NORDSON CORP
Form DEF 14A
January 29, 2016
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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

Filed by the Registrant x   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))**

x Definitive Proxy Statement

¨ Definitive Additional Materials

¨ Soliciting Material Pursuant Rule 14a-12

NORDSON CORPORATION
(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):

x No fee required.

¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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

Not Applicable

(2) Aggregate number of securities to which transaction applies:

Not Applicable

(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):

Not Applicable

(4) Proposed maximum aggregate value of transaction:

Not Applicable

(5) Total fee paid:

Not Applicable

¨ 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:

Not Applicable

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

Not Applicable

(3) Filing Party:

Not Applicable

(4) Date Filed:

Not Applicable

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NORDSON CORPORATION

Notice of

2016 Annual Meeting

and Proxy Statement

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Nordson Corporation

28601 Clemens Road

Westlake, Ohio 44145

January 29, 2016

Dear Shareholder:

It is my pleasure, on behalf of the Board of Directors, to invite you to attend our annual meeting of shareholders (the Annual Meeting), which will be held at the offices of Squire Patton Boggs (US) LLP, 4900 Key Tower, 127 Public Square, Cleveland, Ohio, at 8:00 a.m., eastern standard time, on Tuesday, March 1, 2016.

The accompanying notice of Annual Meeting and proxy statement describe the items of business that will be discussed and voted upon during the Annual Meeting. It is important that you vote your shares of common stock whether or not you plan to attend the Annual Meeting. You have a choice of voting through the Internet, by telephone or by returning the enclosed proxy/voting instruction card by mail. If you are a registered shareholder, you may also vote in person at the Annual Meeting. Please refer to the instructions in the enclosed materials.

On behalf of management and the Board of Directors, I want to thank you for your continued support and confidence in 2016.

Sincerely,

JOSEPH P. KEITHLEY

Chairman of the Board of Directors

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Appendix A: Audit Committee Report

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NORDSON CORPORATION

NOTICE OF ANNUAL MEETING

OF SHAREHOLDERS

To Be Held Tuesday, March 1, 2016

Date and Time:	Tuesday, March 1, 2016, at 8:00 a.m., eastern standard time.
Place:	Squire Patton Boggs (US) LLP, 4900 Key Tower, 127 Public Square, Cleveland, Ohio 44114.
Items of Business:	1. To elect as directors three nominees, named in this Proxy Statement and recommended by the Board of Directors, to serve until the 2019 Annual Meeting and until their successors shall have been duly elected and qualified; 2. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending October 31, 2016; 3. To approve, on an advisory basis, compensation of our named executive officers; and 4. To transact such other business as may properly come before the meeting or any adjournment or postponement thereof.
Record Date:	Close of business on January 4, 2016.

A Proxy Statement, Proxy/Voting Instruction Card, and Annual Report to Shareholders, which includes our Annual Report on Form 10-K for the fiscal year ended October 31, 2015, accompany this notice and are also available at: *www.nordson.com/en/our-company/investors/annual-reports-and-presentations*. The Board of Directors has determined that our shareholders of record at the close of business on January 4, 2016 are entitled to notice of, and to vote at, the Annual Meeting.

By Order of the Board of Directors,

ROBERT E. VEILLETTE

Vice President, General Counsel

and Secretary

January 29, 2016

Westlake, Ohio

Important Notice Regarding the Availability of Proxy Materials for the Annual

Meeting of Shareholders to be held on March 1, 2016:

The Proxy Statement, Proxy/Voting Instruction Card and the Annual Report to Shareholders, which includes our Annual Report on Form 10-K for the fiscal year ended October 31, 2015, are available at: *www.nordson.com/en/our-company/investors/annual-reports-and-presentations.*

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PROXY STATEMENT SUMMARY

This summary highlights information relating to the items to be voted on at the Annual Meeting and important business, compensation and corporate governance matters. For additional information, please refer to the discussions contained in this Proxy Statement and in our Annual Report on Form 10-K for the year ended October 31, 2015 filed with the United States (U.S.) Securities and Exchange Commission on December 15, 2015 (the 2015 Annual Report).

GENERAL INFORMATION	
2016 Annual Meeting Time and Date	8:00 a.m., eastern standard time Tuesday, March 1, 2016
Place	Squire Patton Boggs (US) LLP 4900 Key Tower 127 Public Square Cleveland, Ohio 44114 USA
Items of Business/Proposals	1. To elect as directors three nominees, named in this Proxy Statement and recommended by the Board of Directors, to serve until the 2019 Annual Meeting and until their successors shall have been duly elected and qualified; 2. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending October 31, 2016; 3. To approve, on an advisory basis, compensation of our named executive officers; and 4. To transact such other business as may properly come before the meeting or any adjournment or postponement thereof.
Record Date	Close of business January 4, 2016.
Voting	Shareholders as of the record date are entitled to vote. Each share of common stock is entitled to one vote for the election of directors and one vote for each of the proposals to be voted on.

VOTING MATTERS AND RECOMMENDATIONS *Voting Matter*	*Board Recommendation*
Election of Directors: Lee C. Banks, Randolph W. Carson, and Victor L. Richey, Jr.	***FOR ALL NOMINEES***
Ratification of Ernst & Young LLP as Independent Registered Public Accounting Firm for fiscal year ending October 31, 2016	***FOR***
Approve, on an advisory basis, compensation of our named executive officers	***FOR***

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The following table provides summary information about our director nominees:

Nominee	*Age*	*Director Since*	*Primary Occupation*	*Independent*	*Board Committee Memberships*	*Key Attributes/ Qualifications*
Lee C. Banks	52	2010	President and Chief Operating Officer, Parker Hannifin Corporation	Yes	Compensation	Significant executive general management and operational experiences and a unique perspective in identifying strategic and tactical risks attendant to a multi-national sales, distribution, manufacturing and operational footprint.
Randolph W. Carson	64	2009	Retired	Yes	Audit and Governance & Nominating	Deep operational experience in global industrial businesses, strategic vision and understanding of financial accounting and financial matters; public company board experience.
Victor L. Richey, Jr.	58	2010	Chairman of the Board, President and Chief Executive Officer, ESCO Technologies Inc.	Yes	Compensation and Governance & Nominating	Extensive experience as chairman, president and chief executive officer of a diversified global producer and marketer of technology; significant executive management and board experience at public and private companies.

BUSINESS HIGHLIGHTS

Fiscal year 2015 was a year of solid financial and operating results in an uncertain and low-growth global macroeconomic environment, one that was affected profoundly by a strong U.S. Dollar. The following table represents key financial measures for fiscal year 2015:

Revenue	1% decrease over FY 2014, including 6% total volume growth and negative currency translation effect of 7%	***Gross Margin***	54%	
Operating Profit	$318 million	***Operating Margin***	19%	
Diluted Earnings Per Share	$3.45; negative currency translation effect of $.54/share	***Return on Total Capital***	13.3%	
Dividend	$0.24 (9% increase)	***Total Shareholder Return****	1 Year	(5.8)%
			3 Year	7.6%

	5 Year	13.8%
	10 Year	15.2%
Share Repurchase	19% of Nordson s outstanding shares purchased over the last five years at an average price of $61.70 per share, at a discount of approximately 13% compared to the 2015 year-end closing price of $71.24 per share	

* *We define Total Shareholder Return as: (share price end of period share price start of period + dividends paid) / share price start of period.*

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COMPENSATION HIGHLIGHTS

The table below presents highlights of our named executive officer compensation for fiscal year 2015. The table is not a substitute for, nor does it reflect, all of the information provided in the Summary Compensation Table presented later in this Proxy Statement. Additional information about our compensation philosophy and program, including compensation awarded to each of our named executive officers, can be found in the Compensation Discussion and Analysis in this Proxy Statement.

Pay Component	*Comments*
Base Salary	Represent 17.1% (CEO) 31.6% of named executive officers total target direct compensation opportunity. Base salary increases for 2015 for the named executive officers ranged from 3.1% (CEO) to 10.3%.
Cash incentive Award	Represent 17.1% (CEO) 19.6% of named executive officers total target direct compensation opportunity. As a percentage of target, award payouts were in the range of 97% (CEO) 145% for the named executive officers.
Long-Term Compensation	Represent 50.3% 65.8% (CEO) total target direct compensation opportunity.
Ø ***Performance Share Incentive Award***	At target, represents approximately 40% of long-term compensation opportunity. FY 2013-2015 Payout 115.2% of target.
Ø ***Equity Awards***	Stock Options represent approximately 40% of long-term compensation opportunity. Restricted Shares represent approximately 20% of long-term compensation opportunity.
Chief Executive Officer s Total Target Direct Compensation	Base Salary $825,000 (3.1% increase over 2014). Cash Incentive Award Payout $800,000 (97% of target). Long-Term Incentives: g Stock Options 49,100 shares ($1,425,589 award date fair value); g Restricted Shares 7,500 shares ($597,450 award date fair value); g 2013-2015 Performance Period Payout 18,432 shares ($1,167,667 based on $63.35 per share on the settlement date). Total: $4,815,706.

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GOVERNANCE HIGHLIGHTS

The following table summarizes our Board structure and key elements of our corporate governance framework:

Governance Element	Comments	Governance Element	Comments
Director Independence	Eight of nine directors are independent Audit, Compensation, and Governance & Nominating Committees composed of independent directors	***Tenure of Independent Directors***	3 years: George and Jaehnert 5 years: Banks and Richey 6 years: Carson 7 years: Merriman 14 years: Keithley and Puma
Independent Directors Meetings	Executive sessions of independent directors during each board meeting	***Meeting Attendance***	Each of our directors met the 75% attendance benchmark for Board and Committee meetings
Board Structure & Leadership	Classified with three classes of directors Independent Chairman Joseph P. Keithley	***Voting Standard for Election of Directors***	Plurality voting
Share Ownership	Stock ownership guidelines for directors and executive officers	***Board Self-Assessments***	Board, Committee and Peer self-assessments on a regular basis
Chief Executive Officer Evaluation	Annual review by all independent directors	***Hedging/Pledging Transactions***	Strict policy of no pledging or hedging of company shares
Clawback Policy	Robust policy	***Advisory Vote on Executive Compensation***	Annual
Shareholder Rights Plan (Poison Pill)	No shareholders rights plan in place		
Oversight of Risk	The Board as a whole exercises its oversight responsibilities with respect to material risks The Board has delegated responsibility for the oversight of specific risks to Board committees		

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DIRECTORS SERVING ON BOARDS OF OTHER PUBLIC COMPANIES

Board service by members of our Board of Directors is within the limits set by our Governance Guidelines:

It is the Company s policy that a Director who is not an executive officer of a public company may serve as a director on up to five other boards of public companies. For Directors who are also serving as an executive officer of a public company, the maximum number of public company boards on which the Director may serve is two in addition to serving as a director on the board of his or her company.

