

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ☒ [X]

Filed by a Party other than the Registrant ☐ []

Check the appropriate box:

☐ [] Preliminary Proxy Statement

☒ [X] Definitive Proxy Statement

☐ [] Definitive Additional Materials

☐ [] Soliciting Material Pursuant to Exchange Act Rule 14a-11 or 14a-12.

Quaker Chemical Corporation

(Name of Registrant as Specified In Its Charter)

Quaker Chemical Corporation

(Name of Person(s) Filing Proxy Statement)

Payment of Filing Fee (Check the appropriate box):

☒ [X] \$125 per Exchange Act Rules 0-11(c)(1)(ii), 14a-6(i)(1), or 14a-6(j)(2).

☐ [] \$500 per each party to the controversy pursuant to Exchange Act
Rule 14a-6(i)(3).

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

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

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed
pursuant to Exchange Act Rule 0-11: (Footnote-1)

4) Proposed maximum aggregate value of transaction:

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

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

(1) Set forth the amount on which the filing fee is calculated and state how it was determined.

QUAKER CHEMICAL CORPORATION
ELM AND LEE STREETS
CONSHOHOCKEN, PENNSYLVANIA 19428

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To the Shareholders of Quaker Chemical Corporation:

Notice is hereby given that the Annual Meeting of Shareholders of Quaker Chemical Corporation ("Company") will be held in Salon A and B, Philadelphia Marriott West, Matson Ford at Front Street, 111 Crawford Avenue, West Conshohocken, Pennsylvania 19428, on Wednesday, May 4, 1994, at 10:30 A.M., local time, for the following purposes:

1. To elect five (5) Class II Directors, each to serve for three years and until his respective successor is elected and qualified;
2. To consider and act upon ratifying the appointment of Price Waterhouse as the Company's independent accountants for the year 1994; and
3. To transact such other business as may properly come before the Meeting or any adjournments thereof.

Only shareholders of record at the close of business on March 18, 1994 are entitled to notice of and to vote at the Meeting.

IT IS IMPORTANT THAT YOUR SHARES BE REPRESENTED AT THE MEETING. YOU ARE CORDIALLY INVITED TO ATTEND THE MEETING IN PERSON. WHETHER OR NOT YOU EXPECT TO ATTEND IN PERSON, YOU ARE URGED TO COMPLETE, SIGN, DATE, AND RETURN THE ENCLOSED PROXY IN THE SELF-ADDRESSED ENVELOPE ENCLOSED FOR YOUR CONVENIENCE; NO POSTAGE IS REQUIRED IF MAILED IN THE UNITED STATES.

By Order of the Board of Directors,

KARL H. SPAETH
Karl H. Spaeth
Vice President and Secretary

Dated: March 31, 1994

QUAKER CHEMICAL CORPORATION

PROXY STATEMENT

The solicitation of the accompanying Proxy is made by and on behalf of the Board of Directors of Quaker Chemical Corporation, a Pennsylvania corporation ("Company"), whose principal executive offices are located at Elm and Lee Streets, Conshohocken, Pennsylvania 19428, for use at the Annual Meeting of Shareholders to be held on Wednesday, May 4, 1994 and at any adjournments thereof. The meeting will be held in Salon A and B, Philadelphia Marriott West, Matson Ford at Front Street, 111 Crawford Avenue, West Conshohocken, Pennsylvania 19428 at 10:30 A.M., local time. The approximate date on which this Proxy Statement and the accompanying form of Proxy will first be sent or given to shareholders is March 31, 1994. Any shareholder executing and delivering the accompanying Proxy has the power to revoke it at any time prior to its use by giving notice of its revocation to the Secretary of the Company.

The Company will bear the cost of the solicitation of Proxies. Proxies will be solicited by mail, telephone, facsimile, and personal contact by certain officers and regular employees of the Company. The Company will, upon the request of record holders, pay reasonable expenses incurred by record holders who are brokers, dealers, banks or voting trustees, or their nominees, for mailing proxy material and the Company's Annual Report to shareholders to any beneficial holder of the Common Stock they hold of record.

Proxies in the accompanying form which are properly executed, returned to the Company, and not revoked will be voted in accordance with the instructions thereon, or, in the absence of specific instruction, will be voted for the election of all five (5) of the nominees named therein and for ratification of the appointment of Price Waterhouse as the Company's independent accountants for the year 1994.

As of March 18, 1994, the outstanding voting securities of the Company consisted of 9,255,506 shares of Common Stock, \$1.00 par value ("Common Stock"). As more specifically provided in Article 5 of the Company's Articles of Incorporation, shareholders who, as of March 18, 1994, held shares of the Company's Common Stock beneficially owned since March 1, 1991 are entitled to cast 10 votes for each such share. Holders of shares the beneficial ownership of which was acquired after March 1, 1991 are entitled to cast 1 vote per share, subject to certain exceptions described in Exhibit A hereto. Based on the information available to the Company on March 18, 1994, the holders of 3,234,028 shares of Common Stock will be entitled to cast 10 votes with respect to each such share, and the holders of 6,021,478 shares of Common Stock, including, but not limited to, those shares held in "street" or "nominee" name or by a broker, clearing agency, voting trustee, bank, trust company, or other nominee which have been presumed to have been acquired by the beneficial owner subsequent to March 1, 1991 in accordance with the terms and conditions of Article 5 of the Company's Articles of Incorporation, will be entitled to cast 1 vote with respect to each such share, representing an aggregate of 38,361,758 votes. The aforementioned presumption that a share is entitled to 1 vote rather than 10 is rebuttable upon presentation to the Company of written evidence to the contrary, in accordance with the procedures established by the Company and described in Exhibit A hereto. The effect of rebutting the foregoing presumption will be to increase the number of votes that may be cast at the meeting. Depending on the number of shares with respect to which the aforementioned presumption is rebutted, the total number of votes that may be cast at the meeting could be increased to as many as 92,555,060. The presence, in person or by proxy, of shareholders entitled to cast at least a majority of the votes that all shareholders are entitled to cast on a particular matter will constitute a quorum for the purpose of considering such matter. Abstentions, and any shares as to which a broker or nominee has indicated that it does not have discretionary authority to vote, will be counted only for purposes of determining whether a quorum is present at the meeting and, thus, will have the effect of a vote to "Withhold Authority" in the election of directors or as an "Against" vote on all other matters included in the Proxy.

Only shareholders of record at the close of business on March 18, 1994

are entitled to notice of and to vote at the Meeting or any adjournments thereof.

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SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS
AND MANAGEMENT

CERTAIN BENEFICIAL OWNERS

The following table sets forth information, as of March 18, 1994, with respect to persons known to the Company to be the beneficial owners of more than five percent of its Common Stock (its only class of outstanding equity securities). Peter A. Benoliel, Quest Advisory Corp., and Quest Management Company have sole voting and dispositive power over the outstanding Common Stock listed opposite their names. Invista Capital Management, Inc. has shared power to vote and sole dispositive power over the Common Stock listed opposite its name.

