

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

**SCHEDULE 14A INFORMATION**

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

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**ALICO, INC.**

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**(Name of Registrant as Specified In Its Charter)**

N/A

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**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

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Payment of Filing Fee (Check the appropriate box):

No fee required.

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

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

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

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

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

(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

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**ALICO, INC.  
10070 Daniels Interstate Court  
Suite 100  
Fort Myers, FL 33913**

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**Notice of Annual Meeting of Shareholders  
To be held April 11, 2019**

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March 11, 2019

Dear Alico, Inc. Shareholders:

You are cordially invited to attend the Annual Meeting of Shareholders (the "Annual Meeting") of Alico, Inc. (the "Company" or "Alico" or referred to as "we", "us" or "our" in this Notice and Proxy Statement) to be held at the offices of Wachtell, Lipton, Rosen & Katz, 51 West 52nd Street, New York, NY 10019 on April 11, 2019, at 9:30 a.m. Eastern Standard Time, for the following purposes:

1. To elect the 5 nominees named in the attached Proxy Statement as Directors to serve on our Board of Directors. These 5 Directors will serve until the next Annual Meeting or until their respective successors have been elected and qualified;
2. To ratify the Audit Committee's appointment of RSM US LLP as the Company's Independent Registered Public Accounting Firm for fiscal year 2019; and
3. To transact any other business as may properly come before the Annual Meeting or any and all adjournments thereof.

Our Board of Directors has fixed the close of business on February 22, 2019, as the record date for determination of the shareholders entitled to notice of, and to vote at, the Annual Meeting. Only shareholders of record who own stock on the record date are entitled to receive notices about the Annual Meeting and to vote at the Annual Meeting.

For the Board of Directors

*John E. Kiernan*  
Chief Financial Officer and Corporate Secretary

**Your vote is very important to us. You are invited to attend the meeting in person. If you need directions to the meeting location, you may contact the Corporate Secretary by phone at (239) 226-2000, by email at [info@alicoinc.com](mailto:info@alicoinc.com) or by mail at the address above. Whether or not you plan to attend and no matter how many shares you own, please mark your vote on the enclosed proxy card, sign and date it and mail it in the enclosed envelope. If you wish to attend the Annual Meeting in person, please tear off the admission ticket from the top half of the enclosed proxy card and bring it and a photo ID with you to the Annual Meeting. If you attend the Annual Meeting you**

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**may vote in person, if you wish, even if you have previously submitted a proxy. You may revoke your proxy at any time before the vote is taken by delivering to the Corporate Secretary a written revocation or a proxy with a later date or by voting your shares in person at the Annual Meeting in which case your proxy will be disregarded.**

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders to Be Held on April 11, 2019:** This Notice, the attached 2019 Proxy Statement, along with our Annual Report on Form 10-K for fiscal year 2018 and the amendment thereto on Form 10-K/A, are available at <http://www.alicoinc.com>.

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**ALICO, INC.**  
**10070 Daniels Interstate Court**  
**Suite 100**  
**Fort Myers, FL 33913**

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**PROXY STATEMENT**

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**Annual Meeting of Shareholders**  
**April 11, 2019**

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**Important Notice Regarding the Availability of Proxy Materials for the  
Annual Meeting of Shareholders to Be Held on April 11, 2019**

**The Proxy Statement and accompanying Annual Report to Shareholders are available at  
*www.alicoinc.com* or at *https://materials.proxyvote.com/016230***

**General**

Our Board of Directors seeks your proxy for use in voting at the Annual Meeting of Shareholders to be held on Thursday, April 11, 2019 at 9:30 a.m. Eastern Standard Time in New York, New York. This Proxy Statement and proxy card will be mailed on or about March 14, 2019 to all holders of common stock entitled to vote at the Annual Meeting.

We have enclosed with the Proxy Statement our Annual Report on Form 10-K for fiscal year 2018, which includes our audited financial statements, and the amendment thereto on Form 10-K/A. The Annual Report on Form 10-K and the amendment thereto on Form 10-K/A does not constitute any part of the material for the solicitation of proxies.

**Record Date**

Holders of shares of our common stock as of the close of business on February 22, 2019, the record date, may vote at the Annual Meeting either in person or by proxy. At the close of business on February 22, 2019, there were 7,462,803 shares of our common stock outstanding and entitled to vote on each matter properly brought up at the Annual Meeting. The common stock is our only authorized voting security, and each share of common stock is entitled to vote at the Annual Meeting. A shareholder of record giving a proxy may revoke it at any time before the vote is taken by delivering a written revocation or a proxy with a later date to the Corporate Secretary or by voting his or her shares in person at the Annual Meeting.

## **Purpose**

At the Annual Meeting, the shareholders will be asked to vote on the following proposals:

*Proposal 1:* Election of 5 nominees named in this Proxy Statement to serve on our Board of Directors.

*Proposal 2:* Ratification of the Audit Committee's appointment of RSM US LLP as our independent registered public accounting firm for fiscal year 2019.

## **Difference Between Holding Shares as a Shareholder of Record and as a Beneficial Owner**

If your shares are registered directly in your name with our transfer agent, Computershare, you are considered the shareholder of record with respect to those shares. The Proxy Statement, the enclosed proxy card and the 2018 Annual Report to Shareholders have been sent directly to you.

If your shares are held in a stock brokerage account or by a bank or other nominee, those shares are held in "street name" and you are considered to be the "beneficial owner" of those shares. As the beneficial owner, you have the right to instruct your broker, bank or other holder of record how to vote your shares. The Proxy Statement, the 2018 Annual Report to Shareholders and other materials have been forwarded to you by your broker, bank or other nominee, who is the shareholder of record. You will receive separate instructions from your broker, bank or other holder of record describing how to vote your shares.

## **Voting Your Shares**

Each shareholder has one vote per share. If you hold shares in your own name as a shareholder of record, you can cast your vote before the Annual Meeting by authorizing the individuals named on the enclosed proxy card to serve as your proxy to vote your shares at the Annual Meeting in the manner you indicate. You may do so by completing, signing and dating the enclosed proxy and returning it in the enclosed postage-paid envelope.

If you are a beneficial owner of shares held in street name, your broker, bank or nominee will provide you with materials and instructions for voting your shares.

## **Broker Discretionary Voting**

Brokers do not have discretionary authority to vote on the proposal to elect Directors if they do not receive instructions from a beneficial owner. Accordingly, if you are a beneficial owner, you must instruct your broker on how you want your shares to be voted on this proposal in order for the votes to be counted. Brokers have discretionary authority to vote on the ratification of the Audit Committee's selection of the auditor if they do not receive instructions from a beneficial owner.

## **Voting in Person at the Annual Meeting**

If you hold shares in your own name as a shareholder of record, you are invited to attend the Annual Meeting and cast your vote at the meeting by properly completing and submitting a ballot at the meeting. If you are the beneficial owner of shares held in the name of your broker, bank or other nominee, you are invited to attend the meeting in person, but in order to vote at the meeting you must first obtain a legal proxy from your broker, bank or other nominee giving you the right to vote those shares and submit that proxy along with a properly completed ballot at the meeting.

## **How You Can Change or Revoke Your Vote**

If you hold shares in your own name as a shareholder of record, you may change your vote or revoke your proxy at any time before voting begins by:

- giving written notice of revocation to our Corporate Secretary at any time before the voting begins; or
- signing and delivering a proxy that is dated after the proxy you wish to revoke; or
- attending the Annual Meeting and voting in person by properly completing and submitting a ballot.

Attendance at the Annual Meeting, in and of itself, will not cause your previously granted proxy to be revoked unless you vote at the meeting.

We must receive your notice of revocation or later-dated proxy at or prior to voting at the Annual Meeting for it to be effective. It should be delivered to:

Alico, Inc.  
10070 Daniels Interstate Court  
Suite 100  
Fort Myers, FL 33913  
Attention: Corporate Secretary

You may hand deliver a written revocation notice, or a later-dated proxy, to the Corporate Secretary at the Annual Meeting before the voting begins.

If you are the beneficial owner of your shares held in street name and if you wish to change your vote, please check with your bank or broker and follow the procedures your bank or broker provides.

## **Quorum**

The presence at the Annual Meeting, in person or by proxy, of holders of 3,731,402 shares (a majority of the number of shares of common stock issued and outstanding and entitled to vote as of the record date) is required to constitute a quorum to transact business at the meeting. Proxies marked “abstain” and broker “non-votes” will be counted in determining the presence of a quorum.



## **Abstentions**

An abstention occurs when a shareholder sends in a proxy with explicit instructions to decline to vote regarding a particular proposal. An abstention with respect to any proposal for the Annual Meeting will not be counted as a vote “cast” for or against the proposal. Consequently, an abstention with respect to any of the proposals scheduled for a vote at the Annual Meeting will not affect the outcome of the vote.