Lee C. Banks	Parker Hannifin Company (NYSE: PH)
Randolph W. Carson	Fairchild Semiconductor International, Inc. (NASDAQ: FCS)
Arthur L. George, Jr.	Axcelis Technologies, Inc. (NASDAQ GS: ACLS)
Michael F. Hilton (CEO)	Ryder System, Inc. (NYSE: R) Lincoln Electric Holdings, Inc. (NASDAQ: LECO)
Frank M. Jaehnert	Briggs & Stratton Corporation (NYSE: BGG) Itron, Inc. (NASDAQ: ITRI)
Joseph P. Keithley (Chairman)	Axcelis Technologies, Inc. (NASDAQ GS: ACLS) Materion Corporation (NYSE: MTRN)
Michael J. Merriman, Jr.	Invacare Corporation (NYSE: IVC) OMNOVA Solutions Inc. (NYSE: OMN) Regis Corporation (NYSE: RGS)
Mary G. Puma	Axcelis Technologies, Inc. (NASDAQ GS: ACLS)
Victor L. Richey, Jr.	ESCO Technologies Inc. (NYSE: ESE)

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NORDSON CORPORATION

PROXY STATEMENT

FOR THE ANNUAL MEETING OF SHAREHOLDERS

MARCH 1, 2016

The accompanying proxy is solicited on behalf of the Board of Directors (the Board) of Nordson Corporation for use at the 2016 Annual Meeting. The Annual Meeting will be held at Squire Patton Boggs (US) LLP, 4900 Key Tower, 127 Public Square, Cleveland, Ohio 44114 at 8:00 a.m., eastern standard time, on Tuesday, March 1, 2016 for the following purposes:

1. To elect as directors three nominees, named in this Proxy Statement and recommended by the Board, to serve until the 2019 Annual Meeting and until their successors shall have been duly elected and qualified;

2. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending October 31, 2016;

3. To approve, on an advisory basis, compensation of our named executive officers; and

4. To transact such other business as may properly come before the Annual Meeting or any adjournment or postponement thereof.

This Proxy Statement and the accompanying proxy/voting instruction card were first mailed to shareholders on or about January 29, 2016. Our 2015 Annual Report to Shareholders is enclosed with this Proxy Statement.

This Proxy Statement contains important information regarding our Annual Meeting, the proposals on which you are being asked to vote, information you may find useful in determining how to vote, and information about voting procedures. As used in this Proxy Statement, we, us, our, Nordson or the Company refers to Nordson Corporation.

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PROPOSAL 1: ELECTION OF DIRECTORS WHOSE TERMS EXPIRE IN 2019

The Governance and Nominating Committee is responsible for identifying and evaluating nominees for director and for recommending to the Board a slate of nominees for election at the Annual Meeting. The Governance and Nominating Committee has recommended, and the Board has approved, the persons named as nominees for terms expiring in 2019 and, unless otherwise marked, a proxy will be voted for such nominees. Nominees Lee C. Banks, Randolph W. Carson and Victor L. Richey, Jr. currently serve as directors. All nominees have agreed to stand for election for a three-year term.

In considering each director nominee and the composition of the Board as a whole, the Governance and Nominating Committee considers a diverse group of experiences, qualifications, attributes and skills, including diversity in gender, ethnicity and race, which the Governance and Nominating Committee believes enables a director nominee to make significant contributions to the Board, Nordson and our shareholders. A non-exclusive list of the sought-after experiences and attributes can be found in the Director Recruitment and Performance Guidelines available at: *www.nordson.com/en/our-company/corporate-governance*.

Since 2009, Nordson has experienced a significant refresh of its independent directors, with five independent directors having six years or less of service with Nordson:

We believe that the tenure spectrum of our Directors provides an effective mix of deep knowledge and new perspectives. We are strongly opposed to a one-size-fits-all model of corporate governance and believe that each board should consider its own circumstances and that a reasonable approach is likely to ensure an appropriate balance between long-tenured and more recently added board members. Our Governance Guidelines provide that a director is expected to retire at the conclusion of the Board meeting immediately prior to a director s 72nd birthday. We do not, however, have a policy limiting the tenure of a director. In our view, the best method to ensure healthy board evolution is through rigorous and thoughtful consideration of the nomination of current directors prior to each election based on a variety of factors, including director performance, skills and expertise, the Company s needs, and board diversity, as well as length of board service, both on a board average and stand-alone basis.

With respect to Mr. Keithley and Ms. Puma, we see a strategic advantage their senior-in-service status. Not only do they bring experience and historical context to the vitality and growth of Nordson, they serve as seasoned advisors to Mr. Hilton, who has been Nordson s Chief Executive Officer for six years.

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It is intended that proxies that are submitted but do not withhold the authority to vote for any or all of the nominees will be voted for the election as directors of all of the nominees named below. At this time, the Board knows of no reason why any nominee might not be a candidate at the 2016 Annual Meeting. However, in the event any one or more of such nominees becomes unavailable for election, proxies will be voted in accordance with the best judgment of the proxy holder.

The name and age of each of the three nominees for election as directors for terms expiring in 2019, as well as present directors whose terms will continue after the Annual Meeting, appear below together with his or her principal occupation for at least the past five years, the year each became a director of the Company and certain other relevant information.

Nominees For Terms Expiring in 2019

LEE C. BANKS	Age: 52	Director Since 2010

Business Experience. Mr. Banks was elected president and chief operating officer of Parker Hannifin Corporation in February 2015. Parker Hannifin Corporation (NYSE: PH) is the world s leading diversified manufacturer of motion and control technologies and systems, providing precision-engineered solutions for a wide variety of mobile, industrial and aerospace markets. Mr. Banks served as executive vice president and operating officer of Parker Hannifin from 2008 to 2015 and senior vice president and operating officer of Parker Hannifin from 2006 to 2008.

Other Directorships in Previous 5 Years. Mr. Banks is a director of Parker Hannifin.

Key Attributes, Experiences and Skills. As a senior executive and director of a multi-national corporation, Mr. Banks provides the Board with significant executive general management and operational experiences and a unique perspective in identifying governance, strategic, and tactical risks attendant to a multi-national sales, distribution, manufacturing and operational footprint.

RANDOLPH W. CARSON	Age: 64	Director Since 2009

Business Experience. From 2000 to February 2009, Mr. Carson served as chief executive officer of Eaton Corporation s (NYSE: ETN) Electrical Group. Eaton is a global diversified industrial manufacturer and technology leader in electrical components and systems for power quality, distribution and control. Mr. Carson retired from Eaton in May 2009 following ten years with the company. Prior to Eaton Corporation, Mr. Carson held several executive positions with Rockwell International.

Other Directorships in Previous 5 Years. Mr. Carson is a director of Fairchild Semiconductor International, Inc. (NASDAQ: FCS), a leading global manufacturer of semiconductor devices, and the Southwire Company, the leading North American supplier of wire and cable products. Mr. Carson served as chairman of the board of GrafTech International, Ltd. (formerly, NYSE: GTI), a global manufacturer of carbon and graphite products, prior to GrafTech becoming an indirect wholly-owned affiliate of Brookfield Asset Management Inc. (NYSE:BAM) (TSX: BAM.A) (Euronext: BAMA). Brookfield is a global alternative asset manager with over $200 billion in assets under management.

Key Attributes, Experiences and Skills. Our Board believes that Mr. Carson s deep operational experience in global industrial businesses enables him to provide unique insight to our Board with respect to meeting marketplace challenges, implementing Lean and other productivity initiatives, integrating business units and anticipating and planning for commercial risk and uncertainties. Together with his experience, strategic vision and understanding of financial accounting and financial matters, our Board believes Mr. Carson is well qualified to serve as a member of our Board. Mr. Carson s public company board experience contributes to his familiarity with current issues and his ability to identify and address matters that come before the Governance & Nominating and Audit Committees on which he serves.

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VICTOR L. RICHEY, JR.	Age: 58	Director Since 2010

Business Experience. Mr. Richey has been chairman of the board, president and chief executive officer of ESCO Technologies Inc. (NYSE: ESE) since 2003. ESCO Technologies manufactures highly engineered filtration products for the aviation, space and process markets worldwide and is the industry leader in RF shielding and EMC products. It also provides diagnostic instruments, services and the premier library of statistically significant apparatus test results in support of the electric power grid.

Other Directorships in Previous 5 Years. Mr. Richey is chairman of the board of ESCO Technologies.

Key Attributes, Experiences and Skills. The Board believes Mr. Richey provides a breadth of skills critical to the Board s ability to discharge its oversight responsibility. Mr. Richey has extensive experience as chairman, president and chief executive officer of a diversified global producer and marketer of technology, and he has significant executive management and board experience at public and private companies within some of our end markets, including the semiconductor industry.

Present Directors Whose Terms Expire in 2017

JOSEPH P. KEITHLEY	Age: 67	Director Since 2001

Business Experience. Mr. Keithley has served as chairman of the board of Nordson Corporation since February 2010. He served as chairman of the board of Keithley Instruments, Inc., a provider of measurement solutions to the semiconductor, fiber optics, telecommunications and electronics industries from 1991, as well as a member of its board of directors from 1986 until December 2010 when Keithley Instruments was purchased by Danaher Corporation. He also served as Keithley Instruments chief executive officer from November 1993 to December 2010 and as president from May 1994 to December 2010.

Other Directorships in Previous 5 Years. Mr. Keithley previously served as chairman of the board of Keithley Instruments. He is a director of Materion Corporation (NYSE: MTRN), an integrated producer of high performance engineered materials used in a variety of electrical, electronic, thermal and structural applications, and Axcelis Technologies, Inc. (NASDAQ GS: ACLS), a provider of equipment and service solutions for the semiconductor manufacturing industry.

Key Attributes, Experiences and Skills. Mr. Keithley brings extensive, broad-based international business and executive management and leadership experience from his leadership roles at Keithley Instruments to his role as chairman of our board of directors. Among other things, Mr. Keithley draws upon his extensive knowledge in the global semiconductor and electronics industries garnered while leading Keithley Instruments. Mr. Keithley also has extensive public company board and governance experience.

MICHAEL J. MERRIMAN, JR.	Age: 59	Director Since 2008

Business Experience. Mr. Merriman has been an operating advisor of Resilience Capital Partners LLC since June 2008. Resilience is a private equity firm focused on principal investing in lower middle market underperforming and turnaround opportunities. Mr. Merriman is also a business consultant for Product Launch Ventures, LLC, a company that he founded in 2004 to pursue consumer product opportunities and provide business advisory services. Mr. Merriman served as president and chief executive officer of Lamson & Sessions Co., a manufacturer of thermoplastic conduit, fittings and electrical switch and outlet boxes from November 2006 to November 2007. Mr. Merriman served as senior vice president and chief financial officer of American Greetings Corporation (formerly, NYSE: AM), a designer, manufacturer and seller of greeting cards and other social expression products from September 2005 until November 2006.

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Other Directorships in Previous 5 Years. Mr. Merriman is a director of Invacare Corporation (NYSE: IVC), a global leader in the manufacture and distribution of innovative home and long-term care medical products that promote recovery and active lifestyles; Regis Corporation (NYSE: RGS), a company that owns, franchises and operates beauty salons, hair restoration centers and cosmetology education; and OMNOVA Solutions Inc. (NYSE: OMN), a technology-based company and an innovator of emulsion polymers, specialty chemicals, and decorative and functional surfaces for a variety of commercial, industrial and residential end uses. Mr. Merriman was a director of American Greetings from 2006 through August 2013 when American Greetings became a private company. Mr. Merriman also served as a director from 2004 until its sale in April 2011 for RC2 Corporation (formerly, NASDAQ: RCRC), a manufacturer of pre-school toys and infant products.