NAME AND ADDRESS	NUMBER OF SHARES OWNED (1)	PERCENT OF CLASS (2)	NUMBER OF VOTES
Peter A. Benoliel 130 Cornwall Lane St. Davids, PA 19087	666,403 (3)	7.2	5,803,531
Quest Advisory Corp. and Quest Management Company 1414 Avenue of the Americas New York, N.Y. 10019	620,114 (4)	6.7	620,114 (4)
Invista Capital Management, Inc. 601 Locust, Suite 1150 Des Moines, IA 50309	534,600 (4)	5.8	534,600 (4)

- (1) Based upon information contained in filings made by the named person with the Securities and Exchange Commission.
- (2) Based upon 9,255,506 shares outstanding.
- (3) Includes 56,367 shares subject to options that are currently exercisable or will become exercisable within sixty (60) days of the record date.
- (4) These shares, which are held in street name, are presumed under Article 5 of the Company's Articles of Incorporation to be entitled to one (1) vote per share. Each such share for which the aforementioned presumption is rebutted in accordance with applicable procedures shall be entitled to ten (10) votes per share or up to an aggregate of 6,201,140 votes in the case of Quest Advisory Corp. and Quest Management Company, and 5,346,000 votes in the case of Invista Capital Management, Inc.

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DIRECTORS AND OFFICERS

The following table sets forth information, as of March 18, 1994, with respect to beneficial ownership of the Company's Common Stock by each director, each nominee for director, each executive officer named in the Summary Compensation Table, and all directors and executive officers of the Company as a group. Each director, nominee, and executive officer has sole voting and dispositive power over the Common Stock listed opposite his name.

NAME ----	NUMBER OF SHARES OWNED (1) -----	PERCENT OF CLASS (2) -----	NUMBER OF VOTES -----
Peter A. Benoliel	666,403 (3)	7.2	5,803,531
Joseph B. Anderson, Jr.	100	--	100
Patricia C. Barron	160 (4)	--	1,500
William L. Batchelor	217,277	2.4	2,172,770
Lennox K. Black	750	--	7,500
Edwin J. Delattre	125	--	800
Francis J. Dunleavy	3,000	--	30,000
Robert P. Hauptfuhrer	7,200	--	72,000
Frederick Heldring	7,800 (5)	--	78,000
Sigismundus W. W. Lubsen	132,789 (6)	1.4	115,983
Ronald J. Naples	150	--	1,500
Alex Satinsky	1,500	--	15,000
D. Robert Yarnall, Jr.	4,927	--	49,270
Marcus C. J. Meijer	46,000 (7)	--	1,550
John E. Burrows, Jr.	49,647 (8)	--	647
Ira R. Dolich	56,873 (9)	--	94,260
All directors and executive officers as a group (20 persons)	1,329,535 (10)	14.4 (10)	8,469,748 (11)

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- (1) Does not include an aggregate of 1,890 shares held of record by the spouses of directors and executive officers.
 - (2) Based upon 9,255,506 shares outstanding. The percentage is less than 1%, except as otherwise indicated.
 - (3) Includes 56,367 shares subject to options that are currently exercisable or will become exercisable within sixty (60) days of the record date.
 - (4) Includes 10 shares held in an indirect trust account for child.
 - (5) Includes 6,600 shares held jointly with his wife.
 - (6) Includes 103,440 shares subject to options that are currently exercisable or will become exercisable within sixty (60) days of the record date plus 3,186 shares held in a trust account for children.
 - (7) Includes 44,450 shares subject to options that are currently exercisable or will become exercisable within sixty (60) days of the record date.
 - (8) Includes 49,000 shares subject to options that are currently exercisable or will become exercisable within sixty (60) days of the record date plus 53 shares held in a trust account for a child.
 - (9) Includes 46,988 shares subject to options that are currently exercisable or will become exercisable within sixty (60) days of the record date.
 - (10) Includes 362,754 shares subject to options that are currently exercisable or will become exercisable within sixty (60) days of the record date. Also includes 6,600 shares held jointly with a spouse and 3,249 shares held in trust accounts for children of officers and directors.
 - (11) Represents 22.1% of all votes entitled to be cast at the meeting, based on information available on March 18, 1994.

Based solely (i) on the Company's review of certain reports filed with the Securities and Exchange Commission ("SEC") pursuant to Section 16(a) of the Securities Exchange Act of 1934, as amended, and (ii) written representations of the Company's officers and directors, the Company believes that all of such reports were filed on a timely basis, except for one filing on Form 4 covering one transaction each for Mr. Benoliel and Mr. Delattre.

ELECTION OF DIRECTORS

The Articles of Incorporation, as amended, provide that the Company

shall have a Board of Directors that is divided into three classes, each class to consist, as nearly as may be possible, of one-third of the total number of directors. One class shall be elected each year to serve as directors for a term of three (3) years. Directors elected to fill vacancies and newly created directorships will be elected to serve for the balance of the term of the Class to which they are elected. At the present time, there are thirteen (13) directors including four (4) Class I Directors, five (5) Class II Directors, and four (4) Class III Directors. Five (5) Class II Directors are to be elected at the Meeting, with each member to serve a three (3) year term expiring in 1997 and until his successor is elected and qualified.

The Proxies will be voted in accordance with the instructions set forth therein, and proxies for which no contrary instructions are given will be voted for the Class II nominees, Lennox K. Black, Robert P. Hauptfuhner, Frederick Heldring, Ronald J. Naples, and Alex Satinsky. Each of the nominees is presently serving as a director of the Company, having been so elected by the shareholders at the Annual Meeting held on May 1, 1991. If any nominee withdraws or otherwise becomes unable to serve, which is not anticipated, the Proxies will be voted for a substitute nominee who will be designated by the Board of Directors. The following table sets forth information concerning the nominees and the Company's directors who will continue to serve in that capacity following the Meeting:

NAME AND (AGE) -----	FIRST BECAME A DIRECTOR -----	PRINCIPAL OCCUPATION FOR THE PAST FIVE YEARS -----
Class I -- Directors elected in 1993 to serve until the Annual Meeting in 1996:		
Peter A. Benoliel (62)	1961	Chairman of the Board and Chief Executive Officer (to May 5, 1993) of the Company.
William L. Batchelor (76)	1952	Retired Senior Vice President of the Company.
Francis J. Dunleavy (79)	1980	Retired Vice Chairman of the Board of International Telephone and Telegraph Corporation, a diversified company principally directed to communications. Member of the Board of Directors of Crown Cork & Seal Company, AEL Industries, Inc., Bird Inc., Selas Corporation of America, and ScanGraphics, Inc.
Sigismundus W. W. Lubsen (50)	1988	President and Chief Operating Officer of the Company (to May 5, 1993); Chief Executive Officer (since May 5, 1993); formerly Managing Director, Quaker Chemical (Holland) B.V. Member of the Board of Directors of Teleflex Incorporated.

