

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

DEFINITIVE PROXY STATEMENT
SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

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

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement Soliciting Material Under Rule 14a-12
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials

Oil-Dri Corporation of America

(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: | _____ |
| 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 (set forth the amount on which the filing fee is calculated and state how it was determined): | _____ |
| 4 | Proposed maximum aggregate value of transaction: | _____ |
| 5 | Total fee paid: | _____ |
- Fee paid previously with preliminary materials:
- 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: | _____ |



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

Your **Vote** Counts!

OIL-DRI CORPORATION OF AMERICA

2022 Annual Meeting
Vote by December 6, 2022
11:59 PM ET



D91682-P79682

You invested in OIL-DRI CORPORATION OF AMERICA and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on December 7, 2022.**

Get informed before you vote.

View the Company's 2022 Proxy Statement (the "Proxy Statement") and its 2022 Annual Report on Form 10-K online OR you can receive a free paper or email copy of the materials by requesting prior to November 23, 2022. If you would like to request a copy of the materials for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote Virtually at the Meeting*

December 7, 2022
9:30 a.m., Central Time

Virtually at:
www.virtualshareholdermeeting.com/ODC2022

*Please check the meeting materials for any special requirements to attend the virtual meeting.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote on these important matters.

| Voting Items | Board Recommends | | | | | | | | | | |
|--|------------------------|-----------------|----------------------|--------------------|----------------------|--------------------|-------------------------|------------------------|---------------------|--|-------|
| <p>1. Election of Directors Nominees:</p> <table><tbody><tr><td>01) Ellen-Blair Chube</td><td>06) Amy L. Ryan</td></tr><tr><td>02) Paul M. Hindsley</td><td>07) Allan H. Selig</td></tr><tr><td>03) Daniel S. Jaffee</td><td>08) Paul E. Suckow</td></tr><tr><td>04) Michael A. Nemeroff</td><td>09) Lawrence E. Washow</td></tr><tr><td>05) George C. Roeth</td><td></td></tr></tbody></table> | 01) Ellen-Blair Chube | 06) Amy L. Ryan | 02) Paul M. Hindsley | 07) Allan H. Selig | 03) Daniel S. Jaffee | 08) Paul E. Suckow | 04) Michael A. Nemeroff | 09) Lawrence E. Washow | 05) George C. Roeth | | ✔ For |
| 01) Ellen-Blair Chube | 06) Amy L. Ryan | | | | | | | | | | |
| 02) Paul M. Hindsley | 07) Allan H. Selig | | | | | | | | | | |
| 03) Daniel S. Jaffee | 08) Paul E. Suckow | | | | | | | | | | |
| 04) Michael A. Nemeroff | 09) Lawrence E. Washow | | | | | | | | | | |
| 05) George C. Roeth | | | | | | | | | | | |
| 2. Ratification of the appointment of Grant Thornton LLP as the Company's independent auditor for the fiscal year ending July 31, 2023. | ✔ For | | | | | | | | | | |
| In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting. | | | | | | | | | | | |

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Sign up for E-delivery".