive officers are based on objective performance goals;
- Ø Long-term performance incentives are composed entirely of equity;
- Ø Long-term performance goals consist of three-year total shareholder return (TSR) and three-year total return on capital (ROC), each relative to a peer group;
- Ø The Company does not provide tax gross-ups ;
- Ø Named executive officers and other officers are required to meet stock ownership guidelines that range from one to six times base salary;
- Ø Executive officers may not hedge or pledge Company stock;
- Ø Equity incentive plans prohibit the repricing of equity awards without stockholder approval;
- Ø The Committee engaged two independent compensation consultants to assist in setting compensation;
- Ø All change-in-control agreements are double triggered; and
- Ø The Board has adopted a clawback provision (see Recovery of Funds in the Company s Corporate Governance Guidelines, included as Appendix B to this proxy statement).

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2018 Say-on-Pay Vote and Stockholder Engagement

The 2018 Say-on-Pay advisory vote yielded a result of approximately 97% of votes cast in support of the compensation of the Company s named executive officers. The Board considered this outcome an indicator of stockholder support for the overall philosophy and structure of the Company s executive compensation policies and decisions. As a result, the Committee did not make any significant changes to the executive compensation program that were based specifically on the results of the 2018 Say-on-Pay advisory vote.

In recent years, including 2018, members of Company management have held in-person meetings with some of the Company s largest stockholders to obtain feedback on the Company s compensation program, among other topics. Several of the Company s largest stockholders have informed the Company that scheduling such visits every two to three years is appropriate. Management engages with the Company s stockholders in telephone conferences and intends to schedule in-person meetings in 2019, if desired. The Board has directed management to continue to engage as appropriate with interested stockholders, and to inform it of any requests for meetings with members of the Board. The Board and management believe that engagement with stockholders facilitates important dialogue from which we gather various important viewpoints.

The Board recommends a vote **FOR** the advisory approval of named executive officer compensation because it believes that the Company s compensation policies and procedures, as developed following engagement with its stockholders, encourage a culture of pay for performance and are strongly aligned with the interests of the Company s stockholders.

For complete information on this proposal, please refer to page 61 and following.

Proposal 3 Approval of the Amended and Restated 2010 Equity Compensation Plan

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE APPROVAL OF THE AMENDED AND RESTATED 2010 EQUITY COMPENSATION PLAN.

We are seeking your approval of the amended and restated National Fuel Gas Company 2010 Equity Compensation Plan (the Plan) for the purposes of increasing the number of shares authorized for issuance under the Plan by an additional 2,700,000 shares of our common stock, par value $1.00 per share, and extending the termination date of the Plan by five years. Please note that we are also seeking approval for a proposed share increase under the Director Plan, as described below in Proposal 4, and you may want to take the information set forth in Proposal 4 into consideration when evaluating this Proposal 3 to fully determine the effects of both proposed share approvals.

As a result of stockholder feedback, we have structured a significant part of our management s compensation in the form of equity awards that directly align the interests of key executives and other key management employees with the interests of the Company s stockholders in growing the market value of the Company. In addition, in recent years equity awards have become more common in the energy industry. These developments naturally result in additional shares being used against the currently authorized number of shares to grant, which stockholders last approved in 2015. We believe that the Plan has served its intended purposes well and will continue to do so over the next five to six years.

For complete information on this proposal, please refer to page 69 and following.

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Proposal 4 Approval of the Amended and Restated 2009 Non-Employee Director Equity Compensation Plan
THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE APPROVAL OF THE AMENDED AND RESTATED 2009 NON-EMPLOYEE DIRECTOR EQUITY COMPENSATION PLAN.

We are seeking your approval of the amended and restated National Fuel Gas Company 2009 Non-Employee Director Equity Compensation Plan (the Director Plan) for the purpose of increasing the number of shares authorized for issuance under the Director Plan by an additional 250,000 shares of our common stock, par value $1.00 per share. Please note that we are also seeking approval for a proposed share increase under the Plan, as described below in Proposal 3, and you may want to take the information set forth in Proposal 3 into consideration when evaluating this Proposal 4 to fully determine the effects of both proposed share approvals.

We believe that the Director Plan facilitates our ability to attract and retain highly qualified non-employee directors and helps to align their financial interests with those of the Company s stockholders.

For complete information on this proposal, please refer to page 81 and following.

Proposal 5 Ratification of Appointment of Independent Registered Public Accounting Firm
THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR RATIFICATION OF THIS APPOINTMENT.

As a matter of good governance, it is important that stockholders vote to ratify the selection of the Company s independent auditor. The Company has selected PricewaterhouseCoopers LLP as the Company s independent auditor for fiscal 2019.

For complete information on this proposal, please refer to page 84.

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NATIONAL FUEL GAS COMPANY

6363 MAIN STREET

WILLIAMSVILLE, NEW YORK 14221

January 18, 2019

Dear Stockholders of National Fuel Gas Company:

We are pleased to invite you to join us at the Annual Meeting of Stockholders of National Fuel Gas Company. The meeting will be held at 9:30 a.m. local time on March 7, 2019 at The Ritz-Carlton Golf Resort, Naples, 2600 Tiburón Drive, Naples, Florida, 34109. The matters on the agenda for the meeting are outlined in the enclosed Notice of Annual Meeting and Proxy Statement.

So that you may elect Company directors and secure the representation of your interests at the Annual Meeting, we urge you to vote your shares. **The preferred methods of voting are by telephone, by Quick Response Code or (QR Code) or by Internet as described on the proxy card.** These methods are both convenient for you and reduce the expense of soliciting proxies for the Company. If you prefer not to vote by telephone or the Internet, please complete, sign and date your proxy card and mail it in the envelope provided. The Proxies are committed by law to vote your shares as you instruct on the proxy card, by telephone, by QR Code or by Internet.

The Company s annual proxy statement contains important stockholder and/or company proposals for which votes are needed in order to be passed and your vote is always important. Stockholder voting is the primary means by which stockholders can influence a company s operations and its corporate governance. In fact, stockholders who do vote can influence the outcome of the election in greater proportion than their percentage share ownership.

Your vote is important. Please make your voice heard by voting your shares on these important matters.

If you plan to be present at the Annual Meeting, you may so indicate when you vote by telephone, by QR Code or by Internet, or you can check the WILL ATTEND MEETING box on the proxy card. Even if you plan to be present, we encourage you to promptly vote your shares by telephone, by QR Code or by Internet, or to complete, sign, date and return your proxy card in advance of the meeting. If you later wish to vote in person at the Annual Meeting, you can revoke your proxy by giving written notice to the Secretary of the Annual Meeting and/or the Trustee (as described on the second page of the proxy statement), and/or by casting your ballot at the Annual Meeting.

Coffee will be served at 9:00 a.m. and I look forward to meeting with you at that time.

Please review the proxy statement and take advantage of your right to vote.

Sincerely yours,

Ronald J. Tanski

President and Chief Executive Officer

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NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

to be held on March 7, 2019

To the Stockholders of National Fuel Gas Company:

Notice is hereby given that the Annual Meeting of Stockholders of National Fuel Gas Company (the Company) will be held at 9:30 a.m. local time on March 7, 2019 at The Ritz-Carlton Golf Resort, Naples, 2600 Tiburón Drive, Naples, Florida, 34109. The doors to the meeting will open at 9:00 a.m. local time. At the meeting, action will be taken with respect to:

(1) The election of four directors to hold office for three-year terms as provided in the attached proxy statement and until their respective successors have been elected and qualified;

(2) Advisory approval of named executive officer compensation;

(3) Approval of the amended and restated 2010 Equity Compensation Plan;

(4) Approval of the amended and restated 2009 Non-Employee Director Equity Compensation Plan;

(5) Ratification of the appointment of PricewaterhouseCoopers LLP as the Company s independent registered public accounting firm for fiscal 2019;

and such other business as may properly come before the meeting or any adjournment or postponement thereof.

Stockholders of record at the close of business on January 7, 2019, will be entitled to vote at the meeting.

BY ORDER OF THE BOARD OF DIRECTORS

SARAH J. MUGEL

Secretary

January 18, 2019

Important Notice Regarding The Availability Of Proxy Materials For The Stockholder

Meeting To Be Held On March 7, 2019

The proxy statement and summary annual report to security holders and financial statements

are available on the Internet at

http://investor.nationalfuelgas.com/proxy

YOUR VOTE IS IMPORTANT

Please vote by telephone, by QR Code or by Internet.

Whether or not you plan to attend the meeting, and whatever the number of shares you own, please vote your shares by telephone, by QR Code or by Internet as described in the proxy/voting instruction card and reduce National Fuel Gas Company s expense in soliciting proxies. Alternatively, you may complete, sign, date and promptly return the enclosed proxy/voting instruction card in the accompanying envelope, which requires no postage if mailed in the United States.

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NATIONAL FUEL GAS COMPANY

6363 MAIN STREET

WILLIAMSVILLE, NEW YORK 14221

PROXY STATEMENT

GENERAL INFORMATION

Introduction

This proxy statement is furnished to the holders of National Fuel Gas Company (National Fuel or the Company) common stock (the Common Stock) in connection with the solicitation of proxies on behalf of the Board of Directors of the Company (the Board of Directors or the Board) for use at the Annual Meeting of Stockholders (the Annual Meeting) to be held on March 7, 2019, or any adjournment or postponement thereof. This proxy statement and the accompanying proxy/voting instruction card are first being mailed to stockholders on or about January 18, 2019.

Solicitation of Proxies

All costs of soliciting proxies will be borne by the Company. MacKenzie Partners, Inc., 1407 Broadway, 27th Floor, New York, NY 10018, has been retained to assist in the solicitation of proxies by mail, telephone, and electronic communication and will be compensated in the estimated amount of $18,500 plus reasonable out-of-pocket expenses. A number of regular employees of the Company and its subsidiaries, and one or more retirees of the Company and its subsidiaries, may solicit proxies in person, by telephone or by other methods. Costs, if any, associated with solicitation by retirees are expected to be de minimis.

Record Date, Outstanding Voting Securities and Voting Rights

Only stockholders of record at the close of business on January 7, 2019, will be eligible to vote at the Annual Meeting or any adjournment or postponement thereof. As of that date, 86,278,520 shares of Common Stock were issued and outstanding. The holders of 43,139,261 shares will constitute a quorum at the meeting.

Each share of Common Stock entitles the holder thereof to one vote with respect to each matter that is subject to a vote at the Annual Meeting. Shares may not be voted unless the owner is present or represented by proxy. In order to grant a proxy, a stockholder can use the telephone, QR Code or Internet voting procedures or return a signed proxy card. All shares that are represented by effective proxies received by the Company in time to be voted shall be voted by the authorized Proxy at the Annual Meeting or any adjournment or postponement thereof.

If you hold your shares through a broker, bank or other nominee (in street name), you will receive instructions from them on how to vote your shares. If you do not give the broker specific instructions on how you would like your shares to be voted, your broker may only vote your shares on routine matters, such as Proposal 5 Ratification of Appointment of Independent Registered Public Accounting Firm. However, your broker is prohibited from voting uninstructed shares on non-routine matters such as Proposal 1 Election of Directors; Proposal 2 Advisory Approval of Named Executive Officer Compensation; Proposal 3 Approval of the Amended and Restated 2010 Equity Compensation Plan; and Proposal 4 Approval of the Amended and Restated 2009 Non-Employee Director Equity Compensation Plan. **The absence of voting instruction results in what is called a broker non-vote on those proposals and will not be counted. Your vote is important. PLEASE MAKE YOUR VOICE HEARD BY**

VOTING YOUR SHARES ON THESE IMPORTANT MATTERS.

Where stockholders direct how their votes shall be cast, shares will be voted in accordance with such directions. Proxies submitted with abstentions and broker non-votes will be included in determining whether or not a quorum is present. Abstentions and broker non-votes will not be counted in tabulating

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the number of votes cast on proposals submitted to stockholders and therefore will not have the effect of a vote cast for or against any proposal.

The proxy also confers discretionary authority to vote on all matters that may properly come before the Annual Meeting, or any adjournment or postponement thereof, respecting: (i) matters of which the Company did not have timely notice but that may be presented at the meeting; (ii) approval of the minutes of the prior annual meeting of stockholders; (iii) the election of any person as a director if a nominee is unable to serve or for good cause will not serve; (iv) any stockholder proposal omitted from this proxy statement pursuant to Rule 14a-8 or 14a-9 of the Securities and Exchange Commission s (the SEC) proxy rules; and (v) all matters incident to the conduct of the meeting.