Class II -- Directors nominated for election in 1994 to serve until the Annual Meeting in 1997:

Lennox K. Black (64)	1985	Chairman of the Board and Chief Executive Officer, Teleflex Incorporated, a manufacturing and service company which provides engineered products and services to specific technical and commercial markets. Member of the Board of Directors of Envirite
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Corporation, Penn Virginia Corp.,
Westmoreland Coal Company, and Pep
Boys Manny, Moe and Jack.

Robert P. Hauptfuhrer (62)	1977	Chairman of the Board and Chief Executive Officer, Oryx Energy Company, an energy company.
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NAME AND (AGE) -----	FIRST BECAME A DIRECTOR -----	PRINCIPAL OCCUPATION FOR THE PAST FIVE YEARS -----
Frederick Heldring (69)	1970	Chairman, Global Interdependence Center; formerly Vice Chairman of the Board of CoreStates Financial Corporation, a bank holding company, and Chairman and President of The Philadelphia National Bank, a commercial bank.
Ronald J. Naples (48)	1988	Chairman of the Board and Chief Executive Officer, Hunt Manufacturing Company, a producer and distributor of office products, office furniture, and art/craft products. Member of the Board of Directors of Advanta Corp.
Alex Satinsky (81)	1952	Partner, Fox, Rothschild, O'Brien & Frankel, General Counsel to the Company.
Class III -- Directors elected in 1992 to serve until the Annual Meeting in 1995:		
Edwin J. Delattre (52)	1984	Dean and Professor of Education and Philosophy, Boston University; formerly Bradley Distinguished Fellow in Applied Ethics, American Institute for Public Policy Research, Washington, D. C.; formerly President, St. John's College, Annapolis, Maryland and Santa Fe, New Mexico.
D. Robert Yarnall, Jr. (69)	1969	Chairman of the Board of Envirite Corporation, an environmental services firm; formerly Chairman of the Board of Yarway Corporation, a manufacturer of engineered products for power and process industries.
Patricia C. Barron (51)	1989	President, Xerox Engineering Systems Division, Xerox Corporation. Previous positions with Xerox Corporation include Vice President, Corporate Information Management, Regional Sales Manager for the Mid-Atlantic Region, and Vice President and Regional Manager, Eastern Region. Member of the Board of Directors of Rochester Telephone Co.

Joseph B. Anderson, Jr. (51)	1992	Former President and Chief Executive Officer, Composite Energy Management Systems Inc., a manufacturer of bumpers for the automotive industry. Formerly, Director, Body Hardware Business Unit, Inland Fisher Guide Division, General Motors Corporation. Previous positions with General Motors Corporation include Director of the Exterior Systems Business Unit, Director of Materials Management and Quality Assurance.
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There are no family relationships between any directors, executive officers, or nominees for election as directors of the Company.

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COMMITTEES OF THE BOARD OF DIRECTORS

The Company has an Executive Committee whose principal functions are to act for the Board of Directors in situations requiring prompt action when a meeting of the full Board is not feasible and to implement specific action for the Board where directed so to do. The current members of the Committee, which did not meet in 1993, are P. A. Benoliel, S. W. W. Lubsen, R. P. Hauptfuhrer, A. Satinsky, and D. R. Yarnall, Jr.

The Company has an Audit Committee whose principal functions are to recommend the selection of independent accountants; approve the scope of audit and specification of non-audit services provided by such accountants and the fees for such services; and review audit results, internal accounting procedures, and programs to comply with applicable laws and regulations relating to financial accountability. The current members of the Committee, which met three times in 1993, are F. J. Dunleavy, E. J. Delattre, R. P. Hauptfuhrer, and F. Heldring.

The Company has a Compensation/Management Development Committee whose principal functions are to review and recommend officers' compensation; review the performance of officers and management development and succession; review compensation levels throughout the Company; and play a leading role in the nomination of directors. During 1993, the members of the Committee, which met twice in 1993, were F. Heldring, P. C. Barron, E. J. Delattre, and D. R. Yarnall, Jr.

The Company has a Long-Term Performance Incentive Plan Committee whose principal function is to administer the Company's Long-Term Performance Incentive Plan (the "Plan"). During 1993, the members of the Committee, which met once in 1993, were F. Heldring, P. C. Barron, E. J. Delattre, and D. R. Yarnall, Jr.

The Company has a Finance Committee whose principal functions are to establish guidelines for the investment of Company funds and advise on matters relating to the Company's financial condition, dividend policy, and shareholder financial interests. The current members of the Committee, which met twice in 1993, are L. K. Black, J. B. Anderson, Jr., R. J. Naples, and A. Satinsky.

During the fiscal year ended December 31, 1993, six regular meetings of the Board of Directors were held. During 1993, each of the directors was in attendance at no less than 75% of the aggregate number of meetings of the Board of Directors and Committees of the Board on which she or he then served, except for R. J. Naples, who attended four of six Board meetings and no meetings of the Committees to which he was assigned. The reasons for his absences were known to and are satisfactory to the Board of

Directors.

EXECUTIVE COMPENSATION

Summary of Cash and Certain Other Compensation

The following table sets forth certain summary information concerning compensation paid or accrued by the Company and its subsidiaries for the years ended December 31, 1991, 1992, and 1993 as to both Mr. Benoliel and Mr. Lubsen, who each served as the Company's Chief Executive Officer last year, and each of the Company's four most highly compensated officers, other than Mr. Lubsen (but including Mr. Benoliel who served as the Company's Chief Executive Officer until May 5, 1993), who were serving as executive officers at December 31, 1993 (hereinafter referred to as the named executive officers).