## **Broker Non-votes**

Broker “non-votes” are shares held by brokers or nominees for whom voting instructions have not been received from the beneficial owners or the persons entitled to vote those shares. The broker or nominee does not have discretionary voting power under rules applicable to broker-dealers, so the broker is unable to cast those uninstructed shares. A broker “non-vote” with respect to a proposal will not be counted as a vote “cast” for or against the proposal. Consequently, a broker “non-vote” will not affect the outcome of the vote.

## **Voting Requirements**

### *Election of Directors*

Directors are elected by a plurality of the votes cast at the meeting, which means that the 5 nominees who receive the highest number of votes cast in favor of their election as Director will be elected as Directors, even if those nominees do not receive a majority of the votes cast. Any shares not voted (whether by abstention, broker “non-vote” or otherwise) will not be counted as votes cast and will have no effect on the outcome of the vote. Shareholders may not cumulate votes in the election of the Directors.

### *Ratification of Independent Registered Public Accounting Firm*

To ratify the appointment of our independent registered public accounting firm, the “FOR” votes cast in favor of the matter must exceed the “AGAINST” votes cast against the matter. Any shares not voted (whether by abstention, broker “non-votes” or otherwise) will not be counted as votes cast and will not have an effect on the outcome of the vote.

## **Proxy Solicitation — Counting the Votes**

We are soliciting your proxy for the Annual Meeting and will pay all costs related to the proxy solicitation process. The cost of preparing, assembling and mailing the Notice of Meeting, this Proxy Statement, and the enclosed proxy ballot, and the printing of the Annual Report on Form 10-K for fiscal year 2018 and the amendment thereto on Form 10-K/A will be paid by the Company. Following the mailing of this Proxy Statement, Directors, officers and regular employees of the Company may solicit proxies by mail, telephone, e-mail or in person; such persons will receive no additional compensation for such services. We will request brokerage houses, bankers and other custodians, nominees and fiduciaries to forward solicitation material to the beneficial owners of

our common stock. We will reimburse them for reasonable out-of-pocket expenses they incur for the solicitation.

A representative of our transfer agent, Computershare, will tabulate the votes and act as inspector of election to certify the results.

### **Attending the Annual Meeting**

You must be a holder of Alico shares as of the record date of February 22, 2019 to attend the Annual Meeting. If you plan to attend the Annual Meeting in person, please tear off the admission ticket from the top half of the enclosed proxy card and bring it with you to the Annual Meeting to gain access. Please note that seating is limited and admission will be on a first-come, first-served basis.

If you plan to attend the Annual Meeting in person, you must bring your admission ticket, along with a valid government-issued photo identification, such as a driver's license, that matches your name on the admission ticket, prior to the start of the Annual Meeting. We reserve the right to deny admission to any person who does not bring both a valid admission ticket and photo identification, with matching names.

For security reasons, you and your bags may be subject to search prior to your admittance to the Annual Meeting. Attendees will not be permitted to bring food or beverages, cameras, camera phones, cell phones, recording equipment, electronic devices, computers, large bags, briefcases, weapons (including any item we may deem to be a weapon, in our sole discretion) or packages into the Annual Meeting.

The Annual Meeting will begin promptly at 9:30 a.m. Eastern Standard Time . Check-in will begin at 9:00 a.m., Eastern Standard Time, and you should allow time for the check-in procedures.

## Security Ownership of Certain Beneficial Owners and Management

The following table sets forth the beneficial ownership of our common stock as of February 22, 2019, by (i) each person known to us to be the beneficial owner of more than 5% of the outstanding shares of our common stock, (ii) each Director, including Mr. Joseph S. Sambuco who does not intend to stand for re-election at the annual meeting, and Director nominee, (iii) each Named Executive Officers (“NEO”) and (iv) all Directors and Executive Officers as a group. Unless otherwise indicated, the persons listed in this table have sole voting and investing power with respect to all shares shown as beneficially owned, subject to community property laws where applicable.

Name and Address of Beneficial Owners	Shares Beneficially Owned <sup>(1)</sup>	
	Amount and Nature of Beneficial Ownership	Percent of Class
<b>5% Shareholders</b>		
734 Investors, LLC <sup>(2)</sup> 767 Fifth Avenue, 15th Floor New York, NY 10022	3,200,405	42.9%
Arlon Valencia Holdings LLC <sup>(3)</sup> 767 Fifth Avenue, 15th Floor New York, NY 10022	3,220,103	43.1%
Remy W. Trafelet <sup>(4)</sup>	491,024	6.6%
<b>Directors and Executive Officers <sup>(5)</sup></b>		
George R. Brokaw <sup>(6)(7)</sup>	139,993	1.9%
R. Greg Eisner <sup>(7)</sup>	19,144	*
Benjamin D. Fishman <sup>(8)</sup>	—	*
W. Andrew Krusen, Jr. <sup>(7)(9)</sup>	20,076	*
Joseph S. Sambuco <sup>(7)</sup>	15,361	*
Henry R. Slack <sup>(7)(10)</sup>	16,305	*
John E. Kiernan <sup>(11)</sup>	13,000	*
Richard Rallo, CPA	—	*
James Sampel	—	*
All Executive Officers, Directors and Director nominees as a group (9 persons)	223,879	3.0%

\* Less than 1%.

(1) Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission (the “SEC”) that deem shares to be beneficially owned by any person who has or shares voting and/or investment power with respect to such shares.

(2) The aggregate number of shares of Common Stock that 734 Investors owns beneficially pursuant to Rule 13d-3 of the Act is 3,200,405 shares of Common Stock. This includes 20,000

shares of Common Stock owned by Mr. George R. Brokaw. Mr. Brokaw has entered into an agreement with 734 Investors to vote these 20,000 shares as directed by 734 Investors. The agreement also restricts Mr. Brokaw's ability to sell these 20,000 shares, except pro rata with sales by 734 Investors. 734 Investors disclaims beneficial ownership of these shares, except to the extent of its pecuniary interest therein.

(3) As the sole managing member of 734 Investors, Arlon Valencia Holdings LLC ("Arlon") may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 3,200,405 shares of Common Stock owned by 734 Investors. Arlon Food and Agriculture Partners LP ("AFAP") acts as the managing member of Arlon. Arlon Food and Agriculture Associates LLC ("AFAA") acts as the general partner of AFAP. Arlon Food and Agriculture Holdings LLC ("AFAH") acts as the managing member of AFAA. Continental Grain Company ("CGC") acts as the managing member of AFAH. Mr. Paul J. Fribourg is the Chairman, Chief Executive Officer and President of CGC. Each of Arlon, AFAP, AFAA, AFAH, CGC, Mr. Fribourg and the managers and executive officers of each of the foregoing disclaims beneficial ownership of any shares of Common Stock owned by 734 Investors except to the extent of its pecuniary interest therein.

(4) Mr. Trafelet's Schedule 13D/A filed on February 13, 2019 reflected 491,024 beneficially owned shares held as of February 13, 2019.

(5) Except as set forth in this table or the footnotes thereto, the business address of each current Director, Director Nominee and NEO listed is c/o Alico, Inc., 10070 Daniels Interstate Court, Suite 100, Fort Myers, FL 33913.

(6) Mr. Brokaw's beneficial ownership includes 100,849 shares acquired in connection with the Company's merger with 734 Citrus Holdings, LLC (see "Certain Relationships and Related Party Transactions and Director Independence").

(7) Includes shares received under the Directors Stock Compensation Plan pursuant to such Director's election to receive shares in lieu of cash fees.

(8) Does not include 19,698 shares issued to Mr. Fishman as nominee on behalf of Arlon. Mr. Fishman subsequently transferred these shares to Arlon. Mr. Fishman is serving as a director on behalf of Arlon and received the shares as nominee in connection with such service on the Board of Directors.

(9) The beneficial ownership numbers for Mr. Krusen include 1,000 shares held by WIT Ventures, Ltd. ("WIT") of which Mr. Krusen may be considered to be the indirect beneficial owner by virtue of his position as President of Dominion Financial Group, Inc. ("DFG"), the managing general partner of WIT which solely holds voting and dispositive powers. Mr. Krusen has investment authority over shares held by DFG pursuant to a Consulting Agreement between Mr. Krusen and DFG.

(10) Montac Trust, a trust of which Mr. Slack is a beneficiary, holds 1,820 shares of common stock. Mr. Slack disclaims beneficial ownership of the shares held by such trust except to the extent of his pecuniary interest therein.

(11) The amounts shown for Mr. Kiernan represent shares received under restricted stock award agreements. Approximately 5,667 of the indicated shares are vested as of February 22, 2019.

## **Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's officers and directors, and persons who beneficially own more than 10% of the Company's Common Stock, to file initial reports of ownership and reports of changes of ownership with the SEC and furnish copies of those reports to the Company.