With respect to Proposal 1, the affirmative vote of a plurality of the votes cast by the holders of shares of Common Stock entitled to vote is required to elect each of the nominees for director. Approval of each other proposal requires a majority of the votes cast by the holders of shares of Common Stock entitled to vote on the proposal.

Attending the Meeting

You are entitled to attend the Annual Meeting if you are a stockholder as of the close of business on January 7, 2019, the record date. In order to be admitted to the Annual Meeting, each stockholder may be asked to present valid picture identification, such as driver s license or passport, and proof of stock ownership as of the record date, such as the enclosed proxy card or a brokerage statement reflecting stock ownership. Cameras, recording devices and other electronic devices will not be permitted at the meeting.

Revoking a Proxy

Any stockholder giving a proxy may revoke it at any time prior to the voting thereof by mailing a revocation or a subsequent proxy to National Fuel Gas Company, Attn: Sarah J. Mugel, Secretary of the Company, 6363 Main Street, Williamsville, NY 14221, by voting a subsequent proxy by phone, QR Code or by Internet, or by filing written revocation at the meeting with Ms. Mugel, Secretary of the meeting, or by casting a ballot at the meeting. If you are an employee stockholder or retired employee stockholder, you may revoke voting instructions given to the Trustee by following the instructions under Employee and Retiree Stockholders in this proxy statement.

Employee and Retiree Stockholders

If you are a participant in the Company s Employee Stock Ownership Plan or any of the Company s Tax-Deferred Savings Plans (the Plans), the proxy card will also serve as a voting instruction form to instruct Vanguard Fiduciary Trust Company (the Trustee) for the Plans, as to how to vote your shares. All shares of Common Stock for which the Trustee has not received timely directions shall be voted by the Trustee in the same proportion as the shares of Common Stock for which the Trustee received timely directions, except in the case where to do so would be inconsistent with the provisions of Title I of the Employee Retirement Income Security Act (ERISA). If the voting instruction form is returned signed but without directions marked for one or more items, regarding the unmarked items you are instructing the Trustee and the Proxies to vote **FOR all of the Director nominees named in this proxy statement and FOR Proposals 2, 3, 4 and 5**. Participants in the Plan(s) may also provide those voting instructions by telephone, QR Code or the Internet. Those instructions may be revoked by re-voting or by written notice to the Trustee on or before March 5, 2019 in care of the following address:

To: Vanguard Fiduciary Trust Co.

c/o National Fuel Gas Company

Attn: Legal Department

6363 Main Street

Williamsville, NY 14221

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Multiple Copies of Proxy Statement

The Company has adopted a procedure approved by the SEC called householding. Under this procedure, stockholders of record who have the same address and last name may receive only one copy of the proxy statement and the Company s annual report. However, if any stockholder wishes to revoke consent for householding and receive a separate summary annual report, financial statements or proxy statement for the upcoming Annual Meeting or in the future, he or she may telephone, toll-free, 1-866-540-7095. The stockholder will need their 12-digit Investor ID number and should simply follow the prompts. Stockholders may also write Broadridge Householding Department, 51 Mercedes Way, Edgewood, NY 11717. Stockholders sharing an address who wish to receive a single set of reports may do so by contacting their banks or brokers if they are the beneficial holders, or by contacting Broadridge at the address provided above if they are the record holders. This procedure will reduce our printing costs and postage fees, and reduce the quantity of paper arriving at your address.

Stockholders who participate in householding will continue to receive separate proxy cards. Householding will not affect your dividend check mailings.

For additional information on householding, please see IMPORTANT NOTICE REGARDING DELIVERY OF STOCKHOLDER DOCUMENTS in this proxy statement.

Other Matters

The Board of Directors does not know of any other matter that will be presented for consideration at the Annual Meeting. If any other matter does properly come before the Annual Meeting, the Proxies will vote in their discretion on such matter.

Annual Report

Mailed herewith is a copy of the Company s Summary Annual Report for the fiscal year ended September 30, 2018 (fiscal 2018). Also enclosed is a copy of the Company s Annual Report on Form 10-K for fiscal 2018. The Company will furnish any exhibit to the Form 10-K upon request to the Secretary at the Company s principal office, and upon payment of $5 per exhibit.

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PROPOSAL 1. ELECTION OF DIRECTORS

Four directors are to be elected at the 2019 Annual Meeting. The nominees for the four directorships are: David C. Carroll, Steven C. Finch, Joseph N. Jaggers and David F. Smith. The nomination process is discussed under Nominating/Corporate Governance below.

The Company s Restated Certificate of Incorporation provides that the Board of Directors shall be divided into three classes, and that each class shall be as nearly equal in number as may be possible. Directors of a particular class shall hold office until the annual meeting of the year in which the term of the class expires or, in the case of directors elected by the Board of Directors to fill vacancies or newly-created directorships, until the next annual meeting following their election. In addition, all directors shall hold office until their respective successors are elected and qualify, subject to prior death, resignation, retirement, disqualification or removal from office. Accordingly, Messrs. Carroll, Finch, Jaggers and Smith have been nominated for terms of three years and until their respective successors shall be elected and shall qualify.

The Board of Directors elected Mr. Finch as a director in July 2018. Ronald J. Tanski, who serves as a director and as President and Chief Executive Officer of the Company, and the Board s Nominating/Corporate Governance Committee recommended Mr. Finch as a candidate for director.

It is intended that the Proxies will vote for the election of Messrs. Carroll, Finch, Jaggers and Smith as directors, unless they are otherwise directed by the stockholders. Although the Board of Directors has no reason to believe that any of the nominees will be unavailable for election or service, stockholders proxies confer discretionary authority upon the Proxies to vote for the election of another nominee for director in the event any nominee is unable to serve, or for good cause will not serve. Messrs. Carroll, Finch, Jaggers and Smith have consented to being named in this proxy statement and to serve if elected.

The affirmative vote of a plurality of the votes cast by the holders of shares of Common Stock entitled to vote is required to elect each of the nominees for director.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE *FOR*

THE ELECTION OF EACH OF THE NOMINEES NAMED BELOW.

Nominees for Election as Directors for Three-Year Terms to Expire in 2022

David C. Carroll **Age:*** 62 **Director Since:** 2012

Mr. Carroll is the President and CEO of Gas Technology Institute (GTI), a position he has held since 2006. From 2001 through 2006, he served as the Vice President of Business Development for GTI. From 1996 to 2001, he worked for Praxair, Inc., serving as Director of Business Development from 1999 to 2001. Prior to that, Mr. Carroll held positions of increasing responsibility with Liquid Carbonic Industries, a subsidiary of Chicago Bridge & Iron, from 1994 to 1996, and Air Products and Chemicals, Inc. from 1980 to 1994. All of these companies are industrial gas producers and manufacturers. He is a trustee of the American Gas Foundation, a member of the Governing Board of Stanford University s Natural Gas Initiative, and a member of the Society of Gas Lighting. He was also Chairman of the steering committee for the 17th International Conference and Exhibition on Liquefied Natural Gas in Houston (2013). In June 2015, Mr. Carroll was named President of the International Gas Union, a term that concluded in June 2018 as the United States held the 2018 World Gas Conference in Washington, D.C.

* All ages are as of the Annual Meeting date.

Qualifications

Mr. Carroll is a highly respected, nationally and internationally recognized leader in the research and development of natural gas technologies and market solutions. His multi-faceted knowledge of

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the natural gas industry brings economic, technological and leadership experience to the Board. Through his professional career, Mr. Carroll has developed expertise on unconventional gas production, transmission and distribution pipeline integrity and end use technologies as well as insight into market and industry developments and conditions. This unique combination of skills contributes to the Board s oversight of our integrated natural gas operations and provides valuable insight into risks and opportunities for the continued growth of the Company s various business segments, as well as insight into emerging energy industries. Mr. Carroll is heavily involved in both the domestic and international natural gas business communities, providing the Board with a broad perspective on emerging technical, regulatory and economic issues.

National Fuel Gas Company Board Committees

Executive

Nominating/Corporate Governance

Former Company Directorships

Versa Power Systems, Inc. (wholly-owned subsidiary of FuelCell Energy, Inc.)

Education

University of Pittsburgh, B.S. in chemical engineering

Lehigh University, MBA

Stanford University s Graduate School of Business, Stanford Executive Program

Steven C. Finch **Age:** 60 **Director Since:** 2018

Mr. Finch is the former Plant Manager of the General Motors (GM) Tonawanda Engine Plant, one of Western New York s largest manufacturers with approximately 1,600 employees. Mr. Finch, a Western New York native, began his 41-year career with GM in 1976 as a General Motors Institute co-op student at the Chevrolet Gear and Axle Plant in Buffalo, N.Y. Over the course of 30 years, he held several assignments with increasing responsibility at various GM facilities outside Buffalo before becoming Tonawanda Engine Plant Manager in 2007. Following his 2017 retirement from GM, Mr. Finch joined the Automobile Association of America Western and Central New York as Senior Vice President of Automotive Services. Mr. Finch currently serves as Chairman of the Board of Directors for the Buffalo Urban League, was a previous Chairman of the Board for United Way of Buffalo and Erie County, and a previous board member of AAA Western and Central New York.

Qualifications

With a career spanning more than four decades, Mr. Finch has a proven track record of leadership during a period of significant evolution for the automotive industry. Mr. Finch helped navigate the GM workforce through economic downturn and bankruptcy. After a reorganization, he successfully secured the addition of three new engine product lines, ultimately overseeing investments at the plant totaling more than $3 billion during his 10-year tenure. Through his extensive GM career, Mr. Finch developed expansive and diverse experience in manufacturing and customer relations, as well as in capital and labor management. Mr. Finch s success in managing highly technical operations and delivering a quality product in a safe, environmentally responsible and cost-effective manner has direct application to National Fuel s work in the energy industry. Mr. Finch s experience in senior level oversight during periods of significant industry challenge and disruption provides an important perspective on regulatory and economic issues.

National Fuel Gas Company Board Committees

Audit

Nominating/Corporate Governance

Education

Kettering University (formerly General Motors Institute), B.S. in electrical engineering

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Joseph N. Jaggers Age: 65 Director since: 2015

Mr. Jaggers is the former President, Chief Executive Officer and Chairman of Jagged Peak Energy Inc., an independent oil and natural gas exploration and production company. Before forming Jagged Peak Energy in 2013, Mr. Jaggers served as President and Chief Executive Officer and as director of Ute Energy, LLC, from 2010 until its sale in 2012. From 2006 to 2010, he served as President and Chief Operating Officer of Bill Barrett Corporation. From 2001 to 2006, he was Vice President, Exploration & Production, for Williams Companies. Previously, he served as President and Chief Operating Officer of Barrett Resources, from 2000 until its sale to Williams in August 2001. From 1981 through 2000, he worked for BP Amoco in various domestic and international assignments of increasing responsibility culminating in executive oversight for the Northern North Sea, one of BP s largest producing assets at the time. Mr. Jaggers is a past President of the Colorado Oil and Gas Association, past Executive Director of the Independent Producers Association of the Mountain State and an inductee into the Rocky Mountain Oil and Gas Hall of Fame.

Qualifications

With more than 35 years of experience in the oil and gas industry, including a long record of achieving production and reserve growth, Mr. Jaggers has familiarity with market cycles and dynamics and contributes to the Board s oversight of our exploration and production business. Additionally, his substantial executive experience with large, public exploration and production companies combined with his extensive operational experience in diverse producing basins provides the Board with insight in assessing various risks that may affect oil and gas operations at the Company. With experience as a senior leader in a number of exploration and production companies, Mr. Jaggers adds significant operational depth to the Board as well as an understanding of effective and efficient resource development. These attributes assist the Board in its oversight of the ongoing development of the Company s various oil and gas assets and evaluation of the continued advancement of the Company s Appalachian drilling program.

National Fuel Gas Company Board Committees

Audit

Compensation

Former Public Company Directorships

Jagged Peak Energy Inc.

Bill Barrett Corporation

Mission Resources Corporation

Education

United States Military Academy at West Point, B.S.

