



**ATTN: INVESTOR RELATIONS**  
**OIL-DRI CORPORATION OF AMERICA**  
**410 N. MICHIGAN AVE #400**  
**CHICAGO, IL 60611-4213**

**VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)**

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

**ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS**

If you would like to reduce the costs incurred by Oil-Dri Corporation of America in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

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

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

**VOTE BY MAIL**

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

**HOUSEHOLDING REVOCATION**

If you wish to revoke your consent to the receipt of stockholder information in a single package per household, you may do so by calling 1-866-540-7095.

**If you vote your proxy through the Internet or by telephone, you do NOT need to mail back your card.**

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

E33782-P98228

KEEP THIS PORTION FOR YOUR RECORDS  
 DETACH AND RETURN THIS PORTION ONLY

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

OIL-DRI CORPORATION OF AMERICA

**Annual Meeting Proxy Card**

**A Election of Directors**

The Board of Directors recommends that you vote FOR each of the listed nominees:

1. Nominees:

- |                         |                        |
|-------------------------|------------------------|
| 01) J. Steven Cole      | 06) George C. Roeth    |
| 02) Daniel S. Jaffee    | 07) Allan H. Selig     |
| 03) Richard M. Jaffee   | 08) Paul E. Suckow     |
| 04) Joseph C. Miller    | 09) Lawrence E. Washow |
| 05) Michael A. Nemeroff |                        |

For All  Withhold All  For All Except

To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.

**B Issues**

The Board of Directors recommends that you vote FOR proposals 2 and 3:

2. Ratification of the appointment of Grant Thornton LLP as the Company's independent auditor for the fiscal year ending July 31, 2018.  For  Against  Abstain
3. Approval, on an advisory basis, of the compensation of the named executive officers disclosed in the Proxy Statement.  For  Against  Abstain

For address changes and/or comments, please check this box and write them on the back where indicated.

**HOUSEHOLDING ELECTION** - please indicate if you consent to receive certain future investor communications in a single package per household.  Yes  No

The Board of Directors recommends that you vote for THREE YEARS with respect to proposal 4:  1 Year  2 Years  3 Years  Abstain

4. Selection, on an advisory basis, of the frequency of future advisory votes on the compensation of the named executive officers.  1 Year  2 Years  3 Years  Abstain
5. In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.

Please indicate if you plan to attend this meeting.  Yes  No

Please sign exactly as your name appears on this proxy. When shares are held by joint tenants, both should sign. When signing as attorney, administrator, trustee or guardian, please give full title as such. If a corporation, please sign in full corporate name by president or other authorized officer. If a partnership, please sign in partnership name by an authorized person.

Signature [PLEASE SIGN WITHIN BOX] Date

Signature (Joint Owners) Date

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting to be held on December 12, 2017:** The Company's 2017 Proxy Statement (the "Proxy Statement") and its 2017 Annual Report on Form 10-K are available at: <http://www.oidri.com/2017proxymaterials>.

E33783-P98228

---

## **Proxy - OIL-DRI CORPORATION OF AMERICA**

---

**410 North Michigan Avenue, Suite 400, Chicago, Illinois 60611-4213**

**This Proxy is solicited on Behalf of the Board of Directors**

The undersigned hereby appoints Richard M. Jaffee, Daniel S. Jaffee and Douglas A. Graham as Proxies, each with the full power to appoint his substitute (the action of one, if only one be present and acting, to be in any event controlling), and hereby authorizes them to represent and to vote, as designated on the reverse side, all of the shares of Common Stock and Class B Stock of Oil-Dri Corporation of America held of record by the undersigned at the close of business on October 16, 2017, at the Annual Meeting of Stockholders to be held at The Standard Club, 320 South Plymouth Court, Chicago, Illinois on December 12, 2017, at 9:30 a.m., local time, and any adjournments thereof, upon the proposals described in the Notice of Annual Meeting of Stockholders and Proxy Statement, both dated October 30, 2017, the receipt of which is hereby acknowledged. The Proxies, in their discretion, are further authorized to vote for the election of a person to the Board of Directors if any of the nominees named herein becomes unavailable to serve, and to vote on any other matters which may properly come before the Annual Meeting and any adjournments thereof.

**This Proxy, when properly executed, will be voted in the manner directed herein by the undersigned stockholder. If no direction is made, this Proxy will be voted FOR all nominees listed in Proposal 1, FOR Proposal 2 to ratify the appointment of Grant Thornton LLP as independent auditor, FOR Proposal 3 to approve the compensation of the named executive officers disclosed in the Proxy Statement, and THREE YEARS with respect to Proposal 4 regarding the selection of the frequency of future advisory votes on the compensation of the named executive officers. This Proxy will be voted with discretionary authority to the Proxies appointed hereby on all other matters that may properly come before the Annual Meeting and any adjournments thereof.**

**Please mark, sign, date and mail the proxy card promptly using the enclosed envelope.**

Address Changes/Comments: \_\_\_\_\_  
\_\_\_\_\_

(If you noted any Address Changes/Comments above, please mark corresponding box on the reverse side.)

**(Continued and to be signed on reverse side.)**