Specific due dates for such reports have been established by the SEC and the Company is required to disclose any failure to file reports by such dates. Based solely on the review of copies of such reports and amendments thereto and other information furnished to us, we believe that, during fiscal year 2018, all Directors, Executive Officers and persons who beneficially own more than 10% of our common stock complied in a timely manner with all such filing requirements except in the instance of a failure to timely report on Form 4 the November 27, 2017 restricted stock grant to Mr. Kiernan.

**PROPOSAL 1:  
ELECTION OF DIRECTORS**

The Board of Directors currently consists of six members: Henry R. Slack, George R. Brokaw, R. Greg Eisner, Benjamin D. Fishman, W. Andrew Krusen, Jr. and Joseph S. Sambuco. Mr. Sambuco does not intend to stand for re-election at the Annual Meeting.

Upon recommendation of the Nominating and Corporate Governance Committee, the Board of Directors has nominated Mr. Slack, Mr. Brokaw, Mr. Eisner, Mr. Fishman and Mr. Krusen for re-election as Directors to hold office for the ensuing year or until their respective successors are duly elected and qualified, unless they earlier resign or a vacancy is created due to the death or removal of any such Director or for other cause in accordance with the Amended and Restated Bylaws of the Company. Unless authority is withheld on the attached form of proxy card, such proxy will be voted FOR the election of the nominees set forth above to serve as Directors. The proxy cannot be voted for a greater number of persons than 5. The Board of Directors has determined that all nominees are qualified to serve. All nominees have consented to being named in this Proxy Statement and have notified management that they will serve, if elected. Management knows of no reason why any of these nominees would be unable or unwilling to serve, but, if any of the nominees should be unable or unwilling to serve as a Director, the persons designated as proxies reserve full discretion to cast their votes for another person in his/her place.

Mr. Sambuco's decision to not stand for re-election to the Board is not a result of any disagreement with the Company on any matter related to the Company's operations, policies, or practices.

**Nominees for Directors to be Elected at the 2019 Annual Meeting of Shareholders to Serve Until 2020**

The following sets forth a brief summary of each nominee's principal occupation, recent professional experience and other qualifications, considered by the Nominating and Governance Committee and the Board of Directors, and directorships at other public companies in the past five years, if any.

Nominee	Age	Position with the Company, if any	Business Experience and Qualifications
George R. Brokaw	51	Executive Vice Chairman, Director	Mr. Brokaw has served on the Board of Directors since November 19, 2013 and as Executive Vice Chairman since December 31, 2016 and brings to the Board of Directors extensive knowledge and experience in the areas of business, finance and capital markets. Mr. Brokaw is currently a private investor through several private and public investment vehicles, He has served as a General Partner of Trafelet Brokaw and held senior roles at Highbridge Capital Management, Perry Capital, LLC, and Lazard Freres & Co. LLC. Mr. Brokaw is a member of the Board of Directors of DISH Network Corporation, Consolidated-Tomoka, Inc. and Modern Media Acquisition Corp. He previously served as a director to several companies, including: American Energy Partners Inc., Capital Business Credit LLC, Timberstar, North American Energy Partners Inc., Capital Business Credit LLC, Exclusive Resorts, LLC, Ovation, and Value Place Holdings LLC. Mr. Brokaw received a B.A. degree from Yale University, a J.D./M.B.A. from the University of Virginia and is a member of the New York Bar.



Nominee	Age	Position with the Company, if any	Business Experience and Qualifications
R. Greg Eisner	36	Director	<p>Mr. Eisner has served on the Board of Directors since November 19, 2013, and brings extensive knowledge and experience in finance and investments. Mr. Eisner is a Founding Partner and the President of Engineers Gate LP, a quantitative investment company focused on computer-driven trading in global financial markets, founded in early 2014, and is the Chief Investment Officer of Dubin &amp; Co. LP, a single family firm managed on behalf of Glenn Dubin and his family interests. He has worked with Mr. Dubin in various capacities since 2005. Prior to joining Dubin &amp; Co. in 2013, Mr. Eisner was a Managing Director and the Chief Operating Officer of Hedge Fund Strategies for J.P. Morgan Asset Management. From 2005 through 2012, Mr. Eisner was Head of Corporate Strategy at Highbridge Capital Management (“Highbridge”), an alternative management institution with over \$35 billion of capital under management. Prior to joining Highbridge in 2005, Mr. Eisner was an investment banker in Mergers and Acquisitions at The Blackstone Group. Mr. Eisner serves on a number of private company boards and board committees across the financial, commodity, retail, restaurant and media sectors. Mr. Eisner earned his B.S. degree in Economics and B.A. degree in Philosophy from the Wharton School and College of Arts and Sciences at the University of Pennsylvania, where he graduated magna cum laude and was a Joseph Wharton and Benjamin Franklin Scholar.</p>

Nominee	Age	Position with the Company, if any	Business Experience and Qualifications
Benjamin D. Fishman	42	Interim President and Director	<p>Mr. Fishman has served on the Board of Directors since November 19, 2013 and brings to the Board of Directors extensive knowledge and experience in the agriculture industry. On November 19, 2018, Mr. Fishman was appointed as Interim President of Alico. Mr. Fishman is a Managing Director of Arlon Group and Continental Grain Ventures. From 1998 - 2000, he served as a Strategic and Financial Analyst for Continental Grain Company (“CGC”). Mr. Fishman left CGC in 2000 to co-found The Grow Network, which was sold to the McGraw- Hill Companies in 2004. He returned to CGC in 2005 and helped to establish the Arlon Group. Mr. Fishman currently serves on the Boards of The Coastal Companies, Wholesome Sweeteners, CiCi's Holdings, Inc. and is a Member of the Alumni Council of Collegiate School in New York City. Mr. Fishman received his BA, cum laude, in political theory from Princeton University.</p>

Nominee	Age	Position with the Company, if any	Business Experience and Qualifications
W. Andrew Krusen, Jr.	70	Director	<p>Mr. Krusen has served on the Board of Directors since November 19, 2013 and brings to the Board of Directors extensive knowledge and experience in the areas of business leadership, finance and capital markets and real estate. Mr. Krusen is Chairman and Chief Executive Officer of Dominion Financial Group, Inc., a merchant banking organization that provides investment capital to the natural resources, communications and manufacturing and distribution sectors. He is also the managing member of Gulf Standard Energy, LLC, an oil and gas concern, and the managing member of Krusen-Douglas, LLC, a large landowner in the Tampa, Florida area. Mr. Krusen serves as a director of publicly traded Exactech, Inc., a developer and distributor of orthopedic implant devices, Raymond James Trust Company, a subsidiary of Raymond James Financial, Inc., as well as several privately held companies, including Beall's Inc. and Romark Laboratories, L.C. He is currently a director and Chairman of Florida Capital Group, Inc., a Florida bank holding company, as well as Florida Capital Bank, N.A., its wholly owned subsidiary. Mr. Krusen is a former member of the Young Presidents' Organization, and is currently a member of the World President's Organization and the Society of International Business Fellows. He is a past Chairman of Tampa's Museum of Science and Industry. Mr. Krusen holds a B.A. degree in Geology from Princeton University.</p>

Nominee	Age	Position with the Company, if any	Business Experience and Qualifications
Henry R. Slack	69	Executive Chairman and Director	Mr. Slack has served on the Board of Directors since November and 19, 2013 and as Executive Chairman since December 31, 2016, and brings to the Board of Directors extensive experience in the areas of business, finance and capital markets. Mr. Slack is managing director of Quarterwatch LLC. He was Chairman of Terra Industries, an international nitrogen-based fertilizer company, from 2001 until 2010. Mr. Slack is Chairman of the Advisory Board of Blakeney Limited Partners. For many years he has also served as a director of E. Oppenheimer and Son International Limited, formerly a private investment and family holding company. He was Chief Executive Officer of Minorco SA, an international mining company, from 1991 until 1999, when that company merged with Anglo American Corporation to form Anglo American plc. Mr. Slack was a member of the board of directors and the executive committee of Anglo American Corporation, an international mining finance company, from 1981 until 1999. He was on the board of directors of Salomon Brothers Inc., from 1982 to 1988, SAB Miller plc., one of the world's largest brewers, from 1998 to 2002, and for more than 20 years on the board of Engelhard Corporation until its acquisition in 2006. Mr. Slack is a graduate (B.A. in History) of Princeton University.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR”  
THE ELECTION OF THE NOMINEES NAMED ABOVE FOR THEIR ELECTION AS DIRECTORS.**

## How Nominees Are Selected

Typically, Board of Directors vacancies are filled from nominees recommended by the Nominating and Governance Committee after considering nominees proposed by Directors or those who come to the attention of the Nominating and Governance Committee through their performance in areas of benefit to the Company. In addition, the Nominating and Governance Committee will accept for consideration the names of qualified nominees submitted by shareholders of the Company, including nomination proposals that comply with the Nominating and Governance Committee's formal policy with regard to shareholder nominations as described below in the section entitled "Committees of the Board of Directors; Nominating and Governance Committee." These processes are expected to remain the same for the foreseeable future.