David F. Smith Age: 65 Director since: 2007

Mr. Smith has been Chairman of the Board of the Company since March 2010 (from March 2013 through March 2014 he served as Executive Chairman of the Board). He also served as Chief Executive Officer of the Company from

February 2008 until March 2013; as President of the Company from February 2006 through June 2010; and as Chief Operating Officer of the Company from February 2006 to February 2008. Mr. Smith was also President and/or Chairman of each of the Company s major subsidiaries over the course of his career. He is a Board member of Gas Technology Institute (Executive Committee and Audit Committee), Emeritus Board member of the State University of New York at Buffalo Law School Dean s Advisory Council, a former director of the American Gas Association and former Chairman of the Board of Directors of the Business Council of New York State.

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Qualifications

Mr. Smith brings to the Board significant industry and Company expertise and leadership experience. His 36-year tenure with the Company and time in key leadership positions within all of the Company s business segments has resulted in significant knowledge of the Company s history and strategies during its substantial growth from a regional utility to a much larger diversified energy company. He also brings a long and active participation in industry groups that identify and address important issues facing the Company and has well-established relationships of trust with other industry leaders. In addition, Mr. Smith has deep ties to businesses and civic organizations in Western New York (the location of the Company s corporate headquarters and most of its business units). His experience as an active participant during decades of regulatory evolution at the state and federal levels provides valuable perspective and insight into the political and regulatory trends impacting the Company s regulated pipeline, storage and utility businesses.

National Fuel Gas Company Board Committees

Executive, Chair

Financing

Education

State University of New York at Fredonia, B.A in political science

State University of New York at Buffalo School of Law, J.D.

Directors Whose Terms Expire in 2021

Philip C. Ackerman **Age:** 75 **Director since:** 1994

Mr. Ackerman was Chief Executive Officer of the Company from October 2001 to February 2008, Chairman of the Board of the Company from January 2002 to March 2010 and President of the Company from July 1999 to February 2006. Mr. Ackerman also served as the Company s Principal Financial Officer from 1981 to 2001. He is a past director of the Business Council of New York State, prior Chairman of the Erie County Industrial Development Agency and current member of the Board of Managers of the Buffalo Society of Natural Sciences. Mr. Ackerman is a past director of Associated Electric and Gas Insurance Services Limited, a mutual insurance company that provides insurance coverage and related risk management services to the utility and energy industries.

Qualifications

Mr. Ackerman s more than 40 years involvement with the Company, including his experience as President (or Executive Vice President) of all of the Company s major subsidiaries and as the Principal Financial Officer of the Company, provides the Board with an in-depth strategic perspective on the Company, as well as an understanding of the Company s financials. During his tenure with the Company Mr. Ackerman increased its presence in all phases of the energy business; National Fuel grew from a regional utility company with $300 million in assets to a fully integrated energy company with over $5.1 billion in assets. Mr. Ackerman s experience as a director of Associated Electric and Gas Insurance Services Limited provides the Board with a useful perspective on risks and management of risk in the natural gas industry. Mr. Ackerman is a significant and long-standing retail stockholder, which provides the

Board the perspective of the Company s retail stockholders, who represent a significant portion of the Company s stockholder ownership.

National Fuel Gas Company Board Committees

Executive

Financing, Chair

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Education

State University of New York at Buffalo, B.S. in accounting

Harvard University Law School, J.D.

Stephen E. Ewing **Age:** 74 **Director Since:** 2007

Mr. Ewing served as Vice Chairman of DTE Energy Company (DTE), a Detroit-based diversified energy company involved in the development and management of energy-related businesses and services nationwide, from November 2005 to December 2006. Two of DTE s subsidiaries are DTE Electric Company (formerly known as Detroit Edison), one of the nation s largest electric utilities, and DTE Gas Company (formerly known as Michigan Consolidated Gas Company, or MichCon), one of the nation s largest natural gas local distribution companies. Mr. Ewing also had responsibility for DTE s exploration and production subsidiary, DTE Gas Resources, with operations in the Antrim and Barnett Shale. He was also, at various times, Group President of the Gas Division at DTE, President and Chief Operating Officer of MCN Energy Group, Inc. (the then parent of MichCon and a company which had utility, pipeline and storage, and exploration and production businesses) and President and Chief Executive Officer of MichCon, until it was acquired by DTE. He was also Chairman of the Board of Directors of the American Gas Association for 2006, a member of the National Petroleum Council, and Chairman of the Midwest Gas Association and the Natural Gas Vehicle Coalition. He is a past trustee and past Chairman of the Board of The Skillman Foundation, a not-for-profit foundation focused on providing education for low-income children, past director and Chairman of the Auto Club of Michigan and past director and Chairman of the Board of the Auto Club Group (AAA).

Qualifications

With his extensive background in executive management at energy companies with regulated businesses, Mr. Ewing provides valuable perspective on the Company s operations. Through his senior leadership positions at MichCon, MCN Energy and, ultimately, DTE, he has expertise in managing pipeline and utility natural gas operations in the northern U.S. This experience, coupled with his oversight of DTE s exploration and production subsidiary s operations in the Antrim and Barnett Shale, provides the Board with significant insight into the Company s integrated operations and opportunities for further Company growth via strategic upstream and midstream development. In addition, his current position as a director of another northern energy company, CMS Energy, provides a current perspective on natural gas regulation. Mr. Ewing is the Company s Lead Independent Director.

National Fuel Gas Company Board Committees

Audit

Compensation, Chair

Financing

Current Public Company Directorships

CMS Energy Corporation

Education

DePauw University, B.A.

Michigan State University, MBA

Harvard Advanced Management Program

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Rebecca Ranich **Age:** 61 **Director since:** 2016

Ms. Ranich is a former director at Deloitte Consulting, LLP, where she led the firm s Energy and Sustainability Investment Advisory Services for public sector clients, providing counsel on more than $1 billion of investments. Her practice focused on strategic energy investments designed to mitigate and manage risks related to energy supply, demand and climate change issues. Preceding her position at Deloitte, Ms. Ranich worked at PSG International, where she was a member of the management team leading negotiations to implement the Trans-Caspian Gas Pipeline, a multi-billion dollar, 1,700-kilometer pipeline project transporting natural gas from Turkmenistan to Turkey. She was previously a Vice President at Michael Baker Corporation, an international engineering, energy and environmental services firm. While at Baker, she held executive responsibility for delivering energy and environmental engineering services in Europe, Russia and the Caspian region, overseeing projects with a construction value in excess of $40 billion. She managed offices in London, Naples, Wiesbaden and Moscow. Ms. Ranich served as a member of the Board of Directors of Questar Corporation from 2013 until September 2016, when Questar was acquired by Dominion Resources, Inc. At Questar she was Chair of the Board s Governance and Nominating Committee. She is a member of the Supervisory Board at Uniper SE, a German power generation and energy supply chain corporation, and the Board of Directors of Cardno Limited, an Australian infrastructure and environmental services company. She serves as vice chair of the Board of the Gas Technology Institute and chair of its Investment Committee, and she is an advisory board member of Yet Analytics, an xAPI data analytics platform. In addition to being an investor in and advisor to emerging technology companies, Ms. Ranich is a member of the Technology Commercialization Panel for the Johns Hopkins University Applied Physics Laboratory.

Qualifications

Ms. Ranich s strong background and wealth of experience in strategic energy investments, project development and risk management contribute significantly to the Board. With her work on sustainable environmental practices and strong global industry experience, Ms. Ranich s skills complement the diverse backgrounds on the Board. Ms. Ranich also brings to the Board her successful track record of establishing, building and leading energy-focused businesses.

National Fuel Gas Company Board Committees

Audit

Nominating/Corporate Governance, Chair

Current Public Company Directorships

Cardno Limited

Uniper SE

Former Public Company Directorships

Questar Corporation

Education

Northwestern University, B.A. in Soviet area studies

University of Detroit Mercy, MBA

Directors Whose Terms Expire in 2020

Jeffrey W. Shaw **Age:** 60 **Director since:** 2014

Mr. Shaw retired as Chief Executive Officer of Southwest Gas Corporation (Southwest) on March 1, 2015. He was named Chief Executive Officer and a director of Southwest in 2004 and also served as President of Southwest at various times from 2003 to 2014. Previously Mr. Shaw, a CPA, held various positions at Southwest, including Director of Internal Audit, Controller and Chief Accounting Officer, Vice President/Controller and Chief Accounting Officer, Vice President and Treasurer, Senior Vice President/Finance and Treasurer, and Senior Vice President/Gas Resources and Pricing. He worked for Arthur Anderson & Co. in its Dallas and Las Vegas offices in the audit division prior to joining Southwest Gas in May of 1988. He is a member of the American Institute of Certified Public Accountants, the Nevada Society of CPAs and the Leadership Las Vegas Alumni Association. Mr. Shaw is a member of the Advisory Board of the University of Utah David Eccles School of Business and is a member and past Chairman of the Broadcast Leadership Council at Brigham Young University. He is a past director of Southwest Gas Corporation and the American Gas Association, past Chairman and director of the Western Energy Institute and past President and trustee of the Las Vegas Area Council of the Boy Scouts of America.

Qualifications

Mr. Shaw s extensive executive management and financial experience at an energy company with regulated natural gas businesses similar to those of the Company provides the Board with valuable perspective and understanding of state regulatory activities. In particular, Mr. Shaw s accounting and finance background, and the significant roles he has held in these areas over his career, qualify him as an Audit Committee Financial Expert under the Securities and Exchange Commission s rules and enable him to play a key role in performing the Board s audit oversight function. In addition, Mr. Shaw s background and financial expertise contribute to the Board s understanding and guidance on financial matters.

National Fuel Gas Company Board Committees

Audit, Chair

Nominating/Corporate Governance

Former Public Company Directorships

Southwest Gas Corporation

Education

University of Utah, B.S. in accounting

Certified Public Accountant

Thomas E. Skains **Age:** 62 **Director since:** 2016

Mr. Skains is the former Chairman of the Board, Chief Executive Officer and President of Piedmont Natural Gas Company, Inc., serving from 2002 as President and from 2003 as Chairman and CEO, until his retirement in October 2016. Previously, Mr. Skains held various positions at Piedmont, including Chief Operating Officer and Senior Vice President Marketing and Supply Services. Mr. Skains held positions of increasing responsibility with Transcontinental Gas Pipe Line Corporation, which he joined in 1981 as an attorney and served as corporate and senior attorney before being named Vice President in 1986 and Senior Vice President Transportation and Customer Services in 1989. In October 2016, Mr. Skains became a director at Duke Energy Corporation, where he serves on its Regulatory Policy and Operations Committee and its Nuclear Oversight Committee. Mr. Skains has served as a director of BB&T Corporation since 2009, where he chairs its Executive Committee and serves on its Risk Committee, and where he previously

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chaired its Nominating and Corporate Governance Committee and its Risk Committee. Mr. Skains has also served as a director at BB&T Corporation s subsidiary, Branch Banking and Trust Company, since 2013, where he chairs its Executive Committee and serves on and previously chaired its Risk Committee. Mr. Skains previously served on the Charlotte Chamber of Commerce Board of Directors and was Chairman in 2015. He also served on the boards of several industry and community organizations, including Gas Technology Institute, the American Gas Association (as Chairman in 2009), the Southern Gas Association (as Chairman in 2006) and the American Gas Foundation (a not-for-profit energy research group).

Qualifications

Mr. Skains strong leadership and strategic management skills provide the Board with a valuable perspective on the complexities, challenges and opportunities facing the natural gas industry. Through his experiences at Piedmont and Transco, Mr. Skains contributes significant knowledge of the legal and regulatory issues encountered by project sponsors in developing natural gas pipeline projects. Mr. Skains brings to the Board extensive knowledge of the natural gas industry and is able to use his legal training and experience as a corporate energy attorney to provide insight on legal and regulatory compliance matters and contribute to corporate governance matters.

National Fuel Gas Company Board Committees

Compensation

Nominating/Corporate Governance

Current Public Company Directorships

Duke Energy Corporation

BB&T Corporation

Former Public Company Directorships

Piedmont Natural Gas Company, Inc.

Education

Sam Houston State University, B.B.A.

University of Houston Law School, J.D.