Key Attributes, Experiences and Skills. Mr. Merriman s prior experience as a public company chief executive officer and chief financial officer and his current service on the boards of directors of three publicly traded companies, as well as his experience at Resilience, provides him with valuable experience and significant knowledge in the areas of executive management, strategy, corporate governance, acquisitions and divestitures, finance and financial reporting, product development expertise, and investor relations. Mr. Merriman has significant finance, financial reporting and accounting expertise and was formerly a certified public accountant, which provides the Board with valuable expertise and qualifies him as a financial expert on the Audit Committee, as described under the Audit Committee caption in the Corporate Governance section of this Proxy Statement.

MARY G. PUMA	**Age: 57**	**Director Since 2001**

Business Experience. Ms. Puma is president and chief executive officer of Axcelis Technologies, Inc. (NASDAQ GS: ACLS). Axcelis is a provider of equipment and service solutions for the semiconductor manufacturing industry. Ms. Puma has served as chief executive officer since January 2002.

Other Directorships in Previous 5 Years. Ms. Puma serves as a director of Axcelis Technologies. From May 2005 to May 2015, Ms. Puma was chairman of the board of Axcelis.

Key Attributes, Experiences and Skills. Ms. Puma contributes extensive general management experience in an international, technology-driven business and possesses a thorough knowledge of corporate governance and strategy development. Ms. Puma brings valuable experience in compensation and talent management planning matters to our Compensation and Governance & Nominating Committees, respectively.

Present Directors Whose Terms Expire in 2018

ARTHUR L. GEORGE, JR.	**Age: 54**	**Director Since 2012**

Business Experience. Mr. George served as senior vice president and manager, Analog Engineering Operations of Texas Instruments Incorporated (NASDAQ GS: TXN) from 2011 until his retirement in March 2014. Texas Instruments is one of the world s largest semiconductor companies and a highly innovative, high performing global leader in analog, embedded processing and wireless technologies. Mr. George was senior vice president and worldwide general manager, High Performance Analog of Texas Instruments from 2006 to 2011.

Other Directorships in Previous 5 Years. Mr. George serves as director of Axcelis Technologies, Inc. (NASDAQ GS: ACLS), a provider of equipment and service solutions for the semiconductor manufacturing industry.

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Key Attributes, Experiences and Skills. Mr. George brings to the Board significant executive general management experience as well as extensive operational and new product development experiences in high technology markets. Mr. George s experience with high performance analog products used in a wide range of industrial products gives him insight on a diverse set of industries and affords the Board a unique perspective in identifying strategic and tactical risks attendant to the semiconductor electronics market.

MICHAEL F. HILTON	Age: 61	Director Since 2010

Business Experience. Mr. Hilton became Nordson s President and Chief Executive Officer effective January 16, 2010. Prior to his joining Nordson, Mr. Hilton was senior vice president and general manager for Air Products and Chemicals, Inc. (NYSE: APD) from 2007 until 2010 with specific responsibility for leading the company s $2 billion global Electronics and Performance Materials segment. Air Products and Chemicals serves customers in industrial, energy, technology and healthcare markets worldwide with a unique portfolio of atmospheric gases, process and specialty gases, performance materials, and equipment and services.

Other Directorships in Previous 5 Years. Mr. Hilton serves as a director of Ryder System, Inc. (NYSE: R), a FORTUNE® 500 provider of leading-edge transportation, logistics and supply chain management solutions. He also serves as a director of Lincoln Electric Holdings, Inc. (NASDAQ: LECO). Lincoln Electric is the world leader in the design, development and manufacture of arc welding products, robotic arc welding systems, plasma and oxyfuel cutting equipment and has a leading global position in the brazing and soldering alloys market.

Key Attributes, Experiences and Skills. Mr. Hilton is the only member of Nordson s management serving on the Nordson Board. With over 30 years of global manufacturing industry experience, Mr. Hilton brings to the Nordson Board an intimate understanding of management leadership, strategy development and day-to-day operations of a multi-national company, including product line management, new product technology and talent development, manufacturing, distribution and other sales channels, business processes, international operations and global markets.

FRANK M. JAEHNERT	Age: 58	Director Since 2012

Business Experience. Mr. Jaehnert served as chief executive officer and president of Brady Corporation (NYSE: BRC) from April 1, 2003 through October 7, 2013. Brady Corporation is an international manufacturer and marketer of complete solutions that identify and protect premises, products and people. Brady s core capabilities in manufacturing, channel management, printing systems, precision engineering and materials expertise make it a leading supplier to customers in general manufacturing, maintenance and safety, process industries, construction, electrical, telecommunications, electronics, laboratory/healthcare, airline/transportation, brand protection, education, governmental, public utility and a variety of other industries.

Other Directorships in Previous 5 Years. Mr. Jaehnert serves as a director of Briggs & Stratton Corporation (NYSE: BGG), a world leader in gasoline engines for outdoor power equipment, portable generators, and lawn and garden powered equipment and related accessories. He also serves as a director of Itron, Inc. (NASDAQ: ITRI), a world-leading technology and services company dedicated to the resourceful use of energy and water and providing comprehensive solutions that measure, manage and analyze energy and water. Mr. Jaehnert served as a director of Brady Corporation from April 1, 2003 through October 7, 2013.

Key Attributes, Experiences and Skills. Mr. Jaehnert has been the chief executive officer and president of a global manufacturing business. He also served as chief financial officer of that business. His prior work experience includes various financial positions in Germany and the United States for Robert Bosch GmbH, an international manufacturer of automotive, communications, industrial and consumer products. Mr. Jaehnert received the equivalent of a master of business administration

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degree from the University of Stuttgart, Germany, and has been designated as a financial expert on the Audit Committee, as described under the Audit Committee caption in the Corporate Governance section of this Proxy Statement. Mr. Jaehnert s experience as head of a diversified international business and his expertise in finance and operations enable him to make significant contributions to discussions regarding the Company s strategy and the activities of the Audit Committee.

No shareholder or group that beneficially owns 1% or more of our outstanding common shares has recommended a candidate for election as a director at the 2016 Annual Meeting.

Cumulative Voting

Voting for directors will be cumulative if any shareholder provides notice in writing to the President, a Vice President or the Secretary of Nordson of a desire to have cumulative voting. The notice must be received at least 48 hours before the time set for the Annual Meeting, and an announcement of the notice must be made at the beginning of the meeting by the Chairman or the Secretary, or by or on behalf of the shareholder giving the notice. If cumulative voting is in effect, each shareholder will be entitled to cast, in the election of directors, a number of votes equal to the product of the number of directors to be elected multiplied by the number of shares that the shareholder is voting. Shareholders may cast all of these votes for one nominee or distribute them among several nominees, as they see fit. If cumulative voting is in effect, shares represented by each properly submitted proxy will also be voted on a cumulative basis, with the votes distributed among the nominees in accordance with the judgment of the persons named on the proxy/voting instruction card.

To date, we have not received a notice from any shareholder of his, her or its intention to request cumulative voting.

Required Vote

The election of directors requires the affirmative vote of the holders of a plurality of the shares of common stock voting at the Annual Meeting. Under the plurality voting standard, the nominees receiving the most for votes will be elected, regardless of whether any nominee received a majority of the votes. Only shares that are voted in favor of a particular nominee will be counted toward such nominee s achieving a plurality. Shares present at the meeting that are not voted for a particular nominee or shares present by proxy where the shareholder properly withheld authority to vote for such nominee (including broker non-votes) will not be counted toward such nominee s achieving a plurality, but will be counted for quorum purposes.

RECOMMENDATION REGARDING PROPOSAL 1:

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR

ALL NOMINEES AS DIRECTORS.

PROXIES RECEIVED BY THE BOARD WILL BE VOTED FOR ALL NOMINEES UNLESS

SHAREHOLDERS SPECIFY A CONTRARY VOTE.

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CORPORATE GOVERNANCE

Corporate Governance Documents

The following corporate governance documents are available at: *www.nordson.com/en/our-company/corporate-governance.*

Governance Guidelines	Related Persons Transaction Policy
Committee Charters	Share Ownership Guidelines
Director Recruitment and Performance Guidelines	Code of Ethics and Business Conduct

The Governance Guidelines contain general principles regarding the functions of Nordson s Board of Directors (the Board) and Board committees. The Annual Report to Shareholders, which includes the 2015 Annual Report, and this Proxy Statement are available at: *www.nordson.com/en/our-company/investors/annual-reports-and-presentations*. Upon request, copies of the Annual Report to Shareholders will be mailed to you (at no charge) by contacting Nordson Corporation, Attn: Corporate Communications, 28601 Clemens Road, Westlake, Ohio 44145. The information in, or that can be accessed through, our internet site is not part of this proxy statement, and all references herein to our internet site are inactive textual references only.

Director Independence

In accordance with the listing standards of The NASDAQ Stock Market LLC (NASDAQ), and our Governance Guidelines, the Board must consist of a majority of independent directors. The Board has determined that Ms. Puma and Messrs. Banks, Carson, George, Jaehnert, Keithley, Merriman, and Richey each satisfy the definition of independent director under these listing standards. Mr. Hilton is not an independent director as he serves as our President and Chief Executive Officer.

In determining independence, each year the Board affirmatively determines, among other things, whether directors have a material relationship with Nordson. When assessing the materiality of a director s relationship with Nordson, the Board considers all relevant facts and circumstances, including a consideration of the persons or organizations with which the director has an affiliation. Where an affiliation is present, the Board considers the frequency or regularity of the provision of services, whether the services are being carried out at arm s length in the ordinary course of business and whether the services are being provided substantially on the same terms to Nordson as those prevailing at the time from unrelated parties for comparable transactions. With respect to Audit Committee members, the Board must affirmatively determine that such directors, in addition to the general independence requirements described above, satisfy certain financial education requirements and do not, among other things, accept any consulting, advisory, or other compensatory fee from Nordson.

As part of our commitment to ensuring director independence, we have a monitoring and reporting program with respect to purchases of products supplied by, or to, a company which may employ a director to ensure the avoidance of any conflicts of interest resulting from our relationship. Mr. Banks, a director, serves as president and chief operating officer of Parker Hannifin Corporation. Mr. Jaehnert, a director, serves as a director of Briggs & Stratton Corporation. These two companies purchase components manufactured by a number of our business units in volumes that are insignificant when compared to the respective companies and Nordson s annual revenue for fiscal year 2015. The Board does not believe that these relationships impair the independence of Messrs. Banks or Jaehnert or that they have any material interest in any transaction between Nordson and Parker Hannifin and Briggs & Stratton Corporation, respectively.

Director Qualifications

Through its selection and vetting process, the Governance and Nominating Committee seeks not only to identify directors that meet basic criteria, but also to enhance the diversity of the Board in such areas as professional experience, geography, race, gender, ethnicity and age and to obtain a variety of occupational, educational and personal backgrounds on the Board in order to obtain a range of viewpoints and perspectives. As a whole, we believe that the Board should possess a combination of skills, professional experience and diversity of backgrounds necessary to oversee the Company s business. Diversity of background includes racial and gender diversity. Having directors with a wide range of perspectives allows the Company to better understand and serve our clients and to continue to adapt our business to a constantly changing world. Our focus on diversity has led to a diverse boardroom. Twenty-two percent of our directors are women or racially diverse individuals. The Governance and Nominating Committee also periodically evaluates the composition of the Board to assess the skills and experience that are currently represented on the Board, as well as the skills and experience that the Board will find valuable in the future, given the Company s current situation and strategic plans. We believe that this focus on finding qualified directors from diverse backgrounds has allowed the Company to assemble a Board comprised of directors of the highest caliber with a wide range of viewpoints.