*Director Qualifications* — The Nominating and Governance Committee determines the selection criteria of Director nominees based upon the Company's needs at the time nominees are considered. In evaluating Director candidates, the Nominating and Governance Committee will consider a candidate's:

- intellect;
- integrity;
- broad-based experience at the policy-making level in business, government, education or the public interest;
- analytical ability;
- ability to qualify as an Independent Director;
- ability and willingness to devote time and energy to effectively carry out all Director responsibilities; and
- unique qualifications, skills and experience.

The Nominating and Governance Committee considers the diversity of Director candidates and seeks to enhance the overall diversity of the Board of Directors. Each candidate's diversity in terms of race, gender, national origin and other personal characteristics is considered. The Nominating and Governance Committee also assesses each candidate's contribution to the diversity of the Board of Directors in a broader sense, including age, education, experience, skills and other qualifications. While the Nominating and Governance Committee carefully considers diversity when evaluating Director candidates, it has not adopted a formal diversity policy.

The Nominating and Governance Committee recommends Director nominees to the Board of Directors to be submitted for election at the next Annual Meeting of Shareholders. The Board of Directors selects Director nominees based on its assessment and consideration of various factors. These factors include the current Board of Directors profile, the long-term interests of shareholders, the needs of the Company and the goal of creating an appropriate balance of knowledge, experience and diversity on the Board of Directors. The Audit Committee members are selected based on their expertise and independence in accordance with current SEC and Nasdaq Global Market ("Nasdaq") rules.

We believe that our Director nominees are well qualified under the criteria described above. Each Director nominee brings a variety of qualifications, skills, attributes and experience to the Board of Directors.

A common trait among our Director nominees is executive leadership experience. Such experience brings a variety of benefits, including an understanding of business management, various business functions and strategic planning. Other advantages of an executive leadership background include experience with policy-making, risk management and corporate governance matters.

The biographical information above identifies and highlights additional qualifications, skills, attributes and experience that each Director nominee brings to the Board of Directors.

## **Corporate Governance Matters**

### *Directors Independence*

As of November 19, 2018, we no longer qualify as a “Controlled Company” under Nasdaq listing rules. Although we currently comply with certain of the Nasdaq listing rules applicable to companies that are not Controlled Companies, there are certain exemptions for Controlled Companies that we no longer benefit from, including that the Nasdaq listing rules require that each of the Compensation and Nominating and Governance Committees be composed entirely of independent Directors within one year of the date on which we no longer qualified as a “Controlled Company”. During this transition period, we will continue to qualify for and may continue to utilize the available exemptions from certain corporate governance requirements as permitted by the Nasdaq listing rules. As indicated below, our Compensation Committee is already composed entirely of independent Directors.

To be considered independent under Nasdaq rules, a Director may not be employed by Alico or engage in certain types of business dealings with Alico. In addition, as required by Nasdaq rules, the Board of Directors is required to make an affirmative determination that the Director has no relationships that would interfere with the exercise of independent judgment in carrying out the responsibilities as a Director.

The Board of Directors has determined that there are no material relationships between the Company and each of Messrs. Eisner, Krusen and Sambuco. Accordingly, Messrs. Eisner, Krusen and Sambuco qualify as, and are determined to be, independent in accordance with the Nasdaq listing rules and the Sarbanes-Oxley Act of 2002. Mr. Sambuco does not intend to stand for re-election at the Annual Meeting.

It is the policy of the Board of Directors to have separate meetings for Independent Directors at least twice a year and at other times as requested by an Independent Director. Each meeting shall be led by a chairman chosen pro tem by the Independent Directors. The Company met this requirement during the fiscal year ended September 30, 2018.

### *Right to Designate Directors*

As the owners of approximately 43.1% of our outstanding voting stock, Arlon and its affiliates, including 734 Investors, collectively have the ability to exert significant influence over our business. There is no agreement between the Company and Arlon or the Company and 734 Investors with respect to the right to elect Directors. The operating agreement of 734 Investors does provide, however, that 734 Investors will cause one person (or two persons, if the Board of Directors is composed of eleven or more members) designated by an affiliate of Arlon to be elected to the Board of Directors, as long as such person(s) satisfies certain conditions set forth in the operating agreement, including Director independence criteria. Mr. Fishman is the current designee of Arlon.

### *Board of Directors Leadership Structure and Role in Risk Oversight*

The Board of Directors currently consists of six members. Currently the positions of Chairman of the Board and Chief Executive Officer are held by separate people. Effective December 31, 2016, Mr. Slack, who was at that time serving as the non-executive Chairman of the Board, became the Executive Chairman of the Company, and Mr. Brokaw, who was serving as a non-executive Director, became the Executive Vice Chairman of the Company. The Board of Directors believes that the current separation of the Chairman and Chief Executive Officer roles allows the Chief Executive Officer to focus his time and energy on managing and operating our Company while permitting our Company to take advantage of Mr. Slack's broad business experience, financial business perspectives and extensive background in monitoring public companies. The Board of Directors determined to create a separate Vice Chairman role to focus on strategic initiatives and on optimizing the Company's capital structure. The Board of Directors appointed Mr. Brokaw as Vice Chairman effective December 31, 2016, because of his extensive financial and investment expertise and strong background in mergers and acquisitions and capital markets. The Board of Directors also believes that its Independent Directors provide strong leadership and complement the talents of our management team.

The Board of Directors has delegated certain duties with respect to risk oversight for the Company to the Audit Committee, which is composed solely of Independent Directors. Under the terms of the Board of Directors' Audit Committee Charter, the Audit Committee is charged with discussing with management our major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies. The Audit Committee provides regular reports to the Board of Directors, and the Board of Directors considers risk assessment and risk management policies where appropriate.

## Committees of the Board of Directors

Shareholders and other interested parties may communicate with the Board of Directors by forwarding written comments to the Board of Directors of Alico, Inc., 10070 Daniels Interstate Court, Suite 100, Fort Myers, Florida 33913. The Company's contact information and procedures are also included on the Company's website at <http://www.alicoinc.com>.

### *Executive Committee*

The Executive Committee is empowered to act for the Board of Directors, to the fullest extent permitted by law, for the purpose of directing the operational management and policies of the Company, including the adoption of productivity measures, and to take other measures between regularly scheduled meetings of the Board of Directors. The Executive Committee's Charter is available on the Company's website at <http://www.alicoinc.com>, in the Corporate Governance section of the Investors webpage, and is available in printed form upon request from the Corporate Secretary, 10070 Daniels Interstate Court Suite 100, Fort Myers, FL 33913. The Executive Committee is currently composed of the following Directors: Henry R. Slack, George R. Brokaw and Benjamin D. Fishman. The Executive Committee did not meet in fiscal year 2018.

### *Audit Committee*

The Audit Committee acts on behalf of the Board of Directors in fulfilling the Board of Directors' oversight responsibilities with respect to the following:

- reviewing the accounting and financial reporting processes and the annual independent audit of the financial statements;
- maintaining the integrity of the Company's financial statements and disclosures;
- complying with legal and regulatory requirements;
- reviewing the retention, qualifications, compensation, independence and performance of the Company's independent registered public accounting firm;
- ensuring the Company maintains internal audit processes; and
- providing an avenue of communication between management and the internal and external auditors.

The Audit Committee's Charter is available on the Company's website at <http://www.alicoinc.com>, in the Corporate Governance section of the Investors webpage, and is available in printed form upon request from the Corporate Secretary, 10070 Daniels Interstate Court Suite 100, Fort Myers, FL 33913.

The Audit Committee is currently composed of three Directors: W. Andrew Krusen, Jr. (Chairman), R. Greg Eisner and Joseph S. Sambuco. Mr. Sambuco does not intend to stand for re-election at the Annual Meeting. All members of the Audit Committee are independent Directors in accordance with the applicable Nasdaq listing standards. The Board of Directors has determined that Mr. Krusen is qualified to serve, and has been designated, as the Audit Committee Financial Expert. The Audit Committee met four times in fiscal year 2018.



### *Compensation Committee*

The Compensation Committee is responsible for the following:

- determining and approving the compensation of the Chief Executive Officer;
- advising on and approving the compensation for other executive officers;
- advising on and approving the compensation philosophies, goals and objectives for the executive officers;
- making recommendations to the Board of Directors with respect to long-term incentive compensation and equity-based plans, including Director compensation; and
- providing oversight of the Company's compensation policies, plans and benefits programs.

The Compensation Committee is governed by a written charter adopted and approved by the Board of Directors. The Compensation Committee's Charter is available on the Company's website at <http://www.alicoinc.com>, in the Corporate Governance section of the Investors webpage and is available in printed form upon request from the Corporate Secretary, 10070 Daniels Interstate Court Suite 100, Fort Myers, FL 33913.