Ronald J. Tanski **Age:** 66 **Director since:** 2014

Mr. Tanski has been President and Chief Executive Officer of the Company since March 2013. Mr. Tanski served as President and Chief Operating Officer of the Company from July 2010 to March 2013 and as Treasurer and Principal Financial Officer from April 2004 to July 2010. Mr. Tanski was President of National Fuel Gas Supply Corporation from July 2008 to July 2010 and President of National Fuel Gas Distribution Corporation from February 2006 to July 2008. He was previously Treasurer of those and other subsidiaries of the Company, and he also served in management roles at Seneca Resources Corporation (now Seneca Resources Company, LLC) and Horizon Energy Development, Inc. (sold in 2010). He is a member of the Board of Directors of the Interstate Natural Gas Association of America (INGAA) and was INGAA Chairman in 2015. Mr. Tanski is a director of the American Gas Association and a member of the Council on Accountancy at Canisius College. He also serves as Secretary on the Board of Managers of the Buffalo Museum of Science and as a member of the Executive Committee, and he is a director of Invest Buffalo Niagara.

Qualifications

Mr. Tanski has been employed by the Company since 1979. Through his broad range of experience including numerous leadership positions in both the regulated and non-regulated businesses, he gained hands-on, practical knowledge about virtually every aspect of the Company s

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operations. Mr. Tanski s role as CEO and substantial management experience with the Company s subsidiaries, his detailed understanding of the Company s integrated operations, and in particular, his financial background with the Company assist the Board with management of the Company s operations. Mr. Tanski also has deep ties to Western New York, the location of the Company s corporate headquarters and a number of its significant business units.

National Fuel Gas Company Board Committees

Executive

Financing

Education

State University of New York at Buffalo, B.A. in biology

State University of New York at Buffalo, MBA

State University of New York at Buffalo School of Law, J.D.

Annual Meeting Attendance

Last year, all directors then serving attended the 2018 Annual Meeting, and all or substantially all of the directors are expected to do so this year. A meeting of the Board of Directors will take place on the same day and at the same place as the Annual Meeting and directors are expected to attend all meetings. If a director is unable to attend a Board meeting in person, participation by telephone is permitted and in that event the director may not be physically present at the Annual Meeting of Stockholders.

Director Independence

The Board of Directors has determined that directors Ackerman, Carroll, Ewing, Finch, Jaggers, Ranich, Shaw, Skains and Smith are independent, and that Mr. Tanski is not independent due to his current employment relationship with the Company. The Board of Directors previously determined that Craig G. Matthews, whose service as a director concluded March 8, 2018, was independent. The Board s determinations of director independence were made in accordance with the listing standards of the New York Stock Exchange (the NYSE) and SEC regulations. In making its independence determinations, the Board considered that Mr. Carroll is President and Chief Executive Officer of GTI, an organization that receives payments from the Company for dues and fees to support research and development, and that such payments in each of GTI s last three fiscal years were less than (i) $1,000,000 or (ii) 2% of GTI s consolidated gross revenues for the applicable fiscal year. The Board also considered that Mr. Finch is Senior Vice President of AAA Western and Central New York, Inc. (AAA), a not-for-profit corporation that maintains several locations in the Company s utility service territory, and that payments made by AAA to Company affiliates for natural gas service in each of AAA s last three fiscal years were less than (i) $1,000,000 or (ii) 2% of AAA s consolidated gross revenues for the applicable fiscal year.

Board Leadership Structure

In March 2018, the Board of Directors re-elected Mr. Smith as Chairman of the Board and re-elected Mr. Tanski as President and Chief Executive Officer. The Board believes that Mr. Smith s role as Chairman and Mr. Tanski s position as Chief Executive Officer, since March 2013, is an effective leadership model given Mr. Smith s past experience in the role of CEO and his experience as Chairman of the Board and Mr. Tanski s experience as CEO. The Board believes this is the optimal leadership structure at this time and reviews and considers this structure at least annually. As in the past, it is the Board s opinion that the stockholders interests are best served by allowing the Board to retain flexibility to determine the optimal organizational structure for the Company at a given time, including whether the Chairman role should be filled by the CEO who serves on the Board. At times in the past the roles have been separate and at other times they have been combined. The members of the Board possess considerable experience and unique knowledge of the challenges and opportunities the Company faces, have significant industry experience and are in the best position to evaluate its needs and how best to organize the capabilities of the directors and management to meet those needs.

Non-management directors meet at regularly scheduled executive sessions without management. In addition, the independent directors met during fiscal 2018, in accordance with NYSE listing requirements. The sessions were chaired by Stephen E. Ewing, as Lead Independent Director. The Board of Directors provides a process for stockholders and other interested parties to send communications to the Board or to certain directors. Communications to the Lead Independent Director, to the non-management directors as a group, or to the entire Board should be addressed as follows: Lead Independent Director, c/o 6363 Main Street, Williamsville, NY 14221. For the present, all stockholder and interested parties communications addressed in such manner will go directly to the indicated directors. If the volume of communication becomes such that the Board determines to adopt a process for determining which communications will be relayed to Board members, that process will appear on the Company s website at www.nationalfuel.com.

Diversity

Under the Company s Corporate Governance Guidelines, the Board of Directors is required, when selecting candidates for re-election and candidates for Board membership, to consider factors that include a diversity of experience related to the business segments in which the Company operates, as well as a diversity of perspectives to be brought to the Board by the individual members. During Fiscal 2018, the Board updated the Director Qualifications Guidelines, contained in the Company s Corporate Governance Guidelines, to clarify that diversity of perspectives includes all aspects of diversity. In recent years, National Fuel s Nominating/Corporate Governance Committee, which makes recommendations to the full Board on nominees for director positions, has invited qualified diverse candidates to stand for election to the Board, with successful results. The Board has approached a number of diverse candidates, with some declining consideration for directorship due to reasons such as restrictions on number of outside public boards and time commitments. The Board will continue its efforts to attract qualified Board Candidates whose expertise and personal characteristics align with the Company s long term business strategy. The Board also believes it noteworthy that Board member Rebecca Ranich serves as Chair of the Nominating/Corporate Governance Committee and that women have long occupied National Fuel s top corporate levels. Today, four of the Company s ten designated executive officers are women who hold the following important policy-making positions: Controller and Principal Accounting Officer; Senior Vice President and General Counsel (our chief legal officer), who also serves as the Company s Compliance Officer and previously served as the Company s Corporate Secretary; Vice President of Business Development, who oversees many of the Company s non-exploration and production development plans and who was named President of the Utility segment effective February 1, 2019; and until February 1, 2019, the Company s Chief Information Officer.

Meetings of the Board of Directors and Standing Committees

In fiscal 2018, there were five meetings of the Board of Directors. In addition, directors attended meetings of standing or pro tempore committees. The Audit Committee held nine meetings, the Compensation Committee held five meetings, and the Nominating/Corporate Governance Committee held five meetings. During fiscal 2018, all directors attended at least 75% of the aggregate of meetings of the Board and of the committees of the Board on which they served. In addition, Board members regularly attend meetings of committees on which they do not serve, although committee decision-making is reserved to committee members.

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The table below shows the number of committee meetings conducted in fiscal 2018 and the directors who served on these committees as of September 30, 2018.

	BOARD COMMITTEES			
DIRECTOR	**Audit**	**Compensation**	**Executive**	**Nominating/ Corporate Governance**
Philip C. Ackerman			X	
David C. Carroll			X	X
Stephen E. Ewing	X	Chair		
Steven C. Finch	X			X
Joseph N. Jaggers	X	X		
Rebecca Ranich	X			Chair
Jeffrey W. Shaw	Chair			X
Thomas E. Skains		X		X
David F. Smith			Chair	
Ronald J. Tanski			X	
Number of Meetings in Fiscal 2018	9	5	0	5

Audit

The Audit Committee is a separately designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended (the Exchange Act). The Audit Committee held nine meetings during fiscal 2018 in order to review the scope and results of the annual audit, to receive reports of the Company s independent registered public accounting firm and chief internal auditor, to monitor compliance with the Company s Reporting Procedures for Accounting and Auditing Matters (included in this proxy statement as Appendix A), to review the Company s enterprise risk management program and to prepare a report of the Audit Committee s findings and recommendations to the Board of Directors. The members of the Audit Committee are independent as independence for audit committee members is defined in NYSE listing standards and in SEC regulations. No Audit Committee member simultaneously serves on the audit committees of more than three public companies. The Board limits the number of audit committees on which an Audit Committee member can serve to three, unless the Board has determined that such simultaneous service would not impair the ability of such members to serve effectively. The Company s Board of Directors has determined that the Company has an audit committee financial expert (as defined by SEC regulations) serving on its Audit Committee, namely Mr. Shaw, who is an independent director.

In connection with its review of the Company s internal audit function, the Audit Committee in 2016 had an external quality assessment performed by IIA Quality Services, LLC under the Institute of Internal Auditors (the IIA) *International Standards for the Professional Practice of Internal Auditing* (the Standards). The assessment concluded that the Company s Audit Services Department generally conforms to the Standards, the IIA Code of Ethics, and the Definition of Internal Auditing. Generally conforms is the IIA s highest rating. The Standards state that an external quality assessment should be conducted at least once every five years.

Further information relating to the Audit Committee appears in this proxy statement under the headings Audit Fees and Audit Committee Report. A current copy of the Audit Committee charter is available to security holders on the Company s website at www.nationalfuel.com.

Compensation

As described in the Compensation Discussion and Analysis in this proxy statement, the Compensation Committee held five meetings during fiscal 2018 in order to review and determine the compensation of Company executive officers and to review reports and/or grant awards under the Company s 2010 Equity Compensation Plan, the 2012 Annual At Risk Compensation Incentive Program

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(AARCIP or the At Risk Plan), and the Executive Annual Cash Incentive Program (EACIP). The members of the Compensation Committee are independent as independence is defined in NYSE listing standards. The members of the Compensation Committee are also non-employee directors as defined in SEC regulations and outside directors as defined in Federal tax regulations. A current copy of the charter of the Compensation Committee is available to security holders on the Company s website at www.nationalfuel.com.

The Compensation Committee is responsible for various aspects of executive compensation, including approval of the base salaries and incentive compensation of the Company s executive officers. The Compensation Committee is authorized to evaluate director compensation and make recommendations to the full Board regarding director compensation. The Compensation Committee may form subcommittees and delegate to those subcommittees such authority as the Compensation Committee deems appropriate, other than authority required to be exercised by the Compensation Committee as a whole. The Compensation Committee also administers the Company s 2010 Equity Compensation Plan, the 1997 Award and Option Plan, and the At Risk Plan and approves performance conditions and target incentives for executive officers who are participants in the EACIP. As described more fully in the Compensation Discussion and Analysis, the Compensation Committee retained Korn Ferry (a unit of Korn/Ferry International) and Meridian Compensation Partners, LLC, both independent compensation consulting firms, to assist in determining executive compensation. In addition, as set forth in the Compensation Committee s charter, the Chief Executive Officer may and does make, and the Compensation Committee may and does consider, recommendations regarding the Company s compensation and employee benefit plans and practices, including the compensation of executive officers other than himself. The Compensation Committee then approves executive compensation as it deems appropriate. The Compensation Committee has assessed the independence of the compensation consultants under NYSE listing standards and has determined their work presents no conflicts of interest under SEC regulations.

Executive

The Executive Committee did not meet during fiscal 2018. The Executive Committee has, and may exercise, the authority of the full Board, except as may be prohibited by New Jersey corporate law (N.J.S.A. § 14A:6-9).

Nominating/Corporate Governance

All the members of the Nominating/Corporate Governance Committee are independent, as independence is defined in NYSE listing standards. The Nominating/Corporate Governance Committee makes recommendations to the full Board on nominees for the position of director. The Nominating/Corporate Governance Committee also has duties regarding corporate governance matters as required by law, regulation or NYSE rules. The Nominating/Corporate Governance Committee held five meetings during fiscal 2018. Stockholders may recommend individuals to the Nominating/Corporate Governance Committee to consider as potential nominees. Procedures by which stockholders may make such recommendations are set forth in Exhibit B to the Company s Corporate Governance Guidelines, described in the following paragraph. In addition, the Company s By-Laws provide a process for stockholders meeting certain requirements to have nominees included in the Company s proxy materials.