SUMMARY COMPENSATION TABLE

(A)	(B)	LONG TERM COMPENSATION							(I)
		ANNUAL COMPENSATION			AWARDS		PAYOUTS		
		(C)	(D)	(E)	(F)	(G)	(H)		
NAME AND PRINCIPAL POSITION	YEAR	SALARY (\$)	BONUS (\$)	OTHER ANNUAL COMPENSATION (\$)	RESTRICTED STOCK AWARD (\$)	SECURITIES UNDERLYING OPTIONS/ SARS (#)	LTIP PAYOUTS (\$)	ALL OTHER COMPENSATION (\$)	
		(1)	(2)	(3)	(4)	(5)	(6)	(7)	
Peter A. Benoliel, Chairman of Board, Chief Executive Officer until May 5, 1993	1993	215,000	0	0	0	30,000	51,000	0	
	1992	240,000	0	0	0	0	0	6,000	
	1991	225,000	0		0	32,000	237,000		
Sigismundus W. W. Lubsen President, Chief Operating Officer until May 5, 1993; and Chief Executive Officer thereafter	1993	359,000 (5)	0	0	0	40,000	45,540	0	
	1992	360,000 (5)	0	0	0	0	0	5,000	
	1991	335,000 (5)	0		0	28,000	0		
Marcus C. J. Meijer, Vice President-Europe	1993	170,000 (6)	38,000	0	0	30,000	26,000	0	
	1992	170,000 (6)	75,000	0	0	0	0	0	
	1991	167,000 (6)	50,000		0	24,000	0		
John E. Burrows, Jr., Vice President-North America	1993	149,000	17,000	0	0	25,000	0	0	
	1992	143,000	21,000	0	0	0	0	4,000	
	1991	141,000	13,000		0	24,000	0		
Ira R. Dolich, Vice Presi- dent-Quality and Training	1993	104,000	18,000	0	0	12,000	38,000	0	
	1992	101,000	11,000	0	0	0	0	3,000	
	1991	98,000	6,000		0	12,000	143,000		

(1) Information for the year ended December 31, 1991 has been omitted in accordance with applicable regulations of the Securities and Exchange Commission.

- (2) During the year ended December 31, 1993, certain of the individuals named in column (a) received personal benefits not reflected in the amounts set forth for such individual in columns (c), (d), and (e) the dollar value of which did not exceed the lesser of \$50,000 or 10% of the total of annual salary and bonus reported for such individual in columns (c) and (d).
- (3) Options to purchase shares of Common Stock.
- (4) The amounts listed as "All Other Compensation" represent compensation earned by each of the named executive officers pursuant to the terms of the Company's Profit Sharing Plan.
- (5) Includes for each of the years ended December 31, 1991, 1992, and 1993 the fair market value of 6,000 shares of Common Stock which were issued during such year and an additional cash payment made during such

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year pursuant to a Restricted Stock and Cash Bonus Plan Agreement between the Company and Mr. Lubsen (the "Lubsen Agreement"). The aggregate values of the shares issued to Mr. Lubsen pursuant to the Lubsen Agreement during 1991, 1992, and 1993 (based, with respect to each year, on the last reported sale price for the Common Stock on the Nasdaq National Market on December 31 of such year) were \$123,000, \$126,000, and \$95,250, respectively. For additional information concerning the Lubsen Agreement, see "Employment Agreements with Executive Officers," below.

- (6) Mr. Meijer's compensation was paid or credited in Dutch Guilders. For purposes of this presentation, Mr. Meijer's salary and bonus for each year has been translated into U.S. Dollars using the applicable exchange rate for the conversion of Dutch Guilders to U.S. Dollars on December 31 of such year.

Options/SAR Grants in the Last Fiscal Year

During 1993, the Company granted stock options (without any related stock appreciation rights) to the named executive officers as follows:

STOCK OPTION GRANTS LAST YEAR

(A)	INDIVIDUAL GRANTS		(D)	(E)	POTENTIAL REALIZABLE VALUE AT ASSUMED ANNUAL RATES OF STOCK PRICE APPRECIATION FOR OPTION TERM	
	(B)	(C)			(F)	(G)
NAME	NUMBER OF SECURITIES UNDERLYING OPTIONS GRANTED (#) (1)	% OF TOTAL GRANTED TO EM- PLOYEES IN 1993	EXERCISE OR BASE PRICE (\$/SH) (2)	EXPIRA- TION DATE	5% (\$)	10% (\$)
----	-----	-----	-----	-----	-----	-----
Peter A. Benoliel	20,000	9.69	23.10	1/4/98	74,000	214,000
Peter A. Benoliel	10,000	4.84	24.20	5/5/98	39,000	112,000
Sigismundus						
W. W. Lubsen	35,000	16.95	21.00	1/4/03	462,000	1,171,000
Sigismundus						
W. W. Lubsen	5,000	2.42	22.00	5/5/03	69,000	175,000

Marcus C. J. Meijer	30,000	14.53	21.00	1/4/03	396,000	1,004,000
John E. Burrows, Jr.	25,000	12.11	21.00	1/4/03	330,000	837,000
Ira R. Dolich	12,000	5.81	21.00	12/31/96(3)	158,000	402,000
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- (1) All of the options granted are exercisable on the first anniversary of the option grant date.
- (2) The purchase price of a share of Common Stock is the fair market value of a share of Common Stock on the date of grant and, in the case of Mr. Benoliel, is 110% of the fair market value of a share of Common Stock on the date of grant.
- (3) Mr. Dolich retired on December 31, 1993 and, therefore, the expiration date of the options granted to him is three (3) years from the date of retirement.

Aggregate Option/SAR Exercises in Last Fiscal Year and Fiscal Year-End Option/SAR Values

The following table provides information related to options to purchase the Company's Common Stock exercised by the named executive officers during the year ended December 31, 1993 and the number and value of such options held as of the end of such year. The Company does not have any outstanding stock appreciation rights.

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AGGREGATED OPTION/SAR EXERCISES IN LAST YEAR AND YEAR-END OPTION/SAR VALUES

(A) NAME ----	(B) SHARES ACQUIRED ON EXERCISE (#) -----	(C) VALUE REALIZED (\$)(1) -----	(D) NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS AT YEAR END (#) EXERCISABLE UNEXERCISABLE -----		(E) VALUE OF UNEXERCISED IN-THE-MONEY OPTIONS AT YEAR END (\$) EXERCISABLE/UNEXERCISABLE(2) -----
Peter A. Benoliel	5,633	28,000	26,367	30,000	0/0
Sigismundus					
W. W. Lubsen	0	0	39,140	40,000	111,000/0
Marcus C. J. Meijer	1,550	7,000	14,450	30,000	0/0
John E. Burrows	0	0	24,000	25,000	0/0
Ira R. Dolich	0	0	46,988	12,000	141,000/0
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- (1) Representing the fair market value of the shares acquired (based on the last reported sale price for the Common Stock on the Nasdaq National Market on the date of exercise) less the exercise price.
- (2) Based on the last sale price on December 31, 1993 on the Nasdaq National Market of \$16.00 per share.