The Compensation Committee is currently composed of three Directors: R. Greg Eisner (Chairman), W. Andrew Krusen, Jr. and Joseph S. Sambuco. Mr. Sambuco does not intend to stand for re-election at the Annual Meeting. The Board of Directors has determined that Messrs. Eisner, Krusen and Sambuco are independent under the Nasdaq listing standards. The Compensation Committee met seven times in fiscal year 2018. Semler Brossy Consulting Group, LLC is the current compensation consultant for the Company and provides advice and data to the Compensation Committee from time to time as requested. The Compensation Committee engaged Semler Brossy Consulting Group, LLC in fiscal year 2018 to provide advice about compensation-related matters.

### *Compensation Committee Interlocks and Insider Participation*

None of the current members of the Compensation Committee is an officer or employee of the Company or was formerly an officer of the Company. In addition, there are no interlocking relationships between any of these Directors and any other current Executive Officer of the Company, and each of the Committee members is independent under the Nasdaq listing standards.

### *Nominating and Governance Committee*

The Nominating and Governance Committee is responsible for the following:

- reviewing annually the performance of the Board of Directors;
- recommending nominees to serve on the Board of Directors to fill new positions or vacancies;
- reviewing performance and qualifications of Directors before they stand for re-election;
- and

- reviewing corporate governance guidelines to assure their relevance to and compliance with the Company's current situation and recommending changes to these principles to the Board of Directors for its consideration and approval.

The Nominating and Governance Committee's Charter is available on the Company's website at <http://www.alicoinc.com>, in the Corporate Governance section of the Investors webpage and is available in printed form upon request from the Corporate Secretary, 10070 Daniels Interstate Court Suite 100, Fort Myers, FL 33913.

Currently, the three members of the Nominating and Governance Committee are R. Greg Eisner (Chairman), Benjamin D. Fishman and W. Andrew Krusen, Jr. The Board of Directors has determined that Mr. Eisner and Mr. Krusen are independent under the Nasdaq listing standards. As discussed in more detail above by November 19, 2019, all of the members of this committee must be independent. The Nominating and Governance Committee had one meeting during fiscal year 2018.

There were no fees or expenses paid to a third party in fiscal year 2018 for the identification or evaluation of potential Director nominees.

The Nominating and Governance Committee has adopted a formal policy with regard to the consideration of any Director candidates recommended by shareholders other than Arlon or its affiliates, including 734 Investors, Alico's largest shareholder group. Subject to the foregoing, the criteria for consideration of shareholder recommendations are as follows: (a) for each Annual Meeting of the Company's shareholders, the Nominating and Governance Committee will accept for consideration only one recommendation from any shareholder or affiliated group of shareholders; (b) only candidates who satisfy the Company's minimum qualifications for Directors will be considered; and (c) in considering shareholder recommendations, the Nominating and Governance Committee will take into account, among other factors, the size and duration of the recommending shareholder's ownership interest in the Company and whether the shareholder intends to continue holding that interest through the Annual Meeting date.

## **General**

As of November 19, 2018, we no longer qualify as a "Controlled Company" under Nasdaq listing rules. Although we currently comply with certain of the Nasdaq listing rules applicable to companies that are not Controlled Companies, there are certain exemptions for Controlled Companies that we no longer benefit from, including that the Nasdaq listing rules require that each of the Compensation and Nominating and Governance Committees be composed entirely of independent directors within one year of the date on which we no longer qualified as a "Controlled Company". During this transition period, we will continue to qualify for and may continue to utilize the available exemptions from certain corporate governance requirements as permitted by the Nasdaq listing rules. As indicated above, our Compensation Committee is already composed entirely of independent Directors.

## **Code of Business Conduct and Ethics and Corporate Governance Principles**

The Board of Directors has adopted a Code of Business Conduct and Ethics that is applicable to all Directors, officers and employees. The code covers all areas of professional conduct, including conflicts of interest, unfair or unethical use of corporate opportunities, protection of confidential information, compliance with all applicable laws and regulations and oversight and compliance. The Board of Directors has also adopted Corporate Governance Principles to guide its own operations. Both documents are available on the Company's website at <http://www.alicoinc.com> in the Corporate Governance section of the Investors webpage and are available in printed form upon request from the Corporate Secretary, 10070 Daniels Interstate Court, Suite 100, Fort Myers, FL 33913.

## **Communications with Directors**

Shareholders and other interested parties may communicate with the Board of Directors by forwarding written comments to the Board of Directors of Alico, Inc., 10070 Daniels Interstate Court, Suite 100, Fort Myers, FL 33913. The Company contact information and procedures are also included on the Company's website at <http://www.alicoinc.com>.

## **Board of Directors Meetings**

The Board of Directors met four times during fiscal year 2018. Each Director attended all of the Board of Directors meetings and committee meetings held by all committees on which they served. It is the Company's policy to strongly encourage its Directors to attend the Annual Meeting of shareholders, in addition to attendance at regular Board of Directors and committee meetings. All of the Directors attended the 2018 Annual Meeting of Shareholders, either telephonically or in person.

## DIRECTOR COMPENSATION

### Director Fees

Under our director compensation arrangement that became effective on April 1, 2013, our Directors (including employee directors) receive an annual fee of \$75,000 in cash. No additional fees are payable for attendance at Board of Directors meetings. For service as a standing committee chairman, Directors are paid \$5,000 annually, with the exception of the chairman of the Audit Committee, who receives \$10,000 annually, the chairman of the Executive Committee, who receives \$40,000 annually, and the Chairman of the Board of Directors, who receives \$50,000 annually. All annual fees are payable in quarterly basis.

Prior to the beginning of each calendar year, each Director may elect to receive all or any portion of his or her Director fees, including those received for chairing any committee, in the form of common stock with a market value at the time of such quarterly installment equal to 150% of the amount of such fees otherwise payable in cash.

### Additional Arrangements

The Company pays for or provides (or reimburses Directors for out-of-pocket costs incurred for) transportation, hotel, food and other incidental expenses related to attending Board of Directors, committee or Company meetings, or participating in Director education programs and other Director orientation or educational meetings.

### 2018 Director Compensation

The following table provides information concerning the compensation of the Company's Directors for the fiscal year ended September 30, 2018. There were no stock options outstanding for any Director, relating to director services, as of September 30, 2018. Non-employee Directors did not participate in the Company's pension benefit plan or in the Company's defined contribution plan in fiscal year 2018. Accordingly, the columns for such information have been omitted from the table below. For a complete understanding of the table, please read the footnotes and the narrative disclosures that follow the table.

Name	Fees Earned or Paid in		Total (\$)
	Cash <sup>(1)</sup> (\$)	Stock Awards <sup>(2)</sup> (\$)	
George R. Brokaw	\$ —	\$ 120,000	\$ 120,000
R. Greg Eisner	\$ —	\$ 120,000	\$ 120,000
Benjamin D. Fishman <sup>(3)</sup>	\$ —	\$ 127,500	\$ 127,500
W. Andrew Krusen, Jr.	\$ —	\$ 112,500	\$ 112,500
Henry R. Slack	\$ 62,500	\$ 93,750	\$ 156,250
Joseph Sambuco	\$ —	\$ 112,500	\$ 112,500
Remy W. Trafelet <sup>(4)</sup>	\$ —	\$ 172,500	\$ 172,500

- (1) All figures represent the dollar amount of cash paid for Directors' annual fees (including any fees received in connection with service as a Chairman of a committee or Chairman of the Board of Directors).
- (2) Totals represent the value of common stock received in lieu of cash fees pursuant to each Director's election under the Stock Incentive Plan of 2015 and the Director Compensation Plan, as recognized for financial statement reporting purposes with respect to fiscal year 2018, which for all grants were equal to the grant date fair value, computed in accordance with FASB ASC 718. Directors are granted shares of common stock in lieu of cash fees on a quarterly basis each year. All awards are vested upon grant and there are no outstanding unvested stock awards.
- (3) Does not include 19,698 shares issued to Mr. Fishman as nominee on behalf of Arlon Food and Agriculture Advisors LLC. Mr. Fishman subsequently transferred these shares to Arlon Valencia Holdings LLC. Mr. Fishman is serving as a director on behalf of Arlon and received the shares as nominee in connection with such service on the Board of Directors.
- (4) Mr. Trafelet resigned from the Board of Directors on February 11, 2019.

### **Compensation Committee Report**

The Compensation Committee has reviewed and discussed with management the Compensation Discussion and Analysis that immediately follows this report. Based on this review and discussion, the Compensation Committee has recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement and in the Company's Annual Report on Form 10-K for the year ended September 30, 2018 and the amendment thereto on Form 10-K/A.

*Submitted by the Compensation Committee of the Board of Directors:*

R. Greg Eisner, Chairman  
W. Andrew Krusen, Jr.  
Joseph S. Sambuco

## Executive Officers

The following table sets forth certain information on each of the Executive Officers of the Company for the fiscal year ended September 30, 2018.