In general, the Nominating/Corporate Governance Committee s charter provides for the Nominating/Corporate Governance Committee to develop and recommend to the Board criteria for selecting new director nominees and evaluating unsolicited nominations, which criteria are included in this proxy statement as part of the Company s Corporate Governance Guidelines. A current copy of the charter of the Nominating/Corporate Governance Committee is available to stockholders on the Company s website at www.nationalfuel.com and in print to stockholders who request a copy from the Company s Secretary at its principal office. A current copy of the Corporate Governance Guidelines is included in this proxy statement as Appendix B, and is available to stockholders on the Company s website at www.nationalfuel.com. Appendix B also addresses the qualifications and skills the

Nominating/Corporate Governance Committee believes are necessary in a director, and the Nominating/Corporate Governance Committee s consideration of stockholder recommendations for director. Pursuant to the Corporate Governance Guidelines, stockholder recommendations identifying a proposed nominee and setting out his or her qualifications should be delivered to the Company s Secretary at its principal office no later than September 20, 2019 in order to be eligible for consideration in connection with the 2020 Annual Meeting of Stockholders.

Under the process for selecting new Board candidates, the Chairman and the Chief Executive Officer and the Nominating/Corporate Governance Committee discuss the need to add a new Board member or to fill a vacancy on the Board. The Nominating/Corporate Governance Committee will initiate a search, working with staff support and seeking input from Board members and senior management, hiring a search firm if necessary, and considering candidates recommended by stockholders in accordance with Exhibit B to the Corporate Governance Guidelines.

Method of Evaluating Board and Committee Effectiveness

Annually, the Board and each of the Audit Committee, Compensation Committee and Nominating/Corporate Governance Committee take part in a self-evaluation process to determine their effectiveness and opportunities for improvement. Questionnaires are provided to each director soliciting comments with respect to dynamics of the full Board and each of the above committees, on which the director serves, as well as director performance and adequacy of Board materials. The confidential responses are summarized for Board and Nominating/Corporate Governance committee review. Board members are requested to report dissatisfaction with individual performance to the Chairman of the Board and the Chairman of the Nominating/Corporate Governance Committee. At a Board and Nominating/Corporate Governance Committee meeting, time is allocated to discuss the summary and review any comments or inadequacies.

Charitable Contributions by Company

Within the preceding three years, the Company did not make any charitable contributions to any charitable organization in which a director served as an executive officer which exceeded the greater of $1 million or 2% of the charitable organization s consolidated gross revenues in a single fiscal year.

Compensation Committee Interlocks and Insider Participation

There are no Compensation Committee interlocks or insider participation which SEC regulations or NYSE listing standards require to be disclosed in this proxy statement.

Risk Oversight

The Board retains oversight of safety, environmental, social, cybersecurity and corporate governance risks, among other areas central to corporate responsibility, including strategic, financial and regulatory risks and opportunities. An important aspect of the Board s oversight role is the enterprise risk management process, under which major enterprise-wide risks have been identified, along with the mitigative measures to address and manage such risks. Management reports quarterly to the Board on significant risk categories. In addition, management provides a detailed presentation on a topic related to one or more risk categories at each Board meeting. Additional review or reporting on enterprise risks is conducted as needed or as requested by the Board. The Board and management consider enterprise risks and opportunities in their strategic and capital spending decision process, and the Board directs management to integrate corporate responsibility concerns into decision-making throughout the organization.

Related Person Transactions

The Company had no related person transactions in fiscal 2018. The Company s Code of Business Conduct and Ethics (the Code of Conduct) (which is in writing and available to stockholders as described at the end of this proxy statement) identifies the avoidance of any actual or perceived conflicts between personal interests and Company interests as an essential part of the responsibility of the Company s directors, officers and employees. The Code of Conduct provides that a conflict of interest may arise when a director, officer or employee receives improper personal benefits as a result of his or her position in the Company, or when personal situations tend to influence or compromise a director s, officer s or employee s ability to render impartial business decisions in the best interest of the Company. Potential conflicts of interest under the Code of Conduct would include but not be limited to related person transactions. The Audit Committee administers the Code of Conduct as it relates to the Company s directors and executive officers.

The Company s policies and procedures for the review, approval or ratification of related person transactions are set forth in writing in the charter of the Audit Committee. The charter provides that the Audit Committee will review and, if appropriate, approve or ratify any transaction between the Company and a related person which is required to be disclosed under SEC rules. In the course of its review of a transaction, the Audit Committee will consider the nature of the related person s interest in the transaction, the material terms of the transaction, the significance of the transaction to the related person and to the Company, whether the transaction would affect the independence of a director, and any other matters the Audit Committee deems appropriate. The Audit Committee will approve or ratify only those transactions that it considers to be in, or not inconsistent with, the best interests of the Company and its stockholders, as the Audit Committee determines in good faith. Any member of the Audit Committee who is a related person with respect to a transaction under review may not participate in the deliberations or vote respecting approval or ratification of the transaction.

Director Compensation

The 2009 Non-Employee Director Equity Compensation Plan was approved at the 2009 Annual Meeting of Stockholders and reapproved at the 2016 Annual Meeting of Stockholders (Director Equity Compensation Plan). This plan provides for the issuance of shares on a quarterly basis to non-employee directors in such amounts as the Board may determine from time to time. In addition, non-employee directors receive a portion of their compensation in cash, as determined by the Board from time to time. Directors who are not Company employees or retired employees do not participate in any of the Company s employee benefit or compensation plans. Directors who are current employees receive no compensation for serving as directors.

For fiscal 2018, non-employee directors were paid a retainer at an annual rate of $90,000 in cash plus shares of Common Stock equal in value to approximately $175,000. Common Stock issued to non-employee directors under the Director Equity Compensation Plan is nontransferable until the later of two years from issuance or six months after the recipient s cessation of service as a director of the Company, except that transferability restrictions lapse upon the death of the recipient.

The Company does not pay non-employee directors a per-meeting fee for meetings of the Board, except that each non-employee director receives a fee of $1,500 for attendance at any meeting of the Board in excess of six meetings per year. Fees paid to non-employee directors for meetings of committees on which they serve are $1,500 per meeting. The Lead Independent Director (Mr. Ewing) was paid an additional annual retainer of $15,000, and the Chairpersons of the Audit, Compensation and Nominating/Corporate Governance Committees (Mr. Shaw, Mr. Ewing and Ms. Ranich, respectively) were each paid an additional annual retainer of $15,000. Mr. Smith was paid an additional retainer of $20,000 per quarter for his service as Chairman of the Board.

The Company requires that each director, in order to receive compensation for service as a director, must beneficially own at least 2,000 shares of Common Stock at the end of the first year of service as a director, at least 4,000 shares at the end of the second year of service and at least 6,000 shares at the end of the third year of service. All directors are in compliance with this requirement.

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The following table sets forth the compensation paid to each non-employee director for service during fiscal 2018:

DIRECTOR COMPENSATION TABLE   FISCAL 2018

Name	Fees Earned or Paid in Cash ($)(1)	Stock Awards ($)(2)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)(3)	Total ($)
Philip C. Ackerman	90,000	175,103	None	None	N/A	8	265,111
David C. Carroll	97,500	175,103	None	None	N/A	8	272,611
Stephen E. Ewing	141,000	175,103	None	None	N/A	8	316,111
Steven C. Finch	24,310	38,546	None	None	N/A	2	62,858
Joseph N. Jaggers	111,000	175,103	None	None	N/A	8	286,111
Craig G. Matthews	55,500	87,536	None	None	N/A	4	143,040
Rebecca Ranich	118,500	175,103	None	None	N/A	8	293,611
Jeffrey W. Shaw	126,000	175,103	None	None	N/A	8	301,111
Thomas E. Skains	102,000	175,103	None	None	N/A	8	277,111
David F. Smith	170,000	175,103	None	None	N/A	8	345,111

(1) Represents the portion of the annual retainer paid in cash, plus meeting fees, plus additional retainers, as applicable, for service as a committee Chairperson, Lead Independent Director, or Chairman of the Board.

(2) Represents the aggregate fair value on the date of issuance of the Common Stock issued under the Director Equity Compensation Plan, as required by the Financial Accounting Standards Board s (FASB s) authoritative guidance for stock compensation. The average of the high and low stock price on each date of issuance was used to compute the fair value. The average prices (and resultant values of the Stock Awards) were as follows: $56.98 for October 2, 2017 (stock in total valued at $43,761); $56.925 for January 2, 2018 (stock in total valued at $43,775); $50.83 for April 2, 2018 (stock in total valued at $43,765); $52.965 for July 2, 2018 (stock in total valued at $43,802); and $54.52 for July 16, 2018 (stock in total valued at $38,546 for pro-rated grant to Mr. Finch). As of September 30, 2018, the aggregate shares paid for all years of director service under director compensation plans to directors Ackerman, Carroll, Ewing, Finch, Jaggers, Matthews, Ranich, Shaw, Skains and Smith were 19,233, 15,413, 23,290, 707, 9,076, 23,997, 6,590, 11,860, 5,501 and 7,282, respectively.

(3) Represents premiums paid on a blanket travel insurance policy, which covers each director up to a maximum benefit of $500,000. This insurance provides coverage in case of death or injury while on a trip for Company business.

AUDIT FEES

In addition to retaining PricewaterhouseCoopers LLP to report on the annual consolidated financial statements of the Company for fiscal 2018, the Company retained PricewaterhouseCoopers LLP to provide various non-audit services in fiscal 2018. The aggregate fees billed for professional services by PricewaterhouseCoopers LLP for each of the last two fiscal years were as follows:

	2017	**2018**
Audit Fees(1)	$ 1,774,500	$ 1,976,100
Audit-Related Fees(2)	$ 0	$ 0
Tax Fees		
Tax advice and planning(3)	$ 12,000	$ 31,100
Tax compliance(4)	$ 18,685	$ 7,500
All Other Fees(5)	$ 3,589	$ 3,589
TOTAL	$ 1,808,774	$ 2,018,289

(1) Audit Fees include audits of consolidated financial statements and internal control over financial reporting, reviews of financial statements included in quarterly Forms 10-Q, comfort letters and consents, and audits of certain of the Company s wholly-owned subsidiaries to meet statutory or regulatory requirements.

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(2) Audit-Related Fees include audits of certain of the Company s wholly-owned subsidiaries not required by statute or regulation, and consultations concerning technical financial accounting and reporting standards.

(3) Tax advice and planning includes consultations on various federal and state tax matters.

(4) Tax compliance includes tax return preparation and tax audit assistance.

(5) All Other Fees relate to permissible fees other than those described above and include consulting fees and the software-licensing fee for an accounting and financial reporting research tool.

The Audit Committee s charter (available on the Company s website at www.nationalfuel.com and in print to stockholders who request a copy from the Company s Secretary at its principal office) references its pre-approval policies and procedures. The Committee has pre-approved the use of PricewaterhouseCoopers LLP for specific types of services, including various audit and audit-related services and certain tax services, among others. The chair of the Committee and, in his absence, another specified member of the Committee are authorized to pre-approve any audit or non-audit service on behalf of the Committee. Each pre-approval is to be reported to the full committee at the first regularly scheduled committee meeting following such pre-approval.

For fiscal 2018, none of the services provided by PricewaterhouseCoopers LLP were approved by the Audit Committee in reliance upon the de minimis exception contained in Section 202 of Sarbanes-Oxley and codified in Section 10A(i)(1)(B) of the Exchange Act and in 17 CFR 210.2-01(c)(7)(i)(C).

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AUDIT COMMITTEE REPORT

The Audit Committee is composed solely of five directors who meet the independence and financial literacy requirements of the NYSE and the SEC. The Audit Committee Chairman, Jeffrey W. Shaw, qualifies as an audit committee financial expert as defined by the SEC. The responsibilities of the Audit Committee are set forth in the Audit Committee Charter, last amended June 15, 2017, a copy of which is available on the Company s website at **https://investor.nationalfuelgas.com/for-investors/corporate-governance/committee-charters/default.aspx#mem**.

The Audit Committee reviews the integrity of the Company s financial statements and oversees the scope of work of the Audit Services Department. That scope includes reviewing the accuracy, reliability and integrity of financial and operational information and the means used to identify, measure, classify and report such information. The Audit Committee also directly appoints, retains, compensates, evaluates, terminates and oversees the work of the independent auditor for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, and such firm must report directly to the Audit Committee. In addition to those responsibilities, with respect to the independent auditor, the Audit Committee:

- reviews and evaluates the annual engagement letter, including the independent auditor s proposed fees;
- reviews, evaluates and monitors the annual audit plan and its progression, including the timing and scope of audit activities;
- annually reviews and evaluates the qualifications, performance and independence of the independent auditor, including the lead partner, and ensures that the lead partner and any other audit partners are rotated at appropriate intervals in compliance with applicable laws, rules and regulations;
- reviews and evaluates the independent auditor report describing internal quality-control procedures and any material issues raised by the most recent internal quality-control review of the independent auditors or outside inquiry or investigation; and
- reviews the independent auditor report describing all relationships between the independent auditor and the Company, including a list of the fees billed for each category, in order to assess the independent auditor s independence.