Long-Term Incentive Plan Awards in Last Fiscal Year

During 1993, the Company granted performance incentive units pursuant to the Company's Long-Term Performance Incentive Plan to the named executive officers as follows:

LONG-TERM INCENTIVE PLAN -- AWARDS LAST YEAR

(A)	(B)	(C)	ESTIMATED FUTURE PAYOUTS UNDER NON-STOCK PRICE-BASED PLAN -----		
			(D)	(E)	(F)
	NUMBER OF	PERFORMANCE OR OTHER			

NAME	SHARES, UNITS OR OTHER RIGHTS (#) (1)	PERIOD UNTIL MATURATION OR PAYOUT	THRESHOLD (\$ OR #) (2)	TARGET (\$ OR #) (2)	MAXIMUM (\$ OR #) (2)
Peter A. Benoliel	15,000	1993 through 1996	\$0.00	\$315,000	\$630,000
Sigismundus W. W. Lubsen	22,500	1993 through 1996	0.00	472,500	945,000
Marcus C. J. Meijer	15,000	1993 through 1996	0.00	315,000	630,000
John E. Burrows, Jr.	12,500	1993 through 1996	0.00	262,500	525,000
Ira R. Dolich	6,000	1993 through 1996	0.00	126,000	252,000
- - - - -					

(1) Performance Incentive Units

(2) The value on maturation of a performance incentive unit is determined by performance over a four (4) year period as plotted on a grid defined by two axes; one axis sets forth variable rates of return on equity, and one axis sets forth variable rates of income before tax as a percentage of sales. Each performance unit is issued at the value of the stock price of incentive stock options (\$21.00), and the 1993 performance unit grid results in a zero payout for performance of less than 9% return on equity and less than 7% income before tax as a percentage of sales. A payout of \$21.00 per unit will be made if performance reaches the target, and a payout of \$42.00 per unit will be made if performance reached the maximum of the measurement scale. While it is difficult to calculate the amount of any future payments using an example where a return on equity is 10% and income before tax as a percentage of sales is less than 7%, a minimum payment of \$15,750, \$23,625, \$15,750, and \$13,125 would be payable to Messrs. Benoliel, Lubsen, Meijer, and Burrows, respectively. Mr. Dolich retired on December 31, 1993 and will be eligible to receive a 25% pro rata share of the actual future minimum payout, currently estimated to be nil.

Employment Agreements with Executive Officers

All executive officers of the Company are employed pursuant to employment agreements, which agreements provide for each officer's salary and the basis upon which his bonus (if any) is to be calculated. Salary and the bonuses, if any, are adjusted annually by the Compensation/Management Development Committee. Each employment agreement is for an initial term of one (1) year and, thereafter, is automatically renewed for successive one (1) year terms unless either party gives written notice of termination at least ninety (90) days prior to the expiration of the then current term. The agreements also provide for the payment by the Company of an amount substantially equal to 150% of the officer's then current annual rate of salary (except in the case of Mr. Lubsen whose agreement provides for the payment of the greater of 200% of his then current annual salary or \$400,000) if the officer's employment by the Company is terminated other than for cause or by reason of death, disability, or normal retirement within three (3) years after the occurrence of certain specified events that constitute a change or potential change in control of the Company. The Company has also entered into a Restricted Stock and Cash Bonus Agreement with Mr. Lubsen, effective January 1, 1990, pursuant to which the Company will issue to Mr. Lubsen at the end of each year during the five (5) year term of the agreement 6,000 shares of Common Stock, assuming Mr. Lubsen is employed by the Company on December 31 of that year. Mr. Lubsen may elect each year to receive an additional 1,500 shares representing an aggregate of 7,500 additional shares over the five (5) year period or a cash payment in lieu thereof. There are no contingencies to Mr. Lubsen receiving the additional 7,500 shares as they consist of an annual award of 1,500 shares which can be taken in either stock or cash and are designed to assist Mr. Lubsen with the income taxes generated from the annual grant of 6,000 shares. To date, a cash payment totalling the value of 6,000 shares has been awarded on an

annual basis for the first four years of the agreement. Additionally, the Company will pay annually during the five (5) year period a cash bonus equal in amount to the difference between the dividend on 37,500 shares and the number of shares theretofore eligible for payment and delivery to Mr. Lubsen.

The Company has also entered into a retirement agreement with Mr. Dolich, who retired on December 31, 1993 prior to achieving the age of 65, pursuant to which the Company will provide separation payments designed to provide a benefit substantially equal to what the benefit would have been had Mr. Dolich retired at age 65.

Pension and Death Benefits

Substantially all of the Company's employees are covered by a noncontributory qualified defined benefit retirement plan (the "Pension Plan"). The method of funding the Pension Plan does not readily permit the calculation of the required contribution, payment, or accrual applicable to any covered individual. The formula for determining the annual pension benefit is based upon two formulas, a past service formula for service through November 30, 1989 and a future service formula for service beginning December 1, 1989, as follows: (a) 1.1% of the employee's Highest Average Earnings (HAE) (which means the employee's three highest consecutive years of pay including overtime, shift differential, bonuses, and commissions) before December 1, 1989 plus .5% of HAE over the employee's Covered Compensation as defined in the Pension Plan (which depends on the employee's birth date and is determined from an Internal Revenue Service table which is updated each year) times the employee's service up to December 1, 1989 and (b) (i) for the employee's service after December 1, 1989 until past and future service total 35 years, 1.15% of annual pay plus .6% of annual pay over the employee's Covered Compensation and (ii) for the employee's service after December 1, 1989 beyond 35 years, 1.3% of annual pay.

Listed below for each of the persons named is the estimated annual pension benefit payable to them and their credited service under the Pension Plan. The estimate of the annual pension benefit was made by adding to the accrued benefits as of November 30, 1993 and an estimate of benefits that will be accrued from December 1, 1993 to age 65 based upon W-2 or other information.

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	ESTIMATED ANNUAL PENSION BENEFIT (1)	YEARS CREDITED SERVICE AS OF 12/31/93
	-----	-----
Peter A. Benoliel	\$168,813	37
Sigismundus W. W. Lubsen	56,970	5
Marcus C. J. Meijer	72,105(2)	2
John E. Burrows, Jr.	50,416	3
Ira R. Dolich	56,148(3)	27
- - - - -		

- (1) Some of the estimated annual pension benefits are in excess of the maximum benefit limitations for 1993 stipulated in the Internal Revenue Code. Payments made in any year after commencement of benefits will not exceed the maximum benefit limitation applicable for such year.
- (2) The pension benefit for Mr. Meijer is provided by a policy funded through premiums paid to an insurance company. The premiums are currently equal to 16.75% of Mr. Meijer's annual pensionable salary.
- (3) Mr. Dolich retired on December 31, 1993. Benefit shown is actual pension benefit payable.

The Company also provides supplemental retirement income in accordance with the provisions of a Supplemental Retirement Income Program (the "Program") which became effective on November 6, 1984. The Program, which is a "non-qualified plan" for federal income tax purposes, is intended to provide to executive officers of the Company elected to office by the Board of Directors additional retirement income in certain cases. Generally speaking, an officer who, as of age 65, has completed at least 30 years of employment with the Company and/or its affiliated companies will qualify for the maximum benefit under the Program which will entitle him to receive annually from the date of retirement until death such payments, if any, as are required to maintain his "net post-retirement income," as defined, at a level equal to 80% of his "net pre-retirement income," as defined. For an officer who otherwise qualifies to participate in the Program but, as of age 65, has completed less than 30 years of employment, the maximum benefit is reduced by 2% for each such full year of employment less than 30. Because the benefits payable under the Program depend on various post-retirement factors (e.g., defined benefit pension calculation, number of years employed less than 30, social security benefit at age 65, state, local, and federal income taxes on pension and social security benefits), it is impossible to determine in advance the actual amount payable to any participant under the program. Payments were made pursuant to the Program during the fiscal year ended December 31, 1993 in the aggregate amount of \$164,000.