Name	Age	Position and Background with the Company
Remy W. Trafelet	48	Mr. Trafelet served on the Board of Directors from November 19, 2013 until February 11, 2019, and as President and Chief Executive Officer from December 31, 2016 until February 11, 2019. Mr. Trafelet is a Managing Partner of Trafelet Brokaw & Company, LLC, a New York-based private investment management firm. Mr. Trafelet also serves as Managing Member of Trafelet Brokaw Capital Management, LP, and a Member of 734 Agriculture, LLC (“734 Agriculture”). He currently serves as Chairman of HazelTree Treasury Management Solutions, which Mr. Trafelet founded in 2009. In 2000, Mr. Trafelet founded Trafelet Delta Funds, LLC. Prior to founding Trafelet Delta Funds, LLC, Mr. Trafelet was a portfolio manager at Fidelity Management and Research Company. Mr. Trafelet is a board member of Children's Scholarship Fund and Boys Club of New York. Mr. Trafelet earned an A.B. degree from Dartmouth College, where he graduated with honors and was named a Presidential Scholar. He is also a Chartered Financial Analyst.

Name	Age	Position and Background with the Company
George R. Brokaw	51	Mr. Brokaw has served on the Board of Directors since November 19, 2013 and as Executive Vice Chairman since December 31, 2016 and brings to the Board of Directors extensive knowledge and experience in the areas of business, finance and capital markets. Mr. Brokaw is currently a private investor through several private and public investment vehicles, He has served as a General Partner of Trafelet Brokaw and held senior roles at Highbridge Capital Management, Perry Capital, LLC, and Lazard Freres & Co. LLC. Mr. Brokaw is a member of the Board of Directors of DISH Network Corporation, Consolidated-Tomoka, Inc. and Modern Media Acquisition Corp. He previously served as a director to several companies, including: American Energy Partners Inc., Capital Business Credit LLC, Timberstar, North American Energy Partners Inc., Capital Business Credit LLC, Exclusive Resorts, LLC, Ovation, and Value Place Holdings LLC. Mr. Brokaw received a B.A. degree from Yale University, a J.D./M.B.A. from the University of Virginia and is a member of the New York Bar.

Henry R. Slack	68	Mr. Slack has served on the Board of Directors since November 19, 2013 and as Executive Chairman since December 31, 2016, and brings to the Board of Directors extensive experience in the areas of business, finance and capital markets. Mr. Slack is managing director of Quarterwatch LLC. He was Chairman of Terra Industries, an international nitrogen-based fertilizer company, from 2001 until 2010. Mr. Slack is Chairman of the Advisory Board of Blakeney Limited Partners. For many years he has also served as a director of E. Oppenheimer and Son International Limited, formerly a private investment and family holding company. He was Chief Executive Officer of Minorco SA, an international mining company, from 1991 until 1999, when that company merged with Anglo American Corporation to form Anglo American plc. Mr. Slack was a member of the board of directors and the executive committee of Anglo American Corporation, an international mining finance company, from 1981 until 1999. He was on the board of directors of Salomon Brothers Inc., from 1982 to 1988, SAB Miller plc., one of the world's largest brewers, from 1998 to 2002, and for more than 20 years on the board of Engelhard Corporation until its acquisition in 2006. Mr. Slack is a graduate (B.A. in History) of Princeton University.
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Name	Age	Position and Background with the Company
John E. Kiernan	52	Executive Vice President and Chief Financial Officer (June 1, 2015-Present). Before joining Alico, Mr. Kiernan worked as the CFO of Greenwich Associates, a private global research-based consulting firm serving the financial services industry. He previously worked as the Treasurer and SVP for Capital Markets & Risk Management for Global Crossing until its \$3 billion sale to Level 3 in 2011. He was also the Vice President of Investor Relations for Misys plc, which maintained a public listing on the London Stock Exchange and a NASDAQ listing for one of its subsidiaries, and a Director of Corporate Development for IBM. Earlier in his career, Mr. Kiernan served as a Managing Director at Bear Stearns, specializing in IPOs and M&A for technology companies. He received a B.A. in Finance and History summa cum laude from Saint Vincent College, an M.B.A. from the Darden Graduate School of Business Administration and a Juris Doctorate from the University of Virginia School of Law. He is a member of New York Bar and a Certified Treasury Professional.
Richard Rallo, CPA	54	Chief Accounting Officer (June 30, 2017-Present). Prior to joining Alico, Mr. Rallo was employed by American Medical Alert Corp. (“AMAC”), a company involved in the manufacturing and distribution of personal emergency response systems and provider of telephone answering services, over the past 16 years in different capacities including Chief Financial Officer and most recently served as AMAC’s Chief Operating Officer and Chief Service Officer. AMAC was a publicly traded company until it was acquired by Tunstall in December 2011 at which time AMAC began doing business as Tunstall Americas. Prior to his involvement with AMAC, he held similar financial positions with Tradewell, Inc., a barter company, and Connoisseur Communications Partners L.P., a company that owned and operated radio stations. Mr. Rallo started his career in public accounting for Touche Ross & Co. and Margolin, Winer & Evens LLP. He is a Certified Public Accountant and has a B.S. in accounting from the University of Denver.



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Name	Age	Position and Background with the Company
James Sampel	54	Chief Information Officer (December 31, 2015-Present). Prior to joining Alico, Mr. Sampel was CIO and Managing Director of Greenwich Associates, a research based consulting firm servicing the financial services industry, Director of Information Technology for 454 Life Sciences Corporation, an early-stage life sciences equipment manufacturing company, Manager of Advanced and Emerging Technology for Perkin Elmer, a Fortune 200 manufacturer of life sciences and laboratory equipment; Previous roles with Perkin Elmer included: Manager of Global Infrastructure, Senior Network Architect, Senior Systems Analyst, Software Support Supervisor and Field Service Engineer. James earned his M.B.A. in Information Systems, Pace University; B.S. in Electronics Engineering Technology from DeVry University.

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## Compensation Discussion and Analysis

### *Introduction*

This Compensation Discussion and Analysis discusses the compensation program provided to our NEOs in fiscal year 2018 and describes the compensation philosophy on which the fiscal year 2018 compensation was based.

In fiscal year 2018, our NEOs were:

- Remy W. Trafelet—former President and Chief Executive Officer
- Henry R. Slack—Executive Chairman
- George R. Brokaw—Executive Vice Chairman
- John E. Kiernan—Executive Vice President, Chief Financial Officer and Corporate Secretary
- Richard Rallo, CPA—Chief Accounting Officer
- James Sampel—Chief Information Officer

The Company's compensation philosophy and program design is intended to support the Company's business strategy and align executives' interests with those of shareholders and employees. A significant portion of the Company's executive compensation opportunity is related to factors that influence shareholder value, including return on assets, long-term stock performance, and operational performance. The Company believes that as an executive's responsibilities increase, so should the proportion of his or her total pay composed of variable compensation and tied to long-term shareholder value creation.

### *Say on Pay Vote*

The Company implemented the Stock Incentive Plan of 2015 following approval by shareholders at the 2015 Annual Meeting of Shareholders. The plan includes a clawback provision and prohibits stock option repricing.

At the 2018 Annual Meeting of Shareholders, our shareholders expressed their support of our executive compensation philosophy and program by approving the non-binding advisory vote on our executive compensation. Approximately 94% of votes cast supported our executive compensation policies and practices.

The Compensation Committee regularly reviews best practices related to executive compensation to ensure consistency with the Company's compensation philosophy. Consistent with this philosophy and taking into account business results, the following executive compensation practices were in place for fiscal year 2018:

- total compensation levels for executives were generally positioned at or below the median (50th percentile) of the market;
- a well-defined peer group of comparative companies, published surveys, and discussions with compensation consultants were used to provide a reference point in the evaluation of executive compensation;
- modest perquisites for executives;  
and
- historical share awards have generally been paid from treasury stock, subject to availability.

#### *Executive Compensation Program and Philosophy*

The intent of the Company's executive compensation program is to attract and retain talent and to create incentives for and reward excellent performance. To that end, we seek to compensate our executives in a manner that:

- is competitive;
- rewards performance that creates shareholder value and recognizes individual contributions; and
- encourages longer-term value creation.

Each year, the Compensation Committee reviews the Company's financial performance and evaluates each executive's role in influencing such performance to determine if, and to what extent, each NEO's individual contribution merited discretionary compensation. The Compensation Committee utilizes quantitative and qualitative factors, including the accomplishment of initiatives, attitude, and leadership, to assess performance, taking into account the financial condition of the Company and the contribution of the NEOs in the context of relevant conditions. Conditions may include many factors beyond the executive's control, such as weather, commodity prices, and strategic opportunities.