Management is responsible for the Company s consolidated financial statements and for establishing, maintaining, and assessing internal control over financial reporting. PricewaterhouseCoopers LLP, the Company s independent auditor, is responsible for expressing opinions on the conformity of the Company s audited financial statements with generally accepted accounting principles and on the Company s internal control over financial reporting.

As part of its auditor engagement process, the Audit Committee considers whether to rotate the independent auditor. PricewaterhouseCoopers LLP has been the Company s independent auditor since 1941. PricewaterhouseCoopers LLP rotates its lead audit engagement partner every five years; the Audit Committee interviews proposed candidates and selects the lead audit engagement partner. The Audit Committee believes that there are significant benefits to having an independent auditor with an extensive history with the Company. These include:

- Higher quality audit work and accounting advice, due to the independent auditor s institutional knowledge of our business and operations, accounting policies and financial systems, and internal control framework; and

- Operational efficiencies because of the independent auditor s history and familiarity with our business.

In fulfilling its responsibilities, the Audit Committee has reviewed and discussed the Company s audited financial statements for fiscal 2018 with management. The Audit Committee has also reviewed

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with management its evaluation of the structure and effectiveness of the Company s internal control over financial reporting. The Audit Committee has discussed with PricewaterhouseCoopers LLP the matters required to be discussed by Auditing Standard No. 1301, *Communications with Audit Committees,* as adopted by the Public Company Accounting Oversight Board (PCAOB). The Audit Committee has received the written disclosures and the letter from PricewaterhouseCoopers LLP required by Rule 3526, *Communication with Audit Committees Concerning Independence*, of the PCAOB and has discussed with PricewaterhouseCoopers LLP that firm s independence. The Audit Committee also has considered whether PricewaterhouseCoopers LLP s level of fees and provision of non-audit services to the Company and its affiliates are compatible with PricewaterhouseCoopers LLP s independence and has concluded that PricewaterhouseCoopers LLP is independent from the Company and its management.

Based on the review, discussions and considerations referred to in the preceding paragraph, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the Company s Annual Report on Form 10-K for fiscal 2018 for filing with the SEC.

AUDIT COMMITTEE

JEFFREY W. SHAW, Chairman

STEPHEN E. EWING

STEVEN C. FINCH

JOSEPH N. JAGGERS

REBECCA RANICH

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SECURITY OWNERSHIP OF CERTAIN

BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth for each current director, each nominee for director, each of the executive officers named in the Fiscal 2018 Summary Compensation Table, and for all directors and executive officers as a group, information concerning beneficial ownership of Common Stock. The Common Stock is the only class of Company equity securities outstanding. Unless otherwise stated, to the best of the Company s knowledge, each person has sole voting and investment power with respect to the shares listed, including shares which the individual has the right to acquire through exercise of stock appreciation rights (SARs) but has not done so. Security holdings are as of November 30, 2018.

Name of Beneficial Owner	Exercisable SARs(1)	Shares Held in ESOP(2)	Shares Held in 401(k) Plan(3)	Restricted Stock(4)	Shares Otherwise Beneficially Owned(5)	Percent of Class(6)
Philip C. Ackerman	0	0	0	0	619,228(7)	*
David P. Bauer	224	0	8,442	0	21,180	*
Carl M. Carlotti	529	135	15,635	0	54,148	*
David C. Carroll	0	0	0	0	17,681	*
Stephen E. Ewing	0	0	0	0	27,270	*
Steven C. Finch	0	0	0	0	1,512	*
Joseph N. Jaggers	0	0	0	0	10,356	*
John P. McGinnis	782	0	8,310	20,000	36,422	*
John R. Pustulka	9,507	3,843	20,970	0	59,814	*
Rebecca Ranich	0	0	0	0	7,717	*
Jeffrey W. Shaw	0	0	0	0	12,740	*
Thomas E. Skains	0	0	0	0	6,381	*
David F. Smith	70,814	1,897	18,883	0	244,413(8)	*
Ronald J. Tanski	2,423	2,974	25,412	0	378,675(9)	*
Directors and Executive Officers as a Group (19 Total)	90,064	12,952	156,924	20,000	1,697,690	2.30%

* Represents beneficial ownership of less than 1% of issued and outstanding Common Stock.

(1) This column lists shares with respect to which each of the named individuals, and all directors and executive officers as a group (19 individuals), have the right to acquire beneficial ownership within 60 days of November 30, 2018, through the exercise of SARs granted under the 1997 Award and Option Plan and the 2010 Equity Compensation Plan. The shares included in this column for exercisable SARs equal the number of shares the officer would have received by exercising those SARs on November 30, 2018, when the fair market value

was $53.61 per share. Until exercised, SARs have no voting power. The fair market value is the average of the high and low stock price on a specified date.

(2) This column lists shares held in the National Fuel Gas Company Employee Stock Ownership Plan (ESOP). The beneficial owners of these shares have sole voting power with respect to shares held in the ESOP, but do not have investment power respecting most of those shares until they are distributed.

(3) This column lists shares held in the Company Tax-Deferred Savings Plan for Non-Union Employees (TDSP), a 401(k) plan. The beneficial owners of these shares have sole voting and investment power with respect to shares held in the TDSP.

(4) This column lists shares of restricted stock, certain restrictions on which had not lapsed as of November 30, 2018. Owners of restricted stock have power to vote the shares, but have no investment power with respect to the shares until the restrictions lapse.

(5) This column includes shares held of record and any shares beneficially owned through a bank, broker or other nominee.

(6) This column lists the sum of the individual s (or individuals) holdings shown on this table, expressed as a percentage of the Company s outstanding shares and the individual s (or individuals) shares acquirable upon the exercise of SARs.

(7) Includes 1,000 shares held by Mr. Ackerman s wife in a trust originally established for the benefit of her mother; 8,991 shares held by Mr. Ackerman s wife as trustee for her sister, as to which shares Mr. Ackerman disclaims beneficial ownership; 58,250 shares also held in trust; 400,000 shares held in two Grantor Retained Annuity Trusts (200,000 shares each); and 220 shares with respect to which Mr. Ackerman shares voting and investment power with his wife.

(8) Includes 51,902 shares owned by Mr. Smith s wife, as to which Mr. Smith shares voting and investment power.

(9) Includes 429 shares owned jointly with Mr. Tanski s wife, as to which Mr. Tanski shares voting and investment power.

As of January 7, 2019, each of the following persons is known to the Company to be the beneficial owner of more than five percent of the Common Stock, which is the only class of Company stock outstanding.

Name and Address of Beneficial Owner	Shares Held as Trustee for Company Employee Benefit Plans	Shares Otherwise Beneficially Held	Percent of Class(1)
The Vanguard Group 100 Vanguard Boulevard Malvern, PA 19355	2,903,675(2)	8,231,188(3)	12.91%
BlackRock, Inc. 55 East 52nd Street New York, NY 10055	N/A	7,193,429(4)	8.34%
Mario J. Gabelli Gabelli & Company, Inc. One Corporate Center Rye, NY 10580	N/A	6,516,782(5)	7.55%
State Street Corporation One Lincoln Street Boston, MA 02111	N/A	5,487,500(6)	6.36%

Aristotle Capital Management, LLC 11100 Santa Monica Blvd., Suite 1700 Los Angeles, CA 90025	N/A	4,955,708(7)	5.74%

(1) This column lists the sum of the shares shown on this table, expressed as a percentage of the Company s outstanding shares at January 7, 2019.

(2) This amount represents the shares held by Vanguard Fiduciary Trust Company, a wholly-owned subsidiary of The Vanguard Group, in its capacity as trustee for certain employee benefit plans. Vanguard Fiduciary Trust Company held 2,903,675 shares on behalf of the plans as of January 7, 2019, all of which have been allocated to plan participants. The plan trustee votes the shares allocated to participant accounts as directed by those participants. Shares held by the trustee on behalf of the plans as to which participants have made no timely voting directions are voted by the trustee in the same proportion as the shares of Common Stock for which the trustee received timely directions, except in the case where to do so would be inconsistent with provisions of Title I of ERISA. Vanguard Fiduciary Trust Company disclaims beneficial ownership of all shares held in trust by the trustee that have been allocated to the individual accounts of participants in the plans for which directions have been received, pursuant to Rule 13d-4 under the Exchange Act.

(3) The number of shares is derived from Amendment No. 5 to Schedule 13G filed on February 9, 2018 by The Vanguard Group. The filing states that The Vanguard Group has sole voting power with respect to 40,931 shares of Common Stock, shared voting power with respect to 8,166 shares of

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Common Stock, sole dispositive power with respect to 8,186,132 shares of Common Stock, and shared dispositive power with respect to 45,056 shares of Common Stock.

(4) The number of shares is derived from Amendment No. 5 to Schedule 13G filed on January 25, 2018 by BlackRock, Inc. The filing states that BlackRock has sole voting power with respect to 6,884,131 shares of Common Stock, shared voting power with respect to zero shares of Common Stock, sole dispositive power with respect to 7,193,429 shares of Common Stock, and shared dispositive power with respect to zero shares of Common Stock.

(5) The number of shares is derived from Amendment No. 12 to Schedule 13D filed on September 21, 2017 by Gabelli Funds, LLC, GAMCO Asset Management Inc., Gabelli & Company Investment Advisers, Inc., MJG Associates, Inc., Gabelli Foundation, Inc., MJG-IV Limited Partnership, GGCP, Inc., GAMCO Investors, Inc., Associated Capital Group, Inc., and Mario J. Gabelli.

(6) The number of shares is derived from Schedule 13G filed on February 14, 2018 by State Street Corporation. The filing states that State Street has sole voting power with respect to zero shares of Common Stock, shared voting power with respect to 5,487,500 shares of Common Stock, sole dispositive power with respect to zero shares of Common Stock, and shared dispositive power with respect to 5,487,500 shares of Common Stock.

(7) The number of shares is derived from Schedule 13G filed on February 14, 2018 by Aristotle Capital Management, LLC. The filing states that Aristotle has sole voting power with respect to 3,098,287 shares of Common Stock, shared voting power with respect to zero shares of Common Stock, sole dispositive power with respect to 4,955,708 shares of Common Stock, and shared dispositive power with respect to zero shares of Common Stock.

EQUITY COMPENSATION PLAN INFORMATION

As of September 30, 2018

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	2,826,984(1)	$ 50.70(2)	1,531,718(3)
Equity compensation plans not approved by security holders	0	0	0

Total	2,826,984	$ 50.70	1,531,718

(1) The securities listed in column (a) include 1,282,580 shares of Common Stock which would be issued under performance-based awards outstanding at September 30, 2018 if the maximum level of performance is achieved under those awards. If actual performance falls below the maximum level of performance for these awards, fewer shares would generally be issued. For example, if target performance were achieved, 641,290 shares of Common Stock would be issued under performance-based awards outstanding at September 30, 2018. In that event, the number of shares to be issued noted in column (a) would be 2,185,694.

(2) The weighted-average exercise price in column (b) takes into account outstanding stock appreciation rights. It does not take into account outstanding RSUs or performance shares.

(3) Of the securities listed in column (c), 53,632 were available at September 30, 2018 for future issuance pursuant to the Director Equity Compensation Plan and 1,478,086 were available for future issuance under the 2010 Equity Compensation Plan. All securities included in column (c) are available for issuance for awards other than options, warrants or rights.

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EXECUTIVE COMPENSATION

Compensation Committee Report

The Compensation Committee of the Board of Directors (the Committee) has reviewed and discussed with management the Compensation Discussion and Analysis contained in this proxy statement. Based upon this review and discussion, the Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement and in the Company s Annual Report on Form 10-K for the fiscal year ended September 30, 2018.

COMPENSATION COMMITTEE

S. E. Ewing, Chairman

J. N. Jaggers

T. E. Skains

Compensation Discussion and Analysis

EXECUTIVE SUMMARY

The Company s compensation policies and procedures encourage a culture of pay for performance and are strongly aligned with the long-term interests of the Company s stockholders. This Compensation Discussion and Analysis (CD&A) provides a detailed review of the Company s executive compensation program, including the goals of the program. The Committee retained two independent compensation consultants, Korn Ferry (Korn Ferry, a unit of Korn/Ferry International) and Meridian Compensation Partners, LLC (Meridian), to assist it in setting and monitoring the program. Overall, the Company s long-term performance and total direct compensation are in line with that of its peers.