Consideration of Director Candidates Recommended by Shareholders

Under its charter, the Governance and Nominating Committee is responsible for reviewing shareholder nominations for directors. The Committee does not have a formal policy with respect to the consideration of director candidates recommended by shareholders. However, its practice is to consider those candidates on the same basis and in the same manner as it considers recommendations from other sources.

Code of Ethics and Business Conduct

We have a Code of Ethics and Business Conduct (the Code) that applies to all directors, officers and employees of Nordson Corporation and its subsidiaries wherever located. Our Code contains the general guidelines and principles for conducting Nordson s business consistent with the highest standards of business ethics. Our Code embodies our five guiding values, which form the foundation of our Company: Integrity, Excellence, Passion for Our Customers, Energy, and Respect for People. Our employees are expected to report all suspected violations of Company policies and the law, including incidents of harassment or discrimination. We will take appropriate steps to investigate all such reports and will take appropriate action. Under no circumstances will employees be subject to any disciplinary or retaliatory action for reporting, in good faith, a possible violation of our Code or applicable law or for cooperating in any investigation of a possible violation.

Board Leadership Structure

Our Governance Guidelines require us to have either an independent Chairman of the Board or a presiding independent director if the Chairman is not an independent director. The Governance Guidelines set forth the responsibilities of the Chairman of the Board and the Presiding Director when the Chairman of the Board is not an independent director. At present, the Chairman of the Board position is separate from the Chief Executive Officer position.

This structure provides independent oversight of management while permitting our Chief Executive Officer, Michael Hilton, to focus his time and energy on setting the strategic direction for the Company, overseeing daily operations, engaging with external constituents, developing and mentoring our future leaders, and promoting employee engagement at all levels of the organization. Our independent Chairman of the Board of Directors, Joseph Keithley, leads the Board in the performance of its duties by establishing agendas and ensuring appropriate meeting content (in collaboration with Mr. Hilton), presiding during regularly held executive sessions with our independent directors, actively engaging with all independent directors and Mr. Hilton between Board meetings and providing overall guidance to Mr. Hilton as to the Board s views and perspectives, particularly on the strategic direction of the Company.

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Meetings of the Board of Directors

The Board held six meetings during fiscal year 2015. In addition, there were a total of 18 meetings of our committees. Nordson s policy is to require attendance and active participation by directors at Board and committee meetings. Each director attended at least 75% of the total number of meetings of the Board and the committees on which the director served during fiscal year 2015. Directors are encouraged to attend the Annual Meeting. All of Nordson s directors attended the 2015 Annual Meeting of Shareholders held on February 24, 2015.

Executive Sessions of Independent Directors

Pursuant to our Governance Guidelines, independent directors meet in regularly scheduled executive sessions without management. The Chairman of the Board of Directors (or, when our Chairman is not an independent director, the Presiding Director) chairs all regularly scheduled executive sessions of the Board, and also has authority to convene meetings of the independent directors at any time with appropriate notice. Chairman Keithley presided at executive sessions of our independent directors at every Board meeting in 2015.

Oversight of Risk

The Board plays an active role, both as a whole and also at the committee level, in overseeing management of the Company s risks. Management is responsible for the Company s day-to-day risk management activities. The Company has established an enterprise risk framework for identifying, aggregating and evaluating risk across the enterprise. The risk framework is integrated with the Company s annual planning, audit scoping and control evaluation management by its internal auditor.

The involvement of the Board in assessing our business strategy at least annually is a key part of its oversight of risk management, its assessment of management s appetite for risk and its determination of what constitutes an appropriate level of risk for Nordson Corporation. The Board regularly receives updates from management and outside advisors regarding this oversight responsibility.

In addition, our Board committees each oversee certain aspects of risk management as presented below:

Committee	Primary Areas of Risk Oversight
Audit	Risks associated with financial matters, particularly financial reporting, accounting, disclosure and internal controls.
Compensation	Risks associated with the establishment and administration of executive compensation and equity-based compensation programs and performance management of officers.
Governance & Nominating	Risks associated with Board independence, effectiveness and organization, corporate governance matters, and director succession planning.

Senior management attends Board and Board committee meetings at the invitation of the Board or its committees and is available to address any questions or concerns raised by the Board on risk management and any other matters.

Both the Audit Committee and the Compensation Committee of the Board also rely on the advice and counsel of our independent auditors and compensation consultant, respectively, to raise awareness of any risk issues that may arise during their regular reviews of our financial statements, audit work and executive compensation policies and practices, as applicable. The Board is kept abreast of its Committees risk oversight and other activities via reports of the Committee Chairpersons to the full Board.

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Review of Transactions with Related Persons

The Board has adopted a written policy regarding the review and approval of transactions, involving certain persons that are required to be disclosed in proxy statements, which are commonly referred to as related persons transactions. Related persons include our directors, nominees for election as a director, persons controlling over 5% of our common shares, executive officers, and the immediate family members of each of these individuals. Under the written policy, Nordson s Audit Committee is responsible for reviewing any related persons transactions and will consider factors it deems appropriate. To the extent any member of the Audit Committee is involved in any transaction under review, such member recuses themselves.

We have a monitoring and reporting program with respect to transactions with products supplied by, or to, a company which may employ a director, to ensure the avoidance of any conflicts of interest resulting from our relationship. This program includes all such transactions collectively over $120,000 in one annual period. Under the program, we reviewed transactions with all companies which employ a director or have one of our directors serve as a member of on its board. The review determined that the any related persons transactions were neither material nor significant to either Nordson or the respective director s company. All such transactions were conducted at arms-length. Information on the related persons transaction review is set forth under the caption Director Independence above.

Self-Assessments

On a regular basis, the Board conducts a self-assessment of the Board as a whole to determine, among other matters, whether the Board is functioning effectively. The independent directors also undertake a peer assessment of other independent directors as part of this self-assessment process. Each committee of the Board also conducts a self-assessment of the committee s effectiveness. The Board considers this process to be the primary means of determining whether incumbent directors continue to demonstrate the attributes that should be reflected on the Board, or whether changes to membership are appropriate.

COMMITTEES OF THE BOARD OF DIRECTORS

The Board of Directors has three standing committees Audit Committee, Compensation Committee, and Governance and Nominating Committee and an Executive Committee. Respective committee functions, memberships and number of meetings are listed below. All members of the Audit Committee, Compensation Committee and Governance and Nominating Committee are independent under the independence standards of NASADQ and our Governance Guidelines. A more detailed discussion of the purposes, duties, and responsibilities of the committees is found in the Committees respective charters which are available at: *www.nordson.com/en/our-company/corporate-governance*.

Committee	Function	Members for 2015	Meetings in 2015
Audit	reviewing the proposed audits (including both independent and internal audits) for each fiscal year, the results of these audits, and the adequacy of our systems of internal accounting control; appointing, compensating and overseeing the independent auditors for each fiscal year; approving all permissible audit and non-audit services to be performed by the independent auditors; establishing procedures for the receipt, retention, and treatment of complaints received by us regarding accounting, internal accounting controls, or auditing matters; reviewing all related-persons transactions; and	Merriman* Carson George Jaehnert	8

overseeing the adequacy of financial statements pertaining to our benefit plans, including reserves, statement of funding obligations and underlying economic assumptions.

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Committee	Function	Members for 2015	Meetings in 2015
Compensation	setting and approving compensation for our executive officers; administering the incentive and equity participation plans under which we compensate our executive officers; and providing oversight to executive talent and management succession planning, other than chief executive officer succession, which is a responsibility of the entire Board. The Compensation Committee takes significant steps to ensure that we maintain strong links between executive compensation and performance of our business. Examples of these steps are: holding executive sessions (without management present) at every regularly scheduled committee meeting; engaging an independent compensation consultant to advise on executive compensation issues, including peer benchmarking data; aligning compensation structures based on examination of peer group compensation structures, levels and financial performance; and strengthening the link between executive officer compensation and shareholder value by basing incentive/variable pay on the achievement of financial and operating performance measures to foster alignment with shareholder interests.	Puma* Banks Keithley Richey	5
Governance & Nominating	assisting the Board by identifying individuals qualified to serve as directors, and to recommend to the Board the director nominees for each annual meeting of shareholders; reviewing and recommending to the Board qualifications for committee membership and committee structure and operations; recommending to the Board directors to serve on each committee and a chairperson for such committee; developing and recommending to the Board a set of corporate governance policies and procedures; and developing, administering and overseeing the self-assessment process for the Board and its committees.	Richey* Carson Keithley Puma	3
Executive	Exercising the authority of the Board on such matters as are delegated to it by the Board from time to time and exercising the powers of the Board between meetings of the Board.	Keithley* Hilton Merriman Puma	2

* *Committee chairperson*

The Board has designated Messrs. Jaehnert and Merriman, who are each independent directors under the NASDAQ listing standings and the SEC s audit committee requirements, as audit committee financial experts pursuant to the SEC s final rules implementing Section 407 of the Sarbanes-Oxley Act. Shareholders should understand that the designation of Messrs. Jaehnert and Merriman each as an audit committee financial expert is an SEC disclosure requirement and that it does not impose upon them any duties, obligations or liabilities that are greater than those imposed on them as members of the Audit Committee and the Board in the absence of such designation.

The Audit Committee has confirmed Ernst & Young s independence from management and the Company, including compatibility of non-audit services with the auditors independence. The Audit Committee Report to the Board is at Appendix A of this Proxy Statement.

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Director Compensation

Objectives of Director Compensation

Quality non-employee directors are critical to our success. We believe that the two primary duties of non-employee directors are to effectively represent the long-term interests of our shareholders and to provide guidance to management. As such, our compensation program for non-employee directors is designed to meet several key objectives:

- Adequately compensate directors for their responsibilities and time commitments and for the personal liabilities and risks that they face as directors of a public company;
- Attract the highest caliber non-employee directors by offering a compensation program consistent with those at companies of similar size, complexity and business character;
- Align the interests of directors with our shareholders by providing a significant portion of compensation in equity and requiring directors to own our stock;
- Provide compensation that is simple and transparent to shareholders and reflects corporate governance best practices; and
- Where possible, provide flexibility in the form and timing of payments.

Elements of Director Compensation

We believe that the following components of our director compensation program support the objectives above:

- We provide cash compensation through retainers for board and committee service, as well as additional cash retainers to the Chairman of the Board and chairpersons of our standing Board committees. We do not provide board and committee meeting fees. Compensation in this manner simplifies the administration of our program and creates greater equality in rewarding service on committees of the Board. The additional retainers compensate directors for the additional responsibilities and time commitments involved with chairperson responsibilities.
- All of the non-employee directors receive annual awards of restricted share units which vest 100% on the last day of the fiscal year.

Determining Director Compensation. The Governance and Nominating Committee of the Board of Directors, with the assistance of the Compensation Committee s executive compensation consultant, reviews the compensation of our non-employee directors. Reviews are conducted annually and prior to the commencement of the upcoming fiscal year. In benchmarking director compensation, we use the same compensation peer group that is used to benchmark compensation for our named executive officers as described in the Compensation Discussion and Analysis section of this Proxy Statement under the caption Peer Group and Compensation Surveys.

The components and respective amounts of director compensation for fiscal year 2015 were:

Type	Annual Amount ($)
Annual Cash Retainer	65,000
Annual Chair Cash Retainer:	

¡ Chairman of the Board	50,000
¡ Audit Committee Chair	12,000
¡ Compensation Committee Chair	10,000
¡ Governance & Nominating Committee Chair	5,000
Annual Equity Award (Restricted Share Units) (1)	120,000

(1) The actual number of restricted share units awarded is determined by the closing share price on date of award.