Listed below for each named executive officer is the estimated annual payment to be made under the Program assuming that (a) the named executive officer retires at age 65, (b) the officer's compensation (salary plus incentive) remains at its current level, (c) the estimated pension benefit is as set forth above, (d) social security benefits remain unchanged and at the current level, and (e) there is no change to the current federal, state, and local income tax rates applicable to pension and social security benefits.

	ESTIMATED PAYMENT UNDER THE PROGRAM -----
Peter A. Benoliel	\$77,394
Sigismundus W. W. Lubsen	52,032
Marcus C. J. Meijer	--0--(1)
John E. Burrows, Jr.	27,163
Ira R. Dolich	27,197(2)

- - - - -

- (1) Mr. Meijer does not participate in the Corporate Defined Benefit Pension Plan and, therefore, is not eligible for payments under the Program.
- (2) Mr. Dolich retired on December 31, 1993. Payment shown is the actual annual amount payable.

The Company's executive officers are entitled to a death benefit if employed by the Company at the time of death. The benefit, equal to 1-1/3 times the deceased officer's then current annual salary, plus \$30,000, is payable in installments at various times over a 40-month period after death. The Company's policy is not to provide currently for this contingent future liability.

COMPENSATION OF DIRECTORS

Employees of the Company and persons affiliated with the Company's General Counsel are not paid any fees for services as a director of the Company. During 1993, directors of the Company, who were not employees or

affiliated with the Company's General Counsel, were paid a standard fee of \$13,000 each for the year plus \$850 for each meeting attended except that directors who are former employees received only the standard fee. In addition, they received \$850 for attending each meeting of a committee on which they serve. Each committee chairman received an additional \$100 for each committee meeting chaired.

Alex Satinsky, a director of the Company, is a member of the law firm Fox, Rothschild, O'Brien & Frankel, which was retained by the Company as General Counsel during fiscal year 1993 and which is being retained by the Company in such capacity during the current year.

COMPENSATION/MANAGEMENT DEVELOPMENT COMMITTEE AND LONG-TERM PERFORMANCE INCENTIVE PLAN COMMITTEE REPORT ON EXECUTIVE COMPENSATION

Introduction

The philosophy of the Company's executive officers' remuneration program is to compensate on the basis of performance. Therefore, a considerable portion of an executive officer's total compensation is incentive based and tied directly to the achievement of business goals. The Company's compensation program has three components: a base salary; an annual incentive cash payment; and compensation realized from options and/or performance incentive units issued under the Company's Long-Term Performance Incentive Plan. Both the annual incentive payment and compensation earned pursuant to the Company's Long-Term Performance Incentive Plan are based on achievement of previously set financial criteria targeted for the development of shareholder value. All components combined are intended to attract, motivate, and retain executives.

Compensation Structured to Reward Excellence

The Company positions its executive officer pay levels at the median of a broad cross section of both chemical and chemical specialty companies in the United States derived from the data base of the compensation consulting company HayGroup (some companies of which may be included in the companies that are part of S&P Chemical (Specialty) Index) and as to foreign-based executive officers, in the regions where such executive officers are located. Pay, which includes incentive-based compensation, is sufficiently variable that outstanding performance may result in total compensation in the top quarter of the industry comparison group. The Compensation Committee believes that the base salaries of the Company's executive officers are generally lower than those of executive officers in comparable positions and with comparable companies. The most recent survey data places the Company's average base compensation in the lower half of the companies surveyed.

The target compensation for the position of Chief Executive Officer ("CEO") is currently at the median of the chemical industry group. Because of the Company's 1993 performance, the CEO's total cash compensation (salary plus incentive) of both individuals serving as CEO during the last year is expected to be below the median of the group.

Compensation Components

The base salary component is primarily used as a foundation upon which to overlay the Company's annual and long-term incentive programs. Base salary increases are determined by the Committee following extensive review of each executive officer's performance during the past year. The Committee's decision is based on achievement, as measured against previously established goals, which include primary emphasis on attainment of financial goals and non-financial objectives in such areas as leadership, vision, and the management of cultural change. The financial goals include a combination of overall corporate financial objectives such as Profits Before Taxes ("PBT") as well as individual profit center goals, which relate specifically to the particular officer's position within the Company. The relative weight placed on any of the aforementioned goals by the Committee varies as between each of the Company's officers. On

average, structural increases are made based on median increases in both the national chemical industry as well as local general industry. Individual salary increases are made based on performance in comparison to the individual executive's penetration into his/her salary range. This salary

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range is part of Quaker's overall salary structure, which is adjusted as needed based on HayGroup data reflecting median increases in both the national chemical industry as well as local general industry more closely reflecting the competitiveness of positions that are not "national" in nature. As a result of 1993 financial performance, there are no planned salary increases for any Quaker officer, including the CEO, except for Mr. Meijer whose salary increase is required by Dutch law.

The incentive component is paid on an annual basis in the form of a cash bonus. It is primarily used to motivate executive officers to meet or exceed previously established targets on a consistent basis. The measure used in 1993 is the attainment of previously established PBT targets as well as the accomplishment of non-financial (personal) goals linked directly to the achievement of the Company's strategic plan. Payments are made based on actual performance compared with target. Performance above budget target is based on a formula which provides that for each additional 5% achievement of budgeted PBT, there will be an additional 20% increase in the percentage of the financial incentive award. There is no payout for performance against target of less than 81%. The total incentive award amount is determined by multiplying the base salary compensation labor grade midpoint of the position, based on data provided by the HayGroup, by a previously established incentive award percentage. The greater the weighting of the position and resultant impact on profitability of the Company, the greater the percentage.

PBT targets have historically been established at levels which the Committee believes have been aggressive. In 1993, since Company PBT targets were not achieved, neither individual serving as CEO during the past year received an incentive compensation award, and other executive officers received only incentive payments resulting from achievement of previously established non-financial objectives referred to as personal goals.