2018 Say-on-Pay Vote and Stockholder Engagement

The 2018 Say-on-Pay advisory vote yielded a result of approximately 97% of votes cast in support of the compensation of the Company s named executive officers. The Board considered this outcome an indicator of stockholder support for the overall philosophy and structure of the Company s executive compensation policies and decisions. As a result, the Committee did not make any significant changes to the executive compensation program that were based specifically on the results of the 2018 Say-on-Pay advisory vote.

In recent years, including 2018, members of Company management have held in-person meetings with some of the Company s largest stockholders to obtain feedback on the Company s compensation program, among other topics. Several of the Company s largest stockholders have informed the Company that scheduling such visits every two to three years is appropriate. Management engages with the Company s stockholders in telephone conferences and intends to schedule in-person meetings in 2019, if desired. The Board has directed management to continue to engage as appropriate with interested stockholders, and to inform it of any requests for meetings with members of the Board. The Board and management believe that engagement with stockholders facilitates important dialogue from which we gather various viewpoints.

The Compensation Committee has developed the Company s compensation policies and procedures to align the interests of executives with those of the Company s stockholders. For fiscal 2018, 81% of our CEO s target compensation was tied to long-term (3-year) performance or shorter-term business performance, as reflected in the charts below (target compensation consists of base salary, target annual incentive, and grant date fair value of the long-term incentive award).

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CEO Compensation Aligned with Shareholders Interests

*Fiscal 2018 target compensation for CEO

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CEO and Other Named Executive Officer Target Compensation

Total Shareholder Return

The Company s TSR for the three-year period ended September 30, 2018 was 18.59%, using the calculation method specified in the award of TSR performance shares granted to the named executive officers in the first quarter of fiscal 2016. Under that calculation method, starting and ending stock prices are calculated as the average closing stock price for the prior calendar month, and dividends are reinvested at each ex-dividend date. The three-year TSR of 18.59% placed the Company at the 50th percentile of the Korn Ferry peer group used to benchmark fiscal 2016 compensation.

The Company s one-year TSR for fiscal 2018 was 2.17%, using fiscal year-end closing market prices and with dividends reinvested at each ex-dividend date. This return placed the Company at the 46th percentile of the Korn Ferry peer group used to benchmark fiscal 2018 compensation.

CEO Compensation in Alignment with Peers

The Compensation Committee understands the importance of using benchmark data that reflects information from companies with comparable business segments over similar time periods. Reflected in the table below is Korn Ferry s comparison of fiscal 2017 total direct compensation for the Company s CEO, Mr. Tanski, against that of CEOs in our Korn Ferry peer group. The target total direct compensation of the Company s CEO for fiscal 2017, shown in the table below, was at the 43rd percentile of our peers. Actual total direct compensation, which reflects the results of performance against annual incentive goals, was at the 45th percentile of our peers.

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Fiscal 2017 is the most recent complete fiscal year for which proxy statement data is available. **It is not possible to compare 2018 compensation against the peer group because almost two-thirds of the group maintains a fiscal year based on the calendar year, and will therefore not report 2018 compensation until months after this proxy statement is filed.**

CEO & President

Compared to CEO proxy data for fiscal year 2017

Company	Title	FYE Revenue (millions)	Market Cap as of 9/30/17 (millions)	FYE # of Employees	Total Direct Compensation Actual	Total Direct Compensation Target
ATMOS ENERGY CORP	CEO	$2,760	$8,893	4,565	$4,583,351	$4,342,068
CABOT OIL & GAS CORP	Chairman, CEO & President	$1,764	$12,372	468	$12,122,248	$10,903,498
ENERGEN CORP	Chairman, President & CEO	$961	$5,315	390	$6,796,850	$6,341,430
EQT CORP	President & CEO	$3,378	$11,308	2,067	$8,001,614	$6,851,589
MDU RESOURCES GROUP INC	President & CEO	$4,443	$5,068	10,140	$3,674,303	$3,090,046
NEW JERSEY RESOURCES CORP	Chairman, CEO & President	$2,269	$3,648	1,052	$2,575,759	$2,357,459
RANGE RESOURCES CORP	Chairman, President & CEO	$2,611	$4,856	773	$8,505,649	$8,615,649
SM ENERGY CO	President & CEO	$1,129	$1,980	635	$7,346,339	$6,812,800
SOUTHWESTERN ENERGY CO	President & CEO	$3,203	$3,111	1,575	$8,547,712	$8,593,252
SOUTHWEST GAS HOLDINGS INC	President & CEO	$2,549	$3,695	7,771	$3,495,921	$3,322,671
SPIRE INC	CEO & President	$1,741	$3,603	3,279	$3,211,544	$3,181,544
UGI CORP	Vice Chair, President & CEO	$6,121	$8,124	13,000	$6,476,859	$6,635,265
WGL HOLDINGS INC	Chairman & CEO	$2,355	$4,313	1,500	$4,032,943	$3,824,362
WHITING PETROLEUM CORP	President & CEO	$1,481	$2,010	830	$5,775,000	$6,116,500
Summary Statistics						
75th Percentile		$3,092	$7,422	4,244	$7,837,795	$6,841,892
Average		$2,626	$5,592	3,432	$6,081,864	$5,784,867

Median		$2,452	$4,584	1,538	$6,125,930	$6,228,965
25th Percentile		$1,747	$3,614	787	$3,763,963	$3,448,094
NATIONAL FUEL GAS CO	**CEO & President**	**$1,580**	**$4,841**	**2,100**	**$5,603,294**	**$5,324,913**
Percentile Rank		***18%***	***54%***	***62%***	***45%***	***43%***

NOTE:

Total Direct Compensation = base salary + bonus + long-term incentives (target value for cash and grant date value for equity)

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OBJECTIVES OF THE EXECUTIVE COMPENSATION PROGRAM

The Company s executive compensation program is designed to attract, motivate, reward and retain executive talent in order to achieve the objectives that contribute to the overall success of the Company. The Company provides a total compensation program established by the Compensation Committee based on its business judgment after consultation with its compensation consultants. Total compensation for executive officers is comprised of the following components, each of which is addressed in greater detail below:

Compensation Component	Objectives	Key Features in 2018
Base Salary	Provide a fixed level of pay in recognition of day-to-day job performance. Attract, retain and motivate leadership with compensation reflecting specific responsibilities, experience and effectiveness.	Targeted range of the 50^{th} to 75^{th} percentile of peer median provided by independent compensation consultants. Adjustments are made based on Compensation Committee members business judgment. Overall corporate performance is a factor for subjective consideration.
Annual Cash Incentive Compensation	Motivate performance toward, and reward achievement on, near-term financial, operating and individual goals.	Target awards are set as a percentage of base salary.
Long-Term Equity Incentive Compensation	Focus attention on managing the Company from a long-term investor s perspective to create long-term stockholder value. Encourage executives and other managers to have a significant, personal investment in the Company through stock ownership. Reward executives for longer-term performance of the Company relative to an industry peer group.	Long-term compensation denominated in equity. For Messrs. Tanski, Pustulka and Carlotti, entire long-term incentive award granted as performance shares. For Messrs. Bauer and McGinnis, two-thirds of long-term incentive award granted as performance shares, one-third as time-based RSUs as an additional retention tool.

Performance shares split between two distinct performance conditions three-year TSR and three-year ROC.

Performance conditions are objective and measured relative to a recognized peer group.

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Compensation Component	Objectives	Key Features in 2018
Executive Health, Welfare, and Retirement Benefits	Provide executives with reasonable and competitive benefits commensurate with those in the regulated and unregulated energy industry. Help the Company attract and retain high-caliber employees in high-level management positions. Restore retirement benefits lost under qualified retirement plans as a result of Internal Revenue Code limits.	Retirement benefits consisting of: 1. a qualified defined contribution plan (401(k)); 2. a qualified non-contributory defined contribution plan (Retirement Savings Account or RSA) or qualified defined benefit plan (depending on year of hire); and 3. a non-qualified executive retirement plan and/or non-qualified tophat plan, depending on year of hire.
Change in Control Agreements	Help assure that executives direct their attention to their duties, acting in the best interests of stockholders, notwithstanding potential for loss of employment in connection with a Change in Control.	Double-trigger provision to avoid providing benefits to officers who continue to enjoy employment with the Company after a Change in Control event. No tax gross-up on payment. Lump sum severance payment is reduced on a pro-rata basis if termination occurs between age 62 and 65.

Risk Assessment

The Board conducted a risk assessment of the Company s compensation programs during fiscal 2018. Based on the assessment, the Board concluded that the Company s compensation policies and practices do not create risks that are reasonably likely to have a material adverse effect on the Company.

Role of the Compensation Committee

The Committee comprises three directors, all of whom have been determined by the Board to be independent. The Committee administers the Company s compensation program for executive officers, setting base salaries and available incentive compensation ranges. The Committee exercises the authority delegated to it by the stockholders or the Board under the Company s cash and equity incentive compensation plans, which include:

Cash Compensation Plans

Short-Term

2012 Annual At Risk Compensation Incentive Plan (the At Risk Plan) for named executive officers

Executive Annual Cash Incentive Program (the EACIP) for other executive officers

Equity Compensation Plans

Long-Term

2010 Equity Compensation Plan

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In addition, the Committee makes recommendations to the Board with respect to the development of incentive compensation plans and equity-based plans and changes in compensation for non-employee directors.

As described below, the Committee retained the services of independent compensation consultants to assist the Committee in administering the Company s compensation program. Further, as described earlier in this proxy statement, the members of the Committee have significant experience in the energy industry and/or as leaders of major corporations. In these roles, as well as through their experiences with the Company, the Committee has garnered extensive knowledge regarding the establishment of a competitive and properly focused compensation program for the Company s executive officers. In making the decisions discussed below, the Committee uses its subjective business judgment developed through its years of experience.

Role of the Chief Executive Officer

In making its subjective determinations with respect to named executive officers other than Mr. Tanski, the Committee discusses the information it receives from its compensation consultants with Mr. Tanski and seeks his recommendation as to the appropriate base salaries and target short-term and long-term incentive awards for each of these officers, based on Korn Ferry and Meridian recommendations and his assessment of their performance, contributions and abilities. Mr. Tanski also provides input to the Committee s compensation consultants with regard to the responsibilities of the Company s named executive officers, to facilitate the consultants recommendations and comparisons of such officers and their positions to other positions in the marketplace. Mr. Tanski made no recommendations with regard to his own compensation.

Independent Compensation Consultants

The Compensation Committee retains independent compensation consultants to inform its business judgment as to compensation matters, including the selection of peer companies for compensation comparison purposes. The Committee retained the services of Korn Ferry to benchmark compensation at the Company s businesses other than its exploration and production business, and Meridian to benchmark compensation at its exploration and production business.

Determining Our Peers

Because of the Company s diverse asset mix, **selecting an appropriate peer group of companies requires a customized approach that calls for more critical thought than simple selection of a standard industry group, which may include utility companies without a presence in the broader natural gas industry.** The Company s assets span the entire natural gas supply chain and include exploration and production (E&P), pipeline and storage, natural gas gathering, and natural gas utility operations. For compensation and performance comparisons, the Committee utilizes two separate peer groups. The Korn Ferry peer group is the primary peer group against which the Compensation Committee generally benchmarks named executive officer compensation and is intended to include a group of companies that, as a whole, represent our asset mix. Meridian assists in the formulation of a peer group that is targeted to evaluate our E&P business and the compensation of executives who oversee it. Both peer groups may change over time due to corporate transactions or as the Committee believes is warranted based on its business judgment. The Committee believes that the peer groups selected with the guidance of Korn Ferry and Meridian include a mix of companies that reflect businesses in which the Company participates, or with which it competes, as reflected in the tables below.

For the purpose of establishing 2018 compensation, the Compensation Committee reviewed the Korn Ferry peer group listed below. In addition, the Committee utilized the Korn Ferry peer group for purposes of setting relative performance conditions on long-term incentive awards of performance shares.

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Korn Ferry

Korn Ferry assists the Compensation Committee in evaluating and setting compensation for Company officers and officers employed by affiliate companies other than Seneca. Generally, Korn Ferry provides job matching advice to a wide range of companies through detailed position analyses based on proprietary information from multiple participant companies. Korn Ferry provides similar analyses for supervisory positions in the Company s regulated subsidiaries. Korn Ferry s job evaluation and benchmarking methodology allows for customizable job descriptions and organizational rankings that are specific to the Company but relative to industry benchmarks.