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In August 2015, the Governance and Nominating Committee conducted its annual review of outside director compensation. Based on benchmarking data and the analysis provided by the executive compensation consultant, no changes were made to director compensation for fiscal year 2016.

Annual Cash Retainer. The cash retainers are paid in equal quarterly installments. For directors who are elected by the Board or shareholders after the commencement of a fiscal year, the annual retainer is prorated based on the number of months remaining in the fiscal year.

Annual Equity Award. Restricted share units are awarded annually on or about the first business day of the fiscal year. If a director retires from the Board prior to the vesting date, restricted share units are forfeited on a pro-rata basis, based on the number of months served prior to retirement. If a director is elected by the Board or shareholders after the commencement of a fiscal year, the restricted share unit award is prorated based on the number of months remaining in the fiscal year. If restricted share units are not deferred, then the units and accrued dividend equivalents convert to Nordson common shares on a one-for-one basis on the vesting date.

Deferred Compensation Program. Under the directors deferred compensation plan, non-employee directors may defer all or a portion of their annual cash retainer into a non-qualified, unfunded deferred compensation account in the form of deferred cash or share equivalent units. Amounts deferred (i) as cash will earn a return equivalent to the return on an investment in an interest-bearing account, earning interest based on the 10-year Treasury bill constant maturity rate, or (ii) as share equivalent units will earn a return based on our common share price and accruing dividend equivalents. We do not pay above market or preferential interest rates under this deferred compensation plan.

Directors may also elect to defer the receipt of restricted share units prior to the award date. If receipt is deferred, the restricted share units and accrued dividend equivalents will convert to share equivalent units on a one-for-one basis on the vesting date and are not subject to forfeiture.

After retirement from our Board, the share equivalent units and any retainers that were deferred as share equivalent units are paid out in our common shares in predetermined quarterly installments over a four year period. Any retainer fees that were deferred as cash, and accrued interest thereon, will be paid out in cash in predetermined quarterly installments over a four year period.

Share Ownership Guidelines. The Board believes that our non-employee directors should have a meaningful ownership interest in the Company and has implemented share ownership guidelines for our non-employee directors. The ownership guidelines require non-employee directors to own a minimum of five times their annual cash retainer in common shares. Shares held in the form of share equivalent units or restricted share units qualify as shares owned under the guidelines. Newly elected directors have five years within which to achieve the share ownership requirement. All non-employee directors meet the guidelines currently.

Charitable Gifts Matching Program. Current and retired non-employee directors may participate in our employee matching gift program that is available to all current and retired employees. Directors Banks, George, Jaehnert, Keithley, Merriman Jr., Puma and Richey Jr. participated in this program in fiscal year 2015. We made matching contributions totaling $59,250 for our directors who served in fiscal year 2015.

Indemnity Agreements. We have indemnification agreements for directors in order to attract and retain highly qualified candidates to serve as our directors. The indemnification agreements are intended to secure the protection for our directors contemplated by our Regulations and to the full extent permitted by Ohio law.

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Director Compensation Table for Fiscal Year 2015

The following table sets forth the total compensation of each non-employee director for services provided as a director for fiscal year 2015.

Name	Fees Earned or Paid in Cash ($)	Stock Awards (1) ($)	All Other Compensation (2) ($)	Total ($)
Lee C. Banks	65,000	120,000	11,476	196,476
Randolph W. Carson	65,000	120,000	9,976	194,976
Arthur L. George, Jr.	65,000	120,000	10,875	195,875
Frank M. Jaehnert	65,000	120,000	5,330	190,330
Joseph P. Keithley	115,000	120,000	48,123	283,123
Michael J. Merriman, Jr.	77,000	120,000	18,752	224,272
Mary G. Puma	75,000	120,000	17,364	212,364
Victor L. Richey, Jr.	70,000	120,000	18,253	208,253

(1) This column represents the award date fair value of the restricted share unit awards as calculated under FASB ASC Topic 718 and do not reflect whether the recipient has actually received a financial gain from these awards.

(2) This column includes the value of dividends on restricted shares, restricted share units, and share equivalent units, premiums for health, life, and business travel accident insurance, and matching gifts for fiscal year 2015.

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PROPOSAL 2: RATIFY THE APPOINTMENT OF INDEPENDENT

REGISTERED PUBLIC ACCOUNTING FIRM

Appointment of Independent Registered Public Accounting Firm for Fiscal Year Ending October 31, 2016

Ernst & Young LLP (EY) served as our independent registered public accounting firm for the fiscal year ended October 31, 2015. The Audit Committee has appointed EY to serve as our auditors for the fiscal year ending October 31, 2016. Although shareholder ratification of the appointment of EY is not required, the Board believes that submitting the appointment to our shareholders for ratification is a matter of good corporate governance. If our shareholders do not ratify the appointment of EY, the Audit Committee will reconsider the appointment.

As provided in the Audit Committee s charter, the Audit Committee is responsible for directly appointing, retaining, terminating and overseeing our independent registered public accounting firm. Our Audit Committee continuously evaluates the independence and effectiveness of EY and its personnel, and the cost and quality of its audit and audit-related services.

Pre-Approval of Audit and Non-Audit Services

At the start of each fiscal year, our Audit Committee pre-approves the audit services and audit-related services, if any, together with specific details regarding such services anticipated being required for such fiscal year including, as available, estimated fees. The Audit Committee reviews the services provided to date and actual fees against the estimates and such fee amounts may be updated for presentation at the regularly scheduled meetings of the Audit Committee. Additional pre-approval is required before actual fees for any service can exceed the originally pre-approved amount. The Audit Committee may also revise the list of pre-approved services and related fees from time to time. All of the services described below under the captions Audit Fees and Audit-Related Fees with respect to fiscal years 2014 and 2015 were approved in accordance with this policy.

If we seek to engage our independent registered public accounting firm for other services that are not considered subject to general approval as described above, then the Audit Committee must approve such specific engagement as well as the estimated fees. Such engagement will be presented to the Audit Committee for approval at its next regularly scheduled meeting. If the timing of the project requires an expedited decision, then we may ask the chairperson of the Audit Committee to approve such engagement. Any such approval by the chairperson is then reported to the full Audit Committee for ratification at the next Audit Committee meeting. In any event, approval of any engagement by the Audit Committee or the chairperson of the Audit Committee is required before our independent registered public accounting firm may commence any engagement. Additional approval is required before any fees can exceed approved fees for any such specifically-approved services.

Fees Paid to Ernst & Young

The following table shows the fees we paid or accrued for audit and other services provided by EY for the fiscal years ended October 31, 2015 and October 31, 2014:

	Fiscal Year 2015	Fiscal Year 2014
Audit Fees (1)	$ 1,789,607	$ 1,588,604
Audit-Related Fees (2)	$ 135,000	$ 135,071
Other Fees (3)	$ 35,000	

(1) Audit services of EY consisted of the audit of our annual consolidated financial statements, the quarterly review of interim financial statements, the audit of internal controls over financial reporting, and statutory audits required internationally.

(2) Audit-Related Fees generally include fees for employee benefit plans, business acquisitions, accounting consultations and services related to SEC registration statements.

(3) Related to conflict mineral reporting compliance.

RECOMMENDATION REGARDING PROPOSAL 2:

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE

FOR RATIFICATION OF THE

AUDIT COMMITTEE S APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT

REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING

OCTOBER 31, 2016.

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SECURITY OWNERSHIP OF NORDSON COMMON SHARES BY DIRECTORS, EXECUTIVE OFFICERS AND LARGE BENEFICIAL OWNERS

The following table sets forth the number and percentage of issued and outstanding Nordson common shares beneficially owned as of January 4, 2016 by directors and director nominees, each named executive officer, and all directors and executive officers as a group. There were 56,984,398 shares of common stock outstanding as of January 4, 2016. The business address for matters related to Nordson for each of our directors, director nominees, and executive officers is 28601 Clemens Road, Westlake, Ohio, 44145.

This beneficial ownership information is based on information furnished by the directors and executive officers. Beneficial ownership is determined in accordance with Rule 13d-3 under the Exchange Act for purposes of this Proxy Statement and is not necessarily to be construed as beneficial ownership for other purposes.

Name of Beneficial Owner	Total Number of Shares Beneficially Owned	Percent of Outstanding Shares	Direct Ownership (1)	Employee Plan (2)	Right to Acquire (3)	Restricted Share Units and Share Equivalent Units (4)
Lee C. Banks	10,754	*	10,754			
Randolph W. Carson	21,611	*	12,093			9,518
Arthur L. George, Jr.	7,697	*	4,536			3,161
Frank M. Jaehnert	9,744	*	8,228			1,516
Joseph P. Keithley	44,150	*	1,518			42,632
Michael J. Merriman, Jr.	18,043	*	2,701			15,342
Mary G. Puma	27,588	*	25,194			2,394
Victor L. Richey, Jr.	9,184	*				9,184
Michael F. Hilton	378,710	*	20,128		240,093	118,489
Gregory A. Thaxton	111,012	*	12,497	5,671	64,725	28,119
John J. Keane	123,597	*	30,931	872	80,300	11,494
Gregory P. Merk	137,150	*	48,558	203	86,175	2,214
Douglas A. Bloomfield	82,181	*	18,055	3,429	30,725	29,972
Directors, nominees and executive officers as a Group (18 persons)	1,229,422	2.16%	259,332	17,398	646,118	306,574

* Less than 1%

(1) Except as otherwise stated, beneficial ownership of the shares held by each of the directors and executive officers consists of sole voting power and/or sole investment power, or of voting power and investment power that is shared with the spouse of the director or executive officer.

(2) This column shows indirect shares held in our Employee Stock Ownership Plan and 401(k) Plan, for which the individuals indicated have sole voting power and limited investment power.

(3) This column shows shares covered by stock options that currently are exercisable or will be exercisable by March 4, 2016.

(4) This column shows the direct share unit ownership held by directors, either as deferred or non-deferred, and executive officers under the deferred compensation plans described in this Proxy Statement.

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Five Percent Beneficial Owners

The following table lists each person we know to be an owner of more than 5% of our common shares as of January 4, 2016.

Beneficial Owner	Total Number of Shares Beneficially Owned	Percent of Outstanding Shares
Columbia Wanger Asset Management, LLC (1)	4,749,100	8.3%
Jennifer A. Savage (2)	4,597,171	8.1%
The Vanguard Group, Inc. (3)	3,901,137	6.8%
BlackRock, Inc. (4)	3,701,725	6.5%
Neuberger Berman Group LLC (5)	3,470,622	6.1%
T. Rowe Price Associates, Inc. (6)	3,300,373	5.8%

(1) The information set forth is based solely on the filing on Schedule 13G/A filed February 11, 2015 with the SEC by Columbia Wanger Asset Management, LLC (CWAM), 227 West Monroe Street Suite 3000 Chicago, IL 60606-5055, wherein it stated that it is a registered investment advisor, reported beneficial ownership of 4,749,100 shares and stated that it has sole voting power over 4,475,500 of the reported shares and sole investment power over all of the reported shares. Columbia Acorn Fund, CWAM s affiliate, reported in the Schedule 13G/A beneficial ownership of 3,130,000 shares and stated that it has sole voting power and sole investment power over all of the reported shares. According to the Schedule 13G/A, CWAM does not directly own any of the reported shares and stated that as the investment advisor of Columbia Acorn Fund and various other investment companies and managed accounts, it may be deemed to beneficially own the shares reported by Columbia Acorn Fund. According to the Schedule 13G/A, CWAM disclaims beneficial ownership of the reported shares.