The final component is compensation realized from the biannual grants of incentive stock options, non-qualified options, and performance incentive units issued under the Company's Long-Term Performance Incentive Plan (the "Plan"). Awards under the Plan provide incentives to those employees largely responsible for the long-term success of the Company. The Plan is primarily used to retain and motivate executive officers to improve stock market performance (i.e., total return to shareholders). With stock options, executive officers receive gains only if the stock price improves over the fair market value at the date of the grant. In the case of Mr. Benoliel, the option price is 110% of this value. With performance incentive units, the value of the award increases based on the four-year average return on equity and income before tax as a percentage of sales. Target value for performance units is \$21.00 per incentive unit based on the attainment of 100% of the target. A payment of \$42.00 per incentive unit will be made if performance reaches the maximum of the measurement scale. The purpose of issuing both stock options and performance incentive units is to motivate executive officers to make the types of long-term changes in the business that will affect long-term total return to shareholders. Past practice has been to grant stock options and performance incentive units to executive officers in alternate years. The amounts of the awards are based on the relative position of each executive officer within the organizational structure of the Company and past practice and performance factors independent of the terms and amount of awards previously granted.

Section 162(m) of the Internal Revenue Code (the "Code"), enacted in 1993, generally imposes a \$1,000,000 limit on the amount of compensation deductible by the Company in regard to compensation paid to the Company's Chief Executive Officer and the other four most highly compensated executive officers. Since the amount of compensation paid in the last year to the Company's Chief Executive Officer and each of the other four most highly compensated officers was considerably less than \$1,000,000, and it is unlikely that compensation levels will dramatically increase in the foreseeable future, the Company has not adopted any policy with respect to qualifying compensation paid to executive officers for deductibility under Section 162(m) of the Code.

Compensation/Management Development Committee
and Long-Term Performance Incentive Plan Committee

Frederick Heldring, Chairman
Patricia C. Barron
Edwin J. Delattre
D. Robert Yarnall, Jr.

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Performance Graph

Set forth below is a line graph comparing the yearly percentage change in the cumulative total shareholder return on the Company's Common Stock against the cumulative total return of the S&P Composite 500 Stock Index and the S&P Chemical (Specialty) Index for the period of five (5) years commencing December 31, 1988 and ending December 31, 1993.

COMPARISON OF FIVE-YEAR CUMULATIVE TOTAL RETURN*
AMONG THE COMPANY, THE S&P 500 INDEX,
AND THE S&P CHEMICALS (SPECIALTY) INDEX

ID: GRAPHIC (LINE CHART)

* \$100 invested on 12/31/88 in stock or index -- including reinvestment of dividends. Fiscal year ending December 31.

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APPOINTMENT OF INDEPENDENT ACCOUNTANTS

The Board of Directors of the Company has appointed Price Waterhouse, independent accountants, to examine the accounts of the Company for the year ending December 31, 1994 and to report on the Company's financial statements for that period. The firm of Price Waterhouse has acted as independent accountants for the Company since 1968. Representatives of Price Waterhouse will be present at the Meeting to make a statement if they desire to do so and to respond to appropriate questions.

There is no requirement that the appointment of Price Waterhouse as the Company's independent accountants be submitted to the shareholders for their approval. However, the Board of Directors believes that shareholders should be provided an opportunity to express their views on the subject. The Board of Directors will not be bound by a negative vote but will take any negative vote into consideration in future years.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE IN FAVOR OF THE RATIFICATION OF THE APPOINTMENT OF PRICE WATERHOUSE.

DEADLINE FOR RECEIPT OF SHAREHOLDER PROPOSALS
TO BE INCLUDED IN MANAGEMENT'S PROXY AND
PROXY STATEMENT FOR THE NEXT ANNUAL MEETING

OF SHAREHOLDERS

In order for a shareholder's proposal(s) to be set forth in the Company's Proxy Statement and Proxy for the 1995 Annual Meeting of Shareholders, the shareholder must present his proposal(s) to the Company not later than December 2, 1994.

OTHER MATTERS

The Board of Directors does not know of any matters other than the matters described herein and procedural matters to be presented at the Meeting. If any other matters properly come before the Meeting, the persons named in the accompanying Proxy will vote on such matters in accordance with their best judgment.

By Order of the Board of Directors,

Karl H. Spaeth
Vice President and Secretary

Dated: March 31, 1994

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EXHIBIT A

SHAREHOLDER VOTING ADMINISTRATIVE PROCEDURES

Voting Rights

At the Annual Meeting of shareholders held May 6, 1987, shareholders approved an amendment to the Articles of Incorporation, pursuant to which the holders of the Company's Common Stock, \$1.00 par value, on May 7, 1987 (the "Effective Date") became entitled to 10 votes per share of Common Stock with respect to such shares, and any shares of Common Stock acquired after the Effective Date, subject to certain exceptions, shall only be entitled to 1 vote per share until such shares have been owned beneficially for a period of at least 36 consecutive calendar months, dating from the first day of the first full calendar month on or after the date the holder acquires beneficial ownership of such shares (the "Holding Period"). Each change in beneficial ownership with respect to a particular share will begin a new "1 vote" Holding Period for such share. A change in beneficial ownership will occur whenever any change occurs in the person or group of persons having or sharing the voting and/or investment power with respect to such shares within the meaning of Rule 13d-3 of the General Rules and Regulations under the Securities Exchange Act of 1934. Under the amendment, a share of Common Stock held of record on a record date shall be presumed to be owned beneficially by the record holder and for the period shown by the shareholder records of the Company. A share of Common Stock held of record in "street" or "nominee" name by a broker, clearing agency, voting trustee, bank, trust company, or other nominee shall be presumed to have been held for a period of less than the required 36 month Holding Period. The foregoing presumptions are rebuttable upon presentation to the Company of satisfactory evidence to the contrary. The amendment also provides that no change in beneficial ownership will be deemed to have occurred solely as a result of any of the following:

- (1) a transfer by any gift, devise, bequest, or otherwise through the laws of inheritance or descent;
- (2) a transfer by a trustee to a trust beneficiary under the terms of the trust;
- (3) the appointment of a successor trustee, guardian, or custodian with

respect to a share; or

- (4) a transfer of record or a transfer of a beneficial interest in a share where the circumstances surrounding such transfer clearly demonstrate that no material change in beneficial ownership has occurred.

Maintaining Records

The Company's registrar and transfer agent, American Stock Transfer & Trust Company, maintains the Company's register of shareholders. A single register is maintained, but individual holdings are coded so as automatically to indicate the number of votes that each shareholder is entitled to cast. Internal mechanisms automatically convert the voting rights by a 10-to-1 ratio for those shareholders who have held their shares for the required Holding Period. Additionally, the register can be adjusted manually, in order to respond to shareholders whose shares were held in "street" or "nominee" if shares acquired were held by the same party for the required Holding Period.