For Company officers and officers employed by affiliate companies other than Seneca, Korn Ferry provided an analysis of compensation practices with respect to the following forms of compensation compared to similar positions in the general industry and, where appropriate, in the energy industry based on Korn Ferry s proprietary databases:

1) Base Salary;

2) Total Cash Compensation (base salary plus short-term cash incentive); and

3) Total Direct Compensation (base salary plus short-term cash incentive plus long-term equity incentive).

Korn Ferry also made recommendations on incentive compensation target amounts to the Committee for:

1) Short-Term Cash Incentive; and

2) Long-Term Equity Incentive.

Additionally, Korn Ferry provided a proxy analysis of base salary, incentive targets, total cash compensation, long-term incentive and total direct compensation for the offices of President and CEO of the Company, Chief Operating Officer of the Company, Treasurer and Principal Financial Officer of the Company, and President of National Fuel Gas Distribution Corporation, based on proxy data for the Company and the 14 energy companies in the peer group listed below. The Compensation Committee selected these 14 companies for purposes of establishing compensation for 2018 because each participated in one or more businesses that are similar to those of the Company:

Korn Ferry Peer Companies for Fiscal 2018	Exploration & Production	Pipeline & Storage and/or Gathering	Natural Gas Utility

1	**Atmos Energy Corporation**		X	X
2	**Cabot Oil & Gas Corporation**	X		
3	**Energen Corporation**	X		
4	**EQT Corporation**	X	X	
5	**MDU Resources Group, Inc.**		X	X
6	**New Jersey Resources Corporation**		X	X
7	**Range Resources Corporation**	X		
8	**SM Energy Company**	X		
9	**Southwest Gas Corporation**			X
10	**Southwestern Energy Company**	X	X	
11	**Spire Inc.**			X
12	**UGI Corporation**			X
13	**WGL Holdings, Inc.**		X	X
14	**Whiting Petroleum Corporation**	X		
	TOTAL	**7**	**6**	**7**

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The Compensation Committee reviews the members of the peer group each year and makes such adjustments as it believes are warranted. The Compensation Committee made no revisions to the peer group for purposes of establishing compensation for 2018.

Meridian Compensation Partners, LLC

Meridian assists the Committee in evaluating and setting compensation for employees at Seneca, including Seneca s President. Meridian also benchmarked Mr. Tanski s compensation and Mr. Bauer s compensation against the E&P peer group. The Committee requested these analyses for its use in supplementing the Korn Ferry-provided comparisons due to the importance of the Company s E&P segment and Mr. Tanski s and Mr. Bauer s management of that segment. The Committee selected Meridian due to its expertise in E&P industry compensation matters.

Meridian provided an analysis for officers of Seneca and select officers of the Company of compensation practices with respect to the following forms of compensation compared to similar positions in the E&P industry:

1. Base Salary;
2. Target Short-Term Incentive;
3. Target Cash Compensation (base salary plus short-term incentive);
4. Long-Term Incentive; and
5. Total Target Compensation (base salary plus short-term and long-term incentive).

The Meridian analysis was based on data from Meridian s Proprietary Oil and Gas Compensation Database, supplemented by published survey data and available proxy data, from 15 E&P companies chosen by the Committee based on certain criteria, such as revenues, assets, and the nature of each company s operations in the E&P segment of the energy industry, that made them relatively comparable to the operations at Seneca. The companies in the 15-member peer group range in size from approximately $3.0 billion to $155 million in revenues (with a median of $720 million) and from approximately $15.7 billion to $0.9 billion in asset size (with a median of $4.7 billion). The peer group is:

	Meridian Compensation Partners	Peer E&P Companies for Fiscal 2018	
1	**Callon Petroleum Company**	9	**Oasis Petroleum**
2	**Cimarex Energy Co.**	10	**Parsley Energy, Inc.**
3	**Comstock Resources Inc.**	11	**PDC Energy**
4	**Eclipse Resources Corporation**	12	**Range Resources Corporation**
5	**EP Energy Corporation**	13	**Sanchez Energy Corporation**
6	**EQT Corporation**	14	**SM Energy Company**
7	**Jones Energy, Inc.**	15	**Southwestern Energy Company**

8 **Laredo Petroleum, Inc.**

The Committee reviews the members of this E&P peer group from time to time and makes adjustments as it believes are warranted. For purposes of establishing compensation for 2018, the Compensation Committee reviewed the peer group and determined to remove Antero Resources Corporation, Carrizo Oil & Gas, Inc. and Halcon Resources Corporation as a result of corporate restructuring or non-participation in Meridian s annual compensation survey. The Committee added Callon Petroleum Company and Cimarex Energy Co., each of which conducts exploration and production activities in U.S. shale formations.

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FISCAL 2018 TOTAL COMPENSATION

Base Salary

Base salaries provide a predictable base compensation for day-to-day job performance. The Committee reviews executive officer base salaries at calendar year-end and adjusts them, if it deems appropriate in its subjective business judgment, following review of its compensation consultants competitive analyses and, with respect to executive officers other than the CEO, upon consideration of the recommendations of the CEO. In addition, base salary may be adjusted during the calendar year when changes in responsibility occur. Base salary is not adjusted based on specific objective financial results, although overall corporate performance is reviewed by the Committee in its decision making process. The Committee does not use formulas; rather, it exercises its business judgment.

In establishing the base salary amount, the Committee generally references the 50th percentile of the Korn Ferry Energy survey data. In its subjective business judgment, the Committee may pay between the 50th and 75th percentiles of the Korn Ferry data or a greater amount if it is necessary to attract, retain and motivate the individuals responsible for the success of the business enterprise. The Committee considers overall corporate performance and an individual s specific responsibilities, experience (including time in position) and effectiveness and makes adjustments based on the Committee members business judgment and, for named executive officers other than the CEO, the CEO s recommendations.

In setting Mr. Tanski s base salary for calendar year 2018, the Compensation Committee considered the Korn Ferry report indicating Mr. Tanski s then-current base salary was at the 50th percentile of Korn Ferry s Energy Industry market data. For January 1, 2018, the Compensation Committee increased Mr. Tanski s base salary to $1,050,000, slightly above the 50th percentile mark.

In determining Mr. Bauer s base salary for calendar year 2018, the Committee referenced the Korn Ferry report and increased Mr. Bauer s salary to a level that approximated the Energy Industry 50th percentile for positions of similar scope. This action followed discussion with Mr. Tanski of Mr. Bauer s specific responsibilities, experience and effectiveness as Principal Financial Officer of the Company and President of Supply Corporation.

For calendar year 2018, upon consultation with Mr. Tanski, the Committee increased Mr. Pustulka s base salary to a level slightly below the Energy Industry 50th percentile for positions comparable to his position as Chief Operating Officer, which he assumed in February 2016. The increase recognized Mr. Pustulka s performance managing the operations and development plans of the Company.

For calendar year 2018, consistent with the Committee s past practice regarding the President of Seneca, the Committee increased Mr. McGinnis base salary to a level above the 75th percentile of the Meridian survey data for chief operating officers of independent exploration and production company peers. Given the size and importance to the Company of the E&P segment and the highly competitive nature of the Marcellus and Utica shales, the Committee generally sets the base salary of Seneca s president above the 75th percentile of the Meridian survey data. The long-term incentive compensation opportunities for Mr. McGinnis and other employees in the E & P segment have tended to rank below independent exploration and production benchmarks to reflect the relative stability of the positions of these employees due to being part of a diversified and integrated holding company system. The Committee s action on Mr. McGinnis salary followed discussion with Mr. Tanski of Mr. McGinnis responsibilities, experience and effectiveness.

For calendar year 2018, following discussion with Mr. Tanski, the Committee increased Mr. Carlotti s base salary to an amount that approximated the Energy Industry 50th percentile for positions comparable to his position as President of

Distribution Corporation. The increase was based on the Committee s and Mr. Tanski s assessment of Mr. Carlotti s attention to customer service, safety and oversight of day-to-day operations, budget and cost control at the utility segment.

On October 31, 2018, Mr. Carlotti provided notice to the Company of his intention to retire, effective February 1, 2019.

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The fiscal 2018 base salaries paid to the named executive officers are shown in the Fiscal 2018 Summary Compensation Table under the Salary column within this proxy statement.

Annual Cash Incentive

The Company provides an annual cash incentive to its executives to motivate their performance over a short term (which is generally considered to be no longer than two years). Early in the fiscal year, the Committee establishes for each named executive officer a target amount for the annual cash incentive, stated as a percentage of base salary. Executives typically can earn up to 200% of target, based on performance on written goals, provided that the maximum payment may not exceed the lesser of (i) two times the executive s base salary, or (ii) two million dollars.

Target Award Levels

In considering target award levels for the annual cash incentive for 2018, the Committee took into account the recommendations of Korn Ferry and Meridian based on reviews of competitive market practices, and the recommendations of Mr. Tanski with respect to executive officers other than himself. The Committee exercised its business judgment and set target awards as follows:

Named Executive Officer	Target (As a Percentage of Base Salary)
Mr. Tanski	110%
Mr. Bauer	70%
Mr. Pustulka	100%
Mr. McGinnis	85%
Mr. Carlotti	70%

Performance Goals

Based upon discussions with Mr. Tanski and upon review of forecasted financial data, the Committee approved for each named executive officer a set of particular performance goals for the 2018 fiscal year. Certain goals overlapped among named executive officers; for example, each named executive officer had a goal tied to consolidated EBITDA and to safety. Incentive payments are based upon performance against the stated goals. For each of the named executive officers, 100% of the target incentive was made dependent on objective performance criteria. All performance criteria applicable to a particular executive are communicated to that executive in writing at the time the criteria are established.

The types of goals approved for fiscal 2018 and the purpose of the goals are set forth in the following table:

Goals	Purpose
Earnings-related goals (EBITDA)	To focus executives attention on the Company s overall profitability, as well as the profitability of certain segments, as appropriate. Performance is averaged with the prior year s performance to

	mitigate against short-term action to impact one year s earnings.
Health, safety and environmental goals	To focus executives attention on employee, customer and public safety, environmental compliance and operational efficiency.
Expense goals	To focus executives attention on controlling expense.
Customer service goals	To encourage continued excellence in Utility customer service.

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To determine the annual cash incentive award payout based on stated performance objectives, the weight assigned to each goal is multiplied by the percentage of the goal achieved to calculate a weighted percentage for each goal. Once the weighted percentage for each goal is determined, the percentages are totaled. That total weighted percentage is multiplied by the target award to arrive at the total incentive payment amount.

The fiscal 2018 annual cash incentives actually earned by the named executive officers are shown in the Fiscal 2018 Summary Compensation Table in the Non-Equity Incentive Plan Compensation column. For each named executive officer, the amount earned was based on performance against the pre-established performance criteria. The incentive payments made to the named executive officers were approved by the Committee.

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The following chart identifies the goals assigned to each of the named executive officers for the 2018 fiscal year, the percentage of each goal achieved, the weight assigned to each goal, and the weighted percentage achieved for each goal. Also noted is each named executive officer s target percentage of base salary, maximum percentage of base salary, total weighted percentage achieved, target amount, and actual incentive payout. Following the chart, numbered sequentially to match the appearance of the performance objective in the chart, is a summary of what the objective was at the threshold level, target level and maximum level of performance, and a summary of actual performance. With regard to EBITDA goals, performance is averaged with the prior year s performance as a mechanism to mitigate against short-term action to impact one year s earnings.

Annual Cash Incentive

Executive	Ronald J. Tanski			David P. Bauer			John R. Pustulka			John P. McGinnis			Carl M. Carlotti		
Target % of Base Salary	110%			70%			100%			85%			70%		
Maximum % of Base Salary	192%			140%			200%			170%			140%		
Fiscal 2018 Goals	**% Achvd**	**Wght**	**Wghtd % Achvd**	**% Achvd**	**Wght**	**Wghtd % Achvd**	**% Achvd**	**Wght**	**Wghtd % Achvd**	**% Achvd**	**Wght**	**Wghtd % Achvd**	**% Achvd**	**Wght**	**Wghtd % Achvd**
1. Consolidated EBITDA*	122	0.25	30.50	122	0.25	30.50	122								