(2) The information set forth is based solely on the filing on Schedule 13G/A filed January 8, 2016 with the SEC by Jennifer A. Savage, an individual, 1301 East 9th Street Suite 3500, Cleveland, OH 44114-1821, wherein she reported beneficial ownership of 4,597,171 shares and stated that she has sole voting power and sole investment power over 3,097,148 of the reported shares. According to the Schedule 13G/A, the amount of shares beneficially owned by Ms. Savage includes (a) 1,151,178 shares owned by Nord Irrevocable Trusts held for the benefit of Nord family descendants, of which Jennifer A. Savage is the sole trustee, (b) 1,945,970 shares collectively owned by several GRATs, of which Jennifer A. Savage is the sole trustee, (c) 1,262,536 shares owned by Eric T. Nord Trusts, of which Jennifer A. Savage is a co-trustee, and (d) 237,487 shares owned by Nord Trusts held for the benefit of Nord family descendants, of which Jennifer A. Savage is a co-trustee. Ms. Savage has shared voting and investment power with respect to all shares held by trusts for which she serves as a co-trustee.

(3) The information set forth is based solely on the filing on Schedule 13G/A filed February 10, 2015 with the SEC by The Vanguard Group, Inc., 100 Vanguard Blvd., Malvern, PA 19355, wherein it stated that it is a registered investment advisor, reported beneficial ownership of 3,901,137 shares, stated that it has sole voting power over 40,658 of the reported shares and sole investment power over 3,865,679 of the reported shares. According to the Schedule 13G/A, Vanguard Fiduciary Trust Company, a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 35,458 of the reported shares as a result of its serving as investment manager of collective trust accounts, and Vanguard Investments Australia, Ltd., a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 5,200 of the reported shares as a result of its serving as an investment manager of Australian investment offerings.

(4) The information set forth is based solely on the filing on Schedule 13G/A filed January 30, 2015 with the SEC by BlackRock, Inc., 40 East 52nd Street, New York, NY 10022, wherein it is stated that it is a parent holding company or control person, has beneficial ownership of 3,701,725 shares and has sole voting power over 3,525,638 of the reported shares and sole investment power over all of the reported shares.

(5) The information set forth is based solely on the filing on Schedule 13G/A filed February 12, 2015 with the SEC by Neuberger Berman Group LLC and Neuberger Berman LLC, 605 Third Avenue, New York, NY 10158, wherein the entities reported beneficial ownership of 3,470,622 shares and stated that the entities have shared voting power over 3,458,682 of the reported shares and shared investment power over all of the reported shares. According to the Schedule 13G/A, Neuberger Berman Group LLC, Neuberger Berman LLC and certain affiliated persons own directly no shares. As investment advisers, certain affiliated persons that are controlled by Neuberger Berman Group LLC have investment and voting powers with respect to the shares held. According to the Schedule 13G/A, Neuberger Berman Group LLC, through its subsidiary Neuberger Berman Holdings LLC, controls Neuberger Berman LLC and certain affiliated persons. Each of Neuberger Berman Group LLC, Neuberger Berman LLC and certain affiliated persons disclaim beneficial ownership of the reported shares.

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(6) The information set forth is based solely on the filing on Schedule 13G/A filed February 13, 2015 by T. Rowe Price Associates, Inc., 100 E. Pratt Street, Baltimore, MD 21202, wherein it is stated that it is a registered investment advisor, reported beneficial ownership of 3,300,373 shares and stated that it has sole voting power over 991,653 of the reported shares and sole investment power over all of the reported shares.

We are party to an agreement that, with some exceptions, gives us a right of first refusal with respect to proposed sales of our common shares by certain members of the Nord family and The Nord Family Foundation.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our directors and executive officers and persons who own more than ten percent of our common shares to file reports of ownership and changes in ownership of our common shares held by them with the SEC. Copies of these reports must also be provided to us. Based on review of these reports, we believe that, during the fiscal year ended October 31, 2015, all reports were filed on a timely basis by reporting persons.

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PROPOSAL 3 APPROVE, ON AN ADVISORY BASIS, COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS

During our 2015 Annual Meeting, we asked our shareholders to approve compensation of our named executive officers, commonly referred to as a say-on-pay vote. Approximately 98.5% of shareholder votes cast were in favor of our compensation program. We value this positive endorsement by our shareholders of our executive compensation policies and believe that the outcome signals our shareholders support of our executive compensation program. As a result, our Compensation Committee decided to retain our general approach to named executive officer compensation, with an emphasis on short and long-term incentive compensation that rewards our most senior executives when they deliver value for our long-term shareholders.

Nordson s consistent long-term shareholder value creation is attributed to a rigorously-applied management process implemented over the years by successive teams of talented and committed executives. Our executive compensation program underpins and reinforces this process and the performance it generates. We believe the program strikes the appropriate balance between utilizing responsible, measured pay practices and effectively incentivizing our executives to dedicate themselves fully to creating value for our shareholders. In support of this belief and reflective of the Compensation Committee s diligent oversight of the executive compensation program, the Compensation Committee urges you to consider the following factors:

WHAT WE DO	
þ	***Pay-for-Performance.*** A significant portion of executive pay is not guaranteed, but rather tied to key financial and operating measures that are disclosed to our shareholders. For 2015, an average of 77% of the target total direct compensation (base salary, target annual incentive, and long-term incentives) components for our named executive officers (83% for our CEO) was tied to incentive-based measures and performance.
þ	***Committee Independence.*** Each member of the Compensation Committee meets the independence requirements under SEC rules and NASDAQ listing standards.
þ	***Independent Compensation Consultant.*** The Compensation Committee engages an independent compensation consultant, Exequity, Inc.
þ	***Peer Group Benchmarking.*** We review annually our compensation peer group and make adjustments as needed.
þ	***Balanced Compensation Structure.*** We utilize a balanced approach to compensation, which combines fixed and variable, short-term and long-term, and cash and equity compensation.
þ	***Target Total Compensation at the Median.*** We establish target total direct compensation (base salary, target annual incentive, and long-term incentives) for our named executive officers to approximate to the median target total direct compensation for executives in comparable positions at companies in our peer group. Actual financial and operating performance and share price performance drive amounts earned above or below target levels.
þ	***Responsibly Administered Incentive Compensation Programs***. We have diversified incentive compensation goals without steep payout cliffs. Vesting periods for annual equity awards encourage consistent behavior and reward long-term, sustained performance. Incentive award payouts are structured and intended to qualify as performance-based compensation under Section 162(m) of the Internal Revenue Code and to be deductible for tax purposes.
þ	***Establish and Confirm Performance Measures.*** The Compensation Committee confirms performance based upon pre-established performance measures and performance levels before any incentive award payouts are made.
þ	***Capped Award Payouts.*** Cash payments that can be earned under the Cash Incentive Award, as well as unrestricted shares under the longer-term performance share unit incentive award, are capped.
þ	***Consistent Equity Award Policy.*** Equity awards are made on a consistent schedule and are not made in anticipation of significant developments that may impact the price of our common shares. Similarly, we do not time the release of material, non-public information based on equity award dates.

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WHAT WE DO	
þ	***Evaluate Share Utilization.*** We review ongoing awards, forfeitures, overhang levels (dilutive impact of equity compensation on our shareholders), and annual run rates (the aggregate shares awarded as a percentage of total outstanding shares).
þ	***Include Recoupment, and Other Forfeiture Provisions in our Equity and Cash incentive Awards.*** Our Cash Incentive Award and equity-based compensation awards contain certain recoupment and other forfeiture provisions (clawbacks) that will allow the Company to cancel all or any outstanding portion of equity awards and recover the payouts under the cash incentive award.
þ	***Share Ownership Guidelines.*** There are restrictions on sales of vested awards until an executive officer has attained ownership of the Company s stock as follows: CEO five times base salary; CFO three times base salary; and Corporate Vice Presidents two times base salary.
þ	***Double-Trigger for Change-in-Control Severance Payments***. Severance payments for our executive officers require a double-trigger a change-in-control and involuntary termination without cause within two years following a change of control.
þ	***Talent Management.*** We engage in an ongoing, rigorous review of executive talent and succession plans for key operating and corporate roles.

WHAT WE DO NOT DO	
þ	***No Share Repricing.*** We prohibit repricing of underwater stock options and other awards without shareholder approval
þ	***No Significant Perquisites.*** Our executive officers are reimbursed for airline club membership (up to two); financial, estate, and tax planning services (up to $5,000 a year); and executive physicals. The benefits our executive officers receive in the form of health insurance, life insurance, and Company matching contributions to the 401(k) Plan are the same benefits generally available to all of our employees.
þ	***No Above-Market or Preferential Earnings.*** We do not pay above-market or preferential earnings on non-qualified deferred compensation
þ	***No Hedging or Short Sales Transactions Permitted.*** We prohibit directors and executive officers from pledging Nordson common shares as collateral. Also prohibited is trading in derivative securities of Nordson s common shares, engaging in short sales of Nordson securities, or purchasing any other financial instruments (including prepaid variable forward contracts, equity swaps, collars and exchange funds) that are designed to hedge or offset any decrease in the market value of any Nordson securities
þ	***No Dividends or Dividend Equivalents on Unearned Performance Shares.*** Performance share awards do not earn or pay dividends until the shares are earned.
þ	***No Change-in-Control Severance Tax Gross-Ups.*** For executive officers elected after November 1, 2015, we have eliminated gross up on any severance benefits for tax purposes.

We urge you to read the Compensation Discussion and Analysis section below, which describes in more detail how our executive compensation policies and procedures operate and are designed to achieve our compensation objectives, as well as the Summary Compensation Table and related compensation tables and narrative below that provides detailed information on the compensation of our named executive officers.

We are asking our shareholders to indicate their support for compensation paid to our named executive officers as described in this Proxy Statement by voting FOR the following resolution at the 2016 Annual Meeting:

RESOLVED, that the Company s shareholders approve, on an advisory basis, compensation of our named executive officers, as disclosed in the Company s Proxy

Statement for the 2016 Annual Meeting of Shareholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the executive compensation tables, and the related narrative.

This advisory resolution, commonly referred to as a say-on-pay resolution, is non-binding on the Board. Although non-binding, the Board and the Compensation Committee will carefully review and consider the voting results when evaluating our executive compensation program.

RECOMMENDATION REGARDING PROPOSAL 3:

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE

FOR THE APPROVAL, ON AN ADVISORY BASIS,

COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.

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EXECUTIVE COMPENSATION

COMPENSATION DISCUSSION AND ANALYSIS

All references in this Compensation Discussion and Analysis section of the Proxy Statement to year or years are references to *fiscal years* *unless otherwise noted. Our fiscal year ends October 31.*

This Compensation Discussion and Analysis (CD&A) describes our executive compensation philosophy and program, the compensation decisions made under this program and the specific factors we considered in making those decisions. This CD&A focuses on the compensation of our named executive officers for 2015, those being:

Name	Title
Michael F. Hilton	President and Chief Executive Officer
Gregory A. Thaxton	Senior Vice President, Chief Financial Officer
John J. Keane	Senior Vice President
Gregory P. Merk	Senior Vice President
Douglas C. Bloomfield	Vice President

This CD&A is presented in six parts:

Part I: Executive Summary. In this section we discuss: (a) highlights of our financial and operating performance that supported, in part, compensation awarded to our named executive officers for 2015; (b) our compensation objectives, including our pay-for-performance philosophy; (c) Mr. Hilton s compensation for 2015; and (d) how compensation was tied to performance.