Proxy Administration

As indicated above, record ownership proxy administration is relatively simple. The transfer agent will mail proxy cards to all shareholders, and each proxy card will reflect the number of votes that the shareholder is entitled to cast, not the number of shares held. If shareholders have deposited shares with brokers, clearing agencies, voting trusts, banks, and other nominees, such shareholders will normally be entitled to 1 vote per share. If they can provide evidence that they have held their shares for the Holding Period, they can increase the number of votes that may be cast to 10 votes per share, by proper notification to the Company. Equally, if a shareholder believes that he or she is entitled to 10 votes per share by virtue of falling within one of the exceptions set forth above, that can be accomplished through proper notification to the Company. Acceptable substantiation will in most cases be a letter from the shareholder explaining the circumstances and stating why he or she feels that the common shares held by such shareholder are entitled to 10 votes per share, either because the shares have been held for the required Holding Period or because the shareholder falls within one of the exceptions set forth above. The Company reserves the right to change what it deems to be acceptable substantiation at

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any time if it appears from experience that the present definition is inadequate or is being abused, and further reserves the right at any time to require that a particular shareholder provide additional evidence that one of the exceptions is applicable.

Where evidence is presented that is satisfactory, the shareholder records will be manually adjusted as appropriate. The shareholder submitting the evidence will be advised as to any action taken or not taken, which will be posted by ordinary mail to the shareholder's registered address.

Special proxy cards are not used, and no special or unusual procedures are required in order properly to execute and deliver the proxy card for tabulation by the transfer agent.

Summary

The procedures set forth above have been reviewed with representatives of various brokers and banks, as well as counsel to the Company. Those representatives have made helpful and valuable suggestions, which have been incorporated in the procedures.

The Company is confident that these procedures are efficient in addressing the complications of multi-vote casting and tabulating, but the Company is prepared to revise them if experience dictates the need for revision.

APPENDIX OF GRAPHIC AND IMAGE MATERIAL OMITTED FROM ELECTRONIC FORMAT
DOCUMENT PURSUANT TO RULE 304 OF REGULATION S-T

Performance graph comparing cumulative total shareholder return on Quaker Chemical Corporation's Common Stock against the S&P Index and the S&P Chemicals (Specialty) Index appearing on page 14 of the Definitive Proxy Statement.

COMPARISON OF FIVE-YEAR CUMULATIVE TOTAL RETURN
AMONG THE COMPANY, THE S&P INDEX, AND THE S&P CHEMICALS
(SPECIALTY) INDEX

This chart is a five-year line graph which plots points depicting the investment of \$100 in Quaker Chemical Corporation Common Stock on December 31, 1988 and compares the results with \$100 invested in the S&P 500 with \$100 invested the S&P Chemicals (Specialty) Index on that same date. Reinvestment of dividends is also included.

The x-axis of the graph represents years and spans the period from December 31, 1988 to December 31, 1993. The y-axis of the graph is indexed in dollars, ranging from 0 to \$250 and represents the year-end cumulative return on the initial \$100 investment for each year.

The initial plot point for Quaker Chemical Corporation, the S&P Index, and the S&P Chemicals (Specialty) Index is 100 at December 31, 1988. Starting in 1989, the plot points, which represent the \$100 investment plus dividends, are as follows:

	1989	1990	1991	1992	1993
	----	----	----	----	----
Quaker Chemical Corporation	108	153	174	183	144
S&P 500	132	128	166	179	197
S&P Chemicals (Specialty)	100	102	144	153	174

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QUAKER CHEMICAL CORPORATION
ELM AND LEE STREETS, CONSHOHOCKEN, PA 19428

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby appoints William L. Batchelor, Peter A. Benoliel, and Alex Satinsky, and each of them (or if more than one is present, then a majority of those present) proxies of the undersigned, to attend the Annual Meeting of Shareholders of Quaker Chemical Corporation, a Pennsylvania corporation (the "Company"), to be held in West Conshohocken, Pennsylvania, on May 4, 1994, or any adjournment thereof, and with all powers the undersigned would possess if present, to vote:

- | | | |
|----------------|------------------------|--------------------------|
| 1. ELECTION OF | FOR all nominees | |
| DIRECTORS | listed below (Box) | WITHHOLD AUTHORITY (Box) |
| | (except as marked | to vote for all |
| | to the contrary below) | nominees listed below |

Lennox K. Black, Robert P. Hauptfuhrer, Frederick Heldring, Ronald J. Naples, and Alex Satinsky

(Instruction: To withhold authority to vote for any individual nominee, write that nominee's name on the space provided below.)

-
2. PROPOSAL TO RATIFY THE APPOINTMENT OF PRICE WATERHOUSE AS THE COMPANY'S INDEPENDENT ACCOUNTANTS FOR 1994.

(Box) FOR

(Box) AGAINST

(Box) ABSTAIN

(CONTINUED ON REVERSE SIDE)

(CONTINUED FROM REVERSE SIDE)

3. IN THEIR DISCRETION UPON SUCH OTHER MATTERS AS MAY COME BEFORE THE MEETING OR ANY ADJOURNMENT THEREOF.

THIS PROXY, WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED SHAREHOLDER. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR PROPOSALS 1 AND 2.

The undersigned hereby also acknowledges receipt of the Notice of Annual Meeting of Shareholders dated March 31, 1994, the Proxy Statement with respect to said Meeting, and the Company's Annual Report for the year ended December 31, 1993.

Dated: 1994

(Signature)

(Signature should be exactly as name or names appear on this Proxy.)

PLEASE DATE, SIGN, AND RETURN PROMPTLY

(QUAKER LOGO)

March 31, 1994

Dear Quaker Shareholder:

Your enclosed proxy card shows the number of votes you are entitled to cast not the number of shares that you own.

This reflects the action taken at the Annual Meeting of Shareholders on May 6, 1987 when shareholders approved an amendment to the Articles of Incorporation by which holders of Common Stock became entitled to 10 votes per share of Common Stock for shares which were held at that date. The amended Articles also provide that as to shares acquired after May 6, 1987, all shares are entitled to 1 vote per share until such shares are held for 36 consecutive months. After 36 months, each share is entitled to 10 votes.

There are some exceptions to the above, and those exceptions are listed in Exhibit A "Shareholder Voting Administrative Procedures" to the enclosed Proxy Statement.

Because we have no means of tracking ownership of shares held in "street" or "nominee" name, such shares are presumed to have been held for a period of less than 36 consecutive months.

Please look at the number of votes which are listed for you. For all shares purchased by you before March 1, 1991 (36 months before the record date), you are entitled to 10 votes per share. For all shares purchased by you after March 1, 1991, you are entitled to one vote per share.

If you feel that the votes listed do not accurately reflect the number of votes you think you are entitled to cast, Exhibit A to the enclosed Proxy Statement outlines procedures by which you may seek change. If you have any questions, please call Kathleen Mague at 610-832-4119.

To allow sufficient time to research your questions or act on your requests, please contact either Kathleen Mague at Quaker Chemical or our transfer agent, American Stock Transfer and Trust Company, as soon as possible.

Thank you.