#### *Compensation Consultants*

The Compensation Committee makes recommendations to the Board of Directors for all aspects of executive compensation, including the structure and design of the compensation program. The Compensation Committee is responsible for retaining and terminating compensation consultants and determining the terms and conditions of their engagement. The Compensation Committee, from time to time, has engaged Semler Brossy Consulting Group, LLC to advise the Compensation Committee with respect to the Company's compensation program and to perform various related studies and projects. The Compensation Committee reviewed the role of its compensation consultants and has concluded that no conflict of interest exists with Semler Brossy Consulting Group, LLC and further believes that Semler Brossy Consulting Group, LLC is independent for the purpose of providing ongoing recommendations regarding executive compensation.

### *Pay Mix*

As noted above, the Compensation Committee believes that a significant portion of each executive's compensation opportunity should be composed of variable compensation and tied to value creation for shareholders. The Compensation Committee believes that this mix provides an appropriate balance between the fixed compensation required to attract and retain qualified individuals and the Compensation Committee's goal of ensuring that executive compensation rewards performance that benefits shareholders over the long term.

### *Base Salaries*

Base salaries for the Company's NEOs are based on their scope of responsibilities, education and training levels, leadership abilities, performance and specialized skills. Determination of salaries is based on the Company's financial performance, overall financial condition, individual performance, and the current competitive market environment, and may include a review of the Company's peer group and other relevant data. Because the Compensation Committee wishes to incentivize executives with pay for performance, base salary levels of the Company are generally lower than the market median.

Annual salary rates for the NEOs for the fiscal years ended September 30, 2018, 2017 and 2016 are summarized in the table below:

<b>NEO</b>	<b>FY 2018</b>	<b>FY 2017</b>	<b>FY 2016</b>
Remy W. Trafelet (effective December 31, 2016)	\$ 400,000	300,000	N/A
Henry R. Slack (effective December 31, 2016)	\$ —	250,000	N/A
George R. Brokaw (effective December 31, 2016)	\$ —	250,000	N/A
John E. Kiernan (effective June 1, 2015)	\$ 360,000	\$ 360,000	\$ 325,000
Richard Rallo, CPA (effective June 30, 2017)	\$ 225,000	225,000	N/A
James Sampel (effective December 31, 2015)	\$ 200,000	\$ 200,000	200,000

### *Annual Discretionary Cash Bonuses*

The Company has an annual discretionary cash bonus program. The Compensation Committee works closely with the Chief Executive Officer and Chief Financial Officer to evaluate the Company's financial performance and overall financial condition to determine whether or not discretionary bonuses are to be paid for the particular fiscal year.

When the Compensation Committee determines that the interests of the Company and its shareholders would be served by the payment of discretionary bonuses, the Compensation Committee considers the individual performance of each executive and his or her role in influencing Company performance and the financial condition of the Company. In the case of NEOs other than the CEO, these evaluations are based in part on input from the Company's CEO regarding each executive's performance. All Compensation Committee actions regarding the discretionary bonuses are subject to the review and approval of the Board of Directors.

On September 4, 2018, the Compensation Committee approved the eligibility of Messrs. Trafelet and Kiernan for a 2018 annual bonus of up to \$550,000 (in the case of Mr. Trafelet) and no less than \$125,000 (for Mr. Kiernan), as determined by the Compensation Committee, based on its discretionary evaluation of their performance, and payable by the Company in a cash lump sum in accordance with its normal payroll practices no later than December 31, 2018, subject to their continued employment with the Company through the payment date.

Based on the Company's financial results in fiscal year 2018, the Compensation Committee approved discretionary bonuses as follows:

<b>Executive</b>	<b>Payout</b>	<b>% of Salary</b>
Remy W. Trafelet	\$ 550,000	138%
John E. Kiernan	\$ 545,000	151%
Richard Rallo, CPA	\$ 90,000	40%
James Sampel	\$ 60,000	30%

The Compensation Committee believes that these discretionary bonuses are consistent with the Company's fiscal year 2018 financial performance, reflect the competitive market, and are appropriate to the scope of responsibility and contribution made by each NEO.

Also on September 4, 2018, the Compensation Committee approved an aggregate bonus pool for Messrs. Trafelet and Kiernan for fiscal year 2019 of no less than \$600,000 and no more than \$2.35 million. Mr. Kiernan is eligible to receive up to 30% of this bonus pool based on actual performance.

#### *Retirement Benefits*

Executives are allowed to participate in the Company's tax-qualified 401(k) and Profit Sharing Plan offered to all full-time employees. Under the plan, the Company provides a matching contribution of up to 4% of a participating employee's eligible compensation. Additionally, annual discretionary contributions, based on a percentage of salary determined at the Board of Directors' sole discretion, may be contributed pursuant to the qualified profit-sharing portion of the plan. There were no discretionary contributions authorized in fiscal year 2018 or 2017. The Company authorized 3% discretionary contributions for the fiscal year 2016.

#### *Health and Welfare Benefits, Perquisites, and Other Fringe Benefits*

The Company's executives receive health and insurance benefits, such as group medical and life insurance, under plans generally available to all salaried employees. Other fringe benefits consist of supplemental life insurance, Company-provided vehicles, and housing allowances where appropriate. The Company does not own a corporate jet or helicopter nor does it pay for country club dues or other such perquisites.

### *Compensation Risk Assessment*

From time to time, a comprehensive assessment is conducted to identify potential risks within the Company's compensation program. The Company does not use highly leveraged short-term incentives that could encourage short-term, high-risk strategies at the expense of long-term performance and value. Furthermore, the Compensation Committee is heavily involved in making compensation decisions that are consistent with the Company's business strategy. The Company's compensation program promotes consistent, long-term performance by heavily weighting variable compensation so that it rewards executives for favorable operating and financial performance.

### *Employment Agreements*

The Company entered into employment agreements with Mr. Kiernan during fiscal year 2015, and with Messrs. Trafelet, Slack and Brokaw at the end of calendar year 2016. These employment agreements are intended to provide continuity and stability in the leadership of our organization, and generally provide for a minimum annual base salary, a target annual bonus, grants of company shares tied to long-term performance, severance upon a qualifying termination of employment, and restrictive covenants. The employment agreements are described in further detail in "Executive Compensation-Employment Agreements with Named Executive Officers" below.

### *Indemnification Agreements*

The Company has entered into Indemnification Agreements with each of its officers and Directors (each, an "Indemnified Party"). Pursuant to the terms of the agreements, the Company agreed to indemnify each Indemnified Party to the fullest extent permitted by applicable law, against all expenses, judgments, and fines incurred in connection with any legal proceeding brought against an Indemnified Party by reason of the fact that he or she is or was an officer or Director of the Company or by reason of any action taken by him or her while acting on behalf of the Company. The Company also agreed to maintain directors' and officers' liability insurance policies at existing coverage levels for as long as an Indemnified Party continues to serve as an officer or Director of the Company and for a period of six years thereafter.

### *Stock Ownership Guidelines for CEO and Directors*

The Company believes that its CEO should have a financially significant investment in the Company so that his or her interest and the interest of the Company's shareholders are aligned. In furtherance of this goal, in January 2013 the Board of Directors adopted a CEO Stock Purchase Policy requiring the CEO to beneficially own shares in the Company with a value equal to the higher of the market value or the price at which the CEO acquired the stock that is equal to or greater than \$250,000 or the lesser amount applicable to a phase-in period (the "Company CEO Target Stock Ownership Requirement"), determined as of the end of each fiscal year. Mr. Trafelet met the Company CEO Target Stock Ownership Requirement throughout fiscal year 2018.

In 2005, the Board of Directors adopted, and the Company's shareholders approved, a Director stock purchase policy requiring that all Directors own Alico common stock with a market value (or

cost, if higher) that is equal to or greater than \$200,000 or such lesser amount as is applicable to a phase-in period (the “Company Director Target Stock Ownership Requirement”). To provide Directors serving on the Board of Directors as of the date of the adoption of this policy and new Directors who subsequently join the Board of Directors the opportunity to meet this requirement over a reasonable period of time, each such Director has three years to achieve the overall Company Director Target Stock Ownership Requirement. If the Director is elected to the Board of Directors at a time when there is less than four months remaining in the fiscal year, then the three-year period for overall compliance with the Company Director Target Stock Ownership Requirement would be extended until two years following the end of the next full fiscal year. The Company Director Target Stock Ownership Requirement is measured at the end of the phase-in period and annually thereafter at the end of each fiscal year.

#### *Tax Impact on Compensation*

Section 162(m) of the Internal Revenue Code (the “Code”) places a \$1 million limit on the amount of compensation the Company may deduct for tax purposes in any year with respect to each NEO, exclusive of certain legacy performance-based compensation that meets applicable requirements. The Tax Cuts and Jobs Act of 2017 (“Tax Act”) generally eliminated the ability to deduct compensation qualifying for the “performance-based compensation” exception under Code Section 162(m) for tax years commencing after December 31, 2017. Code Section 162(m) imposes a \$1 million limit on the amount that a public company may deduct for compensation paid to anyone who has ever been the Company’s chief executive officer, chief financial officer or one of the three highest compensated officers in any fiscal year beginning after December 31, 2016 (i.e., a “covered employee”). For fiscal year 2018 and prior taxable years, an exception to this deduction limit applied to “performance-based compensation,” such as stock options and other equity awards that satisfied certain criteria. Under the Tax Act, the performance-based pay exception to Code Section 162(m) was eliminated, but a transition rule may allow the exception to continue to apply to certain performance-based compensation payable under written binding contracts that were in effect on November 2, 2017.