Part II: Determining Executive Compensation. In this section we explain our compensation processes and procedures and the roles the Compensation Committee, management, and professional advisors have in determining our executive compensation program.

Part III: Key Components of Our Executive Compensation Program. In this section we provide details of the key components of the compensation we provided to our named executive officers, including base salary, cash incentive awards, long-term incentive awards, and equity-based awards. We also discuss and analyze actions taken with respect to these components in 2015.

Part IV: Other Components of Our Executive Compensation Program. In this section we provide details of other components of the compensation we provided to our named executive officers, including perquisites, welfare and retirement benefits, and change-in-control benefits.

Part V: Compensation Committee Actions Related to 2016 Executive Compensation. In this section we discuss briefly actions taken during the November 2015 Compensation Committee meeting with respect to the compensation of our named executive officers that will be effective in 2016.

Part VI: Policies Related to Executive Compensation. In this section we review the policies we have adopted that relate to our executive compensation program including our equity award practices, clawback policy, prohibition against pledging shares or engaging in the hedging of Nordson common shares, and shareholder ownership guidelines for executive officers.

In this CD&A we use the terms the Committee, we, us, and our interchangeably in reference to the Compensation Committee, or in the proper context, Nordson Corporation.

This CD&A contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to certain risks and uncertainties, which could cause actual results to differ materially from the results, performance or achievements expressed or implied thereby. For a detailed discussion of these risks, see Part I, Item 1a. Risk Factors and Part II, Item 7. Management s Discussion and Analysis of Financial Condition and Results of Operations in our 2015 Annual Report. Shareholders should note that statements contained in this CD&A regarding our company and business group performance targets and levels should not be interpreted as management s expectations, estimates of results or other guidance.

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PART I: EXECUTIVE SUMMARY

2015 Corporate Financial and Operating Performance Highlights

2015 was a year of solid financial and operating results in an uncertain and low-growth global macroeconomic environment; one that was affected profoundly by a strong U.S. Dollar:

- Sales of $1.69 billion, a 1% decrease over FY 2014, including 6% total volume growth and negative currency translation effects of 7%.
- Gross margin was 54%, factoring in negative currency translation; a continued strong level that ranks among the highest for diversified industrial machinery companies.
- Operating profit was $318 million.
- Operating margin was 19%, factoring in negative currency translation and inclusive of charges related to non-recurring items.
- Diluted earnings per share were $3.45, inclusive of $0.12 in charges related to non-recurring items and negative currency translation of $.54 per share.
- Free cash flow* before dividends was $200 million or 95% of net income.
- Net debt at the end of the year was 2.8 times trailing-four quarters EBITDA.
- Dividends paid for the year were $55 million. We increased our quarterly dividend by 9%, marking the 52nd consecutive year we have increased our dividend.
- We invested $382 million during the year to purchase approximately 9% of our outstanding shares, offsetting the dilutive effect of benefits programs and buying additional shares opportunistically.
- Over the past five years we have purchased 19% of Nordson s outstanding shares at an average price of $61.70 per share, at a discount of approximately 13% compared to the 2015 year-end closing price of $71.24 per share.
- We completed three acquisitions within the strategic and targeted spaces we have previously identified: Liquidyn, GmbH in the fluid management space, WAFO Produktions GmbH in the polymer processing operating unit and MatriX Technologies, GmbH in the test and inspection space.

* *Free cash flow is, a non-GAAP measure, determined from our consolidated statement of cash flows and for 2015 represents $262 million of net cash provided by operating activities minus $62.1 million of additions to property, plant, and equipment plus $0.6 million of proceeds from the sale of property, plant, and equipment.*

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Compensation Objectives

We provide a straightforward, uncomplicated compensation structure for our named executive officers, one which is designed to support three primary objectives:

Objective	How Objective is Achieved
Alignment with Shareholder Interests	A substantial portion of our compensation program is provided in the form of equity-based long-term awards, which directly tie to share price appreciation. We impose share ownership requirements, which encourage our executives to maintain a meaningful equity interest in the Company.
Pay-for-Performance	Our incentive awards are based on performance against a balanced mix of long-standing, consistent and pre-established financial measures as well as quantitative operating performance measures.
Talent Retention	Total direct compensation opportunities are targeted to approximate the median of the peer group that we compete with for talent. The vesting periods for equity-based compensation (performance share units, stock options and restricted shares) support this objective.

Mr. Hilton s Compensation

The compensation paid to our Chief Executive Officer, Mr. Hilton, is consistent with our pay-for-performance compensation philosophy that applies to all of our named executive officers. Mr. Hilton s target total direct compensation is designed to approximate the target total direct compensation of other chief executive officers in our peer group and his actual annual and long-term incentive awards are aligned with our earnings per share growth, revenue growth and return on total capital.

During its November 24, 2014 meeting, the Compensation Committee, with input from its independent executive compensation consultant, established Mr. Hilton s 2015 total target direct compensation, taking into account a number of factors, including a competitive market review, relative internal pay equity, the Board s assessment of Mr. Hilton s multi-year performance and the Company s overall financial and operating performance:

2015 Compensation Element	Value
Base Salary	$825,000 (3.1% increase over 2014)
Cash Incentive Award Target Opportunity	$825,000 (100% of base salary)

FY 2015-2017 Performance Share Incentive Award Target Opportunity	15,100 share units ($1,154,848 award date fair value)
Stock Options	49,100 shares ($1,425,589 award date fair value)
Restricted Shares	7,500 shares ($597,450 award date fair value)

The combination of target payouts for the Cash Incentive Award and Performance Share Incentive Award plus the award date value of restricted share and stock option awards represented approximately 83% of Mr. Hilton s target total direct compensation for 2015, which further reinforces our pay-for-performance culture.

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During its November 23, 2015 meeting, shortly after our 2015 fiscal year ended, the Board reviewed Mr. Hilton s performance for 2015. In assessing Mr. Hilton s performance, the Board considered:

- The Company s financial and operating results in an uncertain and low-growth global macroeconomic environment, where the U.S. Dollar strengthened dramatically and had a profound negative impact upon our results;
- Mr. Hilton s leadership of the Company, specifically the progress made toward strengthening the Company s overall long-term growth profile through organic initiatives, acquisitions, and driving continuous improvement through the global organization; and
- Mr. Hilton s strong emphasis on global development of the Company s leadership and management capabilities.

With input from the entire Board and reflective of the considerations above, the Committee, without Mr. Hilton present during its deliberations, and consistent with its pay-for-performance philosophy, confirmed the performance levels for the pre-established financial and operating performance measures and took the following actions with respect to Mr. Hilton s 2015 incentive compensation:

2015 Cash and Performance Share Incentive Awards **Compensation Earned**	**Value**
Cash Incentive Award Payout	$800,000 (97% of target)
FY 2013-2015 Performance Share Incentive Award Payout	18,432 shares (115.2% of target $1,167,667 payout value)

How Compensation is Tied to Performance

Our executive compensation program is structured so that a significant portion of the compensation paid to our executive officers is dependent upon the performance of our business. The program is not overly weighted toward cash incentive compensation and does not otherwise have the potential to threaten long-term shareholder value by promoting unnecessary or excessive risk-taking by our executive officers.

For those awards that are based on the Company s performance, our specific decisions around setting performance measures and levels and other actions impacting executive compensation focus on certain areas that are tied directly to our business plan and what we believe are the most critical value drivers of the business, such as revenue and earnings growth and return on total capital.

The Cash Incentive Award payout is tied to diluted earnings per share growth and return on total capital. The Performance Share Incentive Award payout is based on cumulative diluted earnings per share growth and cumulative revenue growth over a three-year period. The Performance Share Incentive Award payout is also impacted by share price performance, as the payout is based on the settlement date share price.

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The graph below compares Nordson s total shareholder return* for the five year period ending October 31, 2015 with that of the S&P 500 Index, the S&P MidCap 400 Index, S&P 500 Industrial Machinery Index and the S&P MidCap 400 Industrial Machinery Index, and the median return of our peer group companies (assuming the reinvestment of all dividends).

* *We define Total Shareholder Return (TSR) as: (share price end of period share price start of period + dividends paid) / share price start of period.*

The 2015 peer group included two companies that were no longer independent companies for the entirety of our fiscal year GrafTech International Ltd. and Pall Corporation. To reflect more accurately our 2015 TSR against the compensation peer group, we have provided two compensation peer groups Peer Group Old, which includes GrafTech International Ltd. s and Pall Corporation s TSR through the date they ceased to be public companies, and Peer Group New, which excludes these two former public companies.

ASSUMES $100 INVESTED ON NOVEMBER 1, 2010

ASSUMES DIVIDENDS REINVESTED

FISCAL YEAR ENDING OCTOBER 31, 2015

Company/Market/Peer Group	2010	2011	2012	2013	2014	2015
Nordson Corporation	$ 100.00	$ 121.14	$ 157.44	$ 194.09	$ 208.21	$ 196.14
S&P 500 Index	$ 100.00	$ 108.09	$ 124.52	$ 159.73	$ 187.31	$ 197.05
S&P MidCap 400	$ 100.00	$ 108.55	$ 121.69	$ 163.77	$ 182.85	$ 189.11
S&P 500 Ind. Machinery	$ 100.00	$ 103.46	$ 123.82	$ 177.22	$ 199.84	$ 199.54
S&P MidCap 400 Ind. Machinery	$ 100.00	$ 113.73	$ 124.21	$ 171.63	$ 181.87	$ 152.24
Proxy Peer Group Old	$ 100.00	$ 112.91	$ 127.36	$ 173.88	$ 191.31	$ 191.34
Proxy Peer Group New	$ 100.00	$ 112.76	$ 127.85	$ 177.26	$ 195.68	$ 186.50

Source: Zack s Investment Research

We place significant emphasis on long-term growth in our share price, and believe the information provided in the graph and tables above to be important in understanding our compensation philosophy and its role in the achievement of our long-term objectives.

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PART II: DETERMINING EXECUTIVE COMPENSATION

Role of the Shareholder Say-on-Pay Vote

The Committee believes that the results of the advisory say-on-pay shareholder vote represent an affirmation of our current pay practices and philosophies and, as a result, no significant changes were made to our executive compensation pay practices for 2015. The Committee will continue to consider the outcome of the say-on-pay vote when making future compensation decisions for the named executive officers. The results of our say-on-pay vote for the past four years are as follows:

Annual Meeting Year	FOR Vote (%)
2012	94.63
2013	97.13
2014	97.90
2015	98.50

Role of the Compensation Committee

The Committee is made up entirely of independent directors as defined by our Governance Guidelines and NASDAQ listing standards and has responsibility for establishing our executive compensation program and for making compensation decisions under the program. In fulfilling its duties and responsibilities for 2015, the Committee sought input, advice and recommendations from an independent executive compensation consultant as well as recommendations from our Chief Executive Officer, Mr. Hilton. At all times, however, we exercised independent judgment in making executive compensation decisions.

Role of the Executive Compensation Consultant

The Committee retained Exequity, Inc. (Exequity) as the executive compensation consultant reporting directly to the Committee. Exequity provides research, data analyses, survey information and design expertise in developing compensation programs for our executive officers. In addition, Exequity informs the Committee of regulatory developments and market trends related to executive compensation practices. The Committee has assessed the independence of Exequity in light of SEC rules and NASDAQ listing standards and concluded that no conflict of interest would prevent Exequity from independently and objectively advising the Committee.

Role of Executive Management

Mr. Hilton and Ms. Shelly Peet, Vice President, Human Resources, provide additional information and analysis as requested by the Committee. More specifically, Mr. Hilton and Ms. Peet provided support for Committee meetings and made recommendations about designs for and, if warranted, changes to our Cash Incentive Award and long-term equity-based awards. In addition to the responsibilities above, Mr. Hilton also: (a) provided to the entire Board of Directors a self-assessment of his performance for the fiscal year; (b) provided an assessment of each executive officer s performance; and (c) recommended annual base salary adjustments, payout levels under the Cash Incentive Award and Performance Share Incentive Award, and equity awards for executive officers other than himself.

Peer Group and Compensation Surveys

Our compensation peer group for 2015, which was developed in consultation with Exequity, consisted of the 20 publicly-traded companies listed below. The Committee believes the listed peer companies serve as the appropriate peer group because they have revenues within the range of .5x 2.0x Nordson s revenue; a global scope and business complexity; a focus on precision industrial manufacturing; innovation and technology; global growth strategies; and profiles or business models,

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similar to Nordson s, based on industries or diverse markets served. The Committee regularly reviews the peer group and makes appropriate modifications from time to time so that the group closely resembles our competitive market for executive talent. In determining any changes, the Committee considers numerous financial measures and Nordson s position relative to the proposed peer companies.

Company	Revenue ($MMs)	Market Cap ($MMs)
Actuant Corporation	$ 1,400	$ 1,724
Albany International Corp.	$ 745	$ 1,087
AMETEK Inc.	$ 4,022	$ 12,943
Barnes Group Inc.	$ 1,262	$ 2,015
Chart Industries Inc.	$ 1,193	$ 1,042
CLARCOR Inc.	$ 1,513	$ 3,340
Donaldson Company, Inc.	$ 2,473	$ 5,304
Entegris, Inc.	$ 962	$ 1,843
Esterline Technologies Corp.	$ 2,051	$ 3,482
FLIR Systems, Inc.	$ 1,531	$ 4,552
Graco Inc.	$ 1,221	$ 4,768
GrafTech International Ltd.	$ 1,085	$ 690
IDEX Corporation	$ 1,954	$ 3,846
ITT Corporation	$ 2,655	$ 3,706

Lincoln Electric Holdings, Inc.	$ 2,813	$ 4,044
Pall Corporation	$ 2,789	$ 10,782
Roper Industries, Inc.	$ 3,552	$ 15,660
Teradyne, Inc.	$ 1,648	$ 4,284
Watts Water Technologies Inc.	$ 1,514	$ 1,818
Woodward, Inc.	$ 2,001	$ 3,211
75th Percentile	$ 2,514	$ 5,367
Average	$ 1,977	$ 4,737
Median	$ 1,648	$ 3,706
25th Percentile	$ 1,262	$ 1,843
Nordson Corporation	**$ 1,700**	**$ 4,850**

* Revenue and market cap values are as of the most recent fiscal year end.

The 2014 peer group included two companies that were no longer independent companies at the time we set executive compensation for 2015: Gardner Denver, Incorporated and Robbins & Myers, Inc. Veeco Instruments Incorporated was also removed as its revenues fell below the revenue target range (.5x 2.0x) for our peer companies. In their stead and upon advice from Exequity, we added ITT Corporation, Pall Corporation and Teradyne, Inc. as peer companies. Following the date 2015 compensation was set, GrafTech International Ltd. and Pall Corporation ceased to be independent public entities. The Committee, with input from Exequity, added Keysight Technologies, Inc. to the peer group for setting fiscal year 2016 executive compensation.

Where peer group proxy data was not available, and as a reference and a primary source of data for the functional leaders, we utilized survey data published by Aon Hewitt for the position or positions that most closely match the job description of each named executive officer or executive officer position.

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Allocation of Executive Compensation

Our executive compensation program does not prescribe a specific formula for the mix of base salary and annual and long-term incentive components so that we have flexibility in developing an appropriate compensation mix. Generally, we set the target total direct compensation for our named executive officers to approximate the median for our peer group companies, taking into account the experience level of the individuals in their current positions and internal pay equity. Within the total direct compensation opportunity for any executive officer, individual components of compensation may be greater or lesser than the median because the Committee s focus is on the competitiveness of the entire compensation package versus any one element of compensation. With respect to actual compensation delivered, the majority of the other compensation components are dependent upon how well the Company performs and the performance of Nordson common shares.

The table below reflects the approximate allocation mix at target among the three elements of target total direct compensation base salary, Cash Incentive Award opportunity, and long-term incentive award opportunity for our named executive officers at the time we set compensation for 2015:

PART III: KEY COMPONENTS OF OUR EXECUTIVE COMPENSATION PROGRAM

The table below summarizes the components and objectives of our 2015 compensation program for executive officers, including our named executive officers, and the actions taken by the Compensation Committee relative to each component and the named executive officers.

Component	Link to Compensation Objectives	Compensation Committee Actions
Base Salary Fixed cash element of total direct compensation.	Provides market-competitive salaries to attract and retain exceptional executive talent.	Base salary increases for our named executive officers other than the CEO ranged from 6.6% to 10.3%. The CEO s increase was 3.1%.
Cash Incentive Award Cash payments tied to year-over-year growth in earnings per share and return on total capital.	Provides incentive to achieve and exceed critical business objectives with payouts based on attainment of pre-established corporate and operational measures.	Payouts of 2015 Cash Incentive Awards for our named executive officers other than the CEO ranged from 100% to 145% of target. The CEO s payout was 97% of target.
Long-Term Incentive Awards Includes stock options, performance shares and restricted shares.	Provides strong incentive to meet or exceed pre-established long-term financial goals that align with long-term shareholder interests; and to attract, retain and motivate executive talent.	Payouts for the 2013-2015 Performance Share Incentive Award for our named executive officers, including the CEO, were 115.2% of target.

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Below in graphic presentation is a depiction of the elements of the pay components discussed above. A detailed discussion of these elements is found under the captions Key Components of Our Executive Compensation Program and Other Components of Our Executive Compensation Program in Parts III and IV of this Compensation Discussion and Analysis, respectively.

Base Salary

The Committee determines annually the base salaries of our executive officers, including whether to award base salary increases from the previous year and, if so, the magnitude (%) of the increase, based on the following factors: (i) level of experience and responsibility; (ii) company, business segment and individual performance during the prior year; (iii) market and survey data; (iv) internal pay equity; (v) the Committee s assessment of other elements of compensation provided to the executive officer; and (vi) our Chief Executive Officer s recommendation, for all executive officers other than himself.

2015 Actions and Analysis

Considering Exequity s input and analysis and the recommendations of our Chief Executive Officer, we set individual base salaries of our named executive officers for 2015 at a level consistent with the objective of paying total direct compensation to approximate the median of our peer group.

The following table reflects the annualized base salaries of our named executive officers for 2015 and 2014 (year-end):

Name	Base Salary 2015 ($)	Base Salary 2014 ($)	Increase in Base Salary (%)
Michael F. Hilton	825,000	800,000	3.1
Gregory A. Thaxton	420,000	390,000	7.7
John J. Keane	405,000	380,000	6.6
Gregory P. Merk	345,000	320,000	7.8
Douglas C. Bloomfield	320,000	290,000	10.3

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Cash Incentive Award

The purpose of the Cash Incentive Award is to drive high-performance results year-over-year based on the achievement of pre-established quantitative performance levels which focus our executives on key business strategies and align the interests of our executive officers with our shareholders. Through the Cash Incentive Award, executive officers are provided the opportunity to earn a significantly higher cash payout if target performance is exceeded but bear the risk of a lower cash payout if target performance is not achieved, and no payout if threshold performance is not achieved.

Performance and payouts under the Cash Incentive Award are determined based on quantitative corporate financial measures diluted earnings per share growth and return on total capital and quantitative operating measures. For named executive officers that have responsibility for certain corporate functions (including our Chief Executive Officer and Chief Financial Officer), the corporate financial measures account for 50% of any payout with a weighted average of the business unit quantitative operating measures accounting for the other 50% of the payout. For the operating named executive officers, the corporate financial measures account for 50% of any payout with the respective business quantitative operating measures accounting for the other 50% of the payout.

The Committee, after considering a number of factors, including peer and survey group practices and receiving input from Exequity, determined that management should be held accountable for some, but not all, of the impact of currency fluctuation on corporate financial and operating measures. Accordingly, in determining Cash Incentive Award payouts, the Committee has adopted a policy whereby management will be held accountable for the first 10% of the impact on payouts due to currency fluctuation. Under the policy, total payout rates are calculated at actual currency rates and currency neutral rates for the U.S. Dollar during the fiscal year. The final payout reflects a currency adjustment equal to the difference between these two payout rates less 10%.

For example, if the difference between the two payout rates is equal to or less than +/- 10 percentage points, the final payout rate will be based on the actual currency rates, with no adjustment. When the payout rate at actual currency rates is more than 10 percentage points lower than the payout rate at currency neutral rates, the final payout rate will be based on the payout rate at currency neutral rates adjusted downward by 10 percentage points. Conversely, when the payout rate at actual currency rates is more than 10 percentage points higher than the payout at currency neutral rates, the final payout rate will be based on the payout rate at currency neutral rates adjusted upward by 10 percentage points.

We believe this policy is appropriate because it requires management to respond to currency fluctuations within a specified range. However, it does not unfairly benefit or harm management if currency impact is beyond what may be considered normal and which is not under management s control.

We intend payouts under the Cash Incentive Award to be deductible for federal income tax purposes under Section 162(m) of the Internal Revenue Code. In order to achieve this, we establish a Cash Incentive Award payout pool and a maximum payout amount from the pool for each named executive officer subject to Section 162(m). Under the terms of the shareholder-approved 2012 Stock Incentive and Award Plan, the maximum permitted payout to any executive officer is $5,000,000. The Committee has the authority to decrease payouts below the maximum payout amount (e.g., exercise negative discretion) but may not increase payouts above this maximum amount.

2015 Actions and Analysis

Setting the Cash Incentive Award payout opportunities and determining payouts is a multi-step process. For 2015, we considered Exequity s analysis of the peer group annual incentive opportunities and set a target payout opportunity for our executive officers as well as the threshold and maximum payout opportunity as a percentage of annualized base salaries. No changes were made to the target annual incentive opportunities for our named executive officers from 2014 levels except for Messrs. Thaxton and Merk who each received a 5% increase to their target opportunity based on the same

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factors and analysis described under the above Base Salary discussion. The following table reflects the payout opportunities at the respective performance levels, as a percentage of base salary:

	Incentive Amount as a Percentage (%) of Base Salary		
Name	**Threshold**	**Target**	**Maximum**
Michael F. Hilton	50	100	200
Gregory A. Thaxton	35	70	140
John J. Keane	35	70	140
Gregory P. Merk	30	60	120
Douglas C. Bloomfield	27.5	55	110

During our November 2014 meeting, we first set the Section 162(m) Cash Incen