The Compensation Committee considers the deductibility of compensation when designing the Company’s executive compensation program; however, there can be no assurance that all compensation, if and when any is paid to any NEO, will ultimately prove to be deductible to the Company under the Code and applicable U.S. Treasury Regulations. Further, when warranted due to competitive or other factors, the Compensation Committee may decide to exceed the deductibility limit under Section 162(m) of the Code or to otherwise pay nondeductible compensation.

#### **Subsequent Developments**

On February 11, 2019, the Company along with George R. Brokaw, R. Greg Eisner, Benjamin D. Fishman, W. Andrew Krusen, Henry R. Slack (each of the foregoing individuals, together with the Company, the “Alico Parties”) entered into a Settlement Agreement and Release (the “Settlement Agreement”) with Mr. Trafelet, the former president and chief executive officer of the Company, 734 Agriculture, RCF 2014 Legacy LLC (“RCF”) and Delta Offshore Master II, LTD. (collectively with Mr. Trafelet, 734 Agriculture and RCF, the “Trafelet Parties”). Pursuant to the Settlement

Agreement, among other matters, the Alico Parties and the Trafelet Parties agreed to promptly dismiss all claims in the litigation pending in the Circuit Court in Hillsborough County, Florida between the Alico Parties and Trafelet Parties. Pursuant to the Settlement Agreement, which was unanimously approved by the Board, Mr. Trafelet voluntarily resigned from his roles as President and Chief Executive Officer and a Director of the Company, effective upon the execution of the Settlement Agreement. Under the Settlement Agreement, Mr. Trafelet forfeited (i) all stock options granted to him in December 2016 and (ii) all stock options granted to him in September 2018, other than 26,250 stock options that will vest if the minimum price of Alico's common stock over 20 consecutive trading days exceeds \$35.00 per share and 26,250 stock options that will vest if the minimum price of Alico's common stock over 20 consecutive trading days exceeds \$40.00 per share, in each case, by February 11, 2020 (collectively, the "Retained Options"). Any Retained Options that vest in accordance with their terms will expire on the date that is six months following the date on which the Retained Option vests, and any Retained Options that do not vest by February 11, 2020 will be forfeited as of such date.

Also on February 11, 2019, as contemplated by the Settlement Agreement, the Company entered into a consulting agreement (the "Consulting Agreement") with Mr. Trafelet and 3584 Inc., an entity controlled by Mr. Trafelet (the "Consultant"). Pursuant to the Consulting Agreement, Mr. Trafelet will make himself available to provide consulting services to the Company through the Consultant for up to 24 months. In exchange for the consulting services, the Consultant will receive an annual consulting fee of \$400,000. If the Company terminates the consulting period (other than in certain specified circumstances), the Company will continue to pay the consulting fees described in the immediately preceding sentence through the balance of the 24-month term.

### **Executive Compensation**

The following table provides information regarding the compensation of our NEOs for fiscal years 2018, 2017 and 2016. This table should be read in conjunction with the Compensation Discussion and Analysis, which sets forth the objectives and other information regarding our executive compensation program.



## SUMMARY COMPENSATION TABLE

Name and Principal Position	Fiscal Year	Salary(c)	Bonus(d)	Stock Grants(e)	Option Grants(f)	All Other Compensation(i)	Total(j)
Remy W. Trafelet <sup>(1)</sup>	2018	\$ 400,000	\$ 550,000	\$ 172,500	\$ 1,554,000	\$ 37,757	\$ 2,714,257
Former President & Chief Executive Officer	2017	\$ 300,000	\$ 400,000	\$ 217,500	\$ 1,059,000	\$ 26,817	\$ 2,003,317
	2016	N/A	\$ —	\$ 157,500	\$ —	\$ —	\$ 157,500
Henry R. Slack <sup>(2)</sup>	2018	\$ 62,500	\$ —	\$ 93,750	\$ —	\$ 42,870	\$ 199,120
Executive Chairman	2017	\$ 226,443	\$ 250,000	\$ 46,875	\$ 794,250	\$ 29,815	\$ 1,347,383
	2016	\$ 31,250	\$ —	\$ 140,625	\$ —	\$ —	\$ 171,875
George R. Brokaw <sup>(3)</sup>	2018	\$ —	\$ —	\$ 120,000	\$ —	\$ 37,757	\$ 157,757
Executive Vice Chairman	2017	\$ 120,193	\$ 250,000	\$ 120,000	\$ 794,250	\$ 22,091	\$ 1,306,534
	2016	N/A	\$ —	\$ 120,000	\$ —	\$ —	\$ 120,000
John E. Kiernan <sup>(4)</sup>	2018	\$ 360,000	\$ 545,000	\$ 159,750	\$ 666,000	\$ 20,638	\$ 1,751,388
Executive Vice President, Chief Financial Officer and Corporate Secretary	2017	\$ 360,000	\$ 200,000	\$ —	\$ —	\$ 22,795	\$ 582,795
	2016	\$ 325,000	\$ 175,000	\$ —	\$ —	\$ 18,715	\$ 518,715
Richard Rallo, CPA <sup>(5)</sup>	2018	\$ 225,000	\$ 90,000	\$ —	\$ —	\$ 17,655	\$ 332,655
Chief Accounting Officer	2017	\$ 56,250	\$ 7,500	\$ —	\$ —	\$ 1,150	\$ 64,900
	2016	N/A	\$ —	\$ —	\$ —	\$ —	\$ —
James Sampel <sup>(6)</sup>	2018	\$ 200,000	\$ 60,000	\$ —	\$ —	\$ 14,817	\$ 274,817
Chief Information Officer	2017	\$ 200,000	\$ 35,000	\$ —	\$ —	\$ 19,205	\$ 254,205
	2016	\$ 150,000	\$ 45,000	\$ —	\$ —	\$ 67,809	\$ 262,809
Steven C. Lewis, CPA <sup>(9)</sup>	2018	\$ 2,198	\$ —	\$ —	\$ —	\$ 784	\$ 2,982
Former Treasurer	2017	\$ 200,000	\$ —	\$ —	\$ —	\$ 16,462	\$ 216,462
	2016	\$ 200,000	\$ 30,000	\$ —	\$ —	\$ 18,213	\$ 248,213

- (1) Mr. Trafelet began serving as President and Chief Executive Officer on December 31, 2016. On February 11, 2019, pursuant to the Settlement Agreement, Mr. Trafelet resigned from his position of President and Chief Executive Officer.
- (2) Mr. Slack began serving as Executive Chairman on December 31, 2016. As of June 26, 2017, Mr. Slack agreed to waive his salary.
- (3) Mr. Brokaw began serving as Executive Vice Chairman on December 31, 2016. As of June 26, 2017, Mr. Brokaw agreed to waive his salary.
- (4) Mr. Kiernan began serving as Senior Vice President and Chief Financial Officer on June 1, 2015.
- (5) Mr. Rallo began serving as Chief Accounting Officer on June 30, 2017.
- (6) Mr. Sampel began serving as Chief Information Officer on December 31, 2015.

Columns ((g)-(h)) have been omitted as they are not applicable.

#### Salary (Column (c))

The amounts reported in Column (c) represent base salaries paid to each of the NEOs for each of the last three completed fiscal years and includes cash compensation for Mr. Slack for Board of Director services provided.

#### Bonuses (Column (d))

The amounts reported in Column (d) represent signing bonuses paid to Mr. Trafelet, Mr. Slack and Mr. Brokaw in connection with their employment agreements in fiscal year 2017 and discretionary bonuses paid to each of the NEOs for the last three completed fiscal years, as indicated.

#### Stock Grants (Column (e))

The amounts reported in Column (e) represent (i) stock compensation for Mr. Trafelet, Mr. Slack and Mr. Brokaw for Board of Director services and (ii) a Restricted Stock Award Agreement entered into by Mr. Kiernan and the Company on November 27, 2017.

#### Option Grants (Column (f))

The amounts reported in Column (f) represent (i) stock options awards received by Mr. Trafelet with the execution of his employment agreement on December 31, 2016 and additional stock options awards received on September 7, 2018, (ii) stock options awards received by Mr. Slack and Mr. Brokaw with the execution of their employment agreements on December 31, 2016 and (iii) stock options awards received by Mr. Kiernan on September 7, 2018. The fair value of the option grants was estimated on the date of each grant using a Monte Carlo valuation model. For information on

the assumptions used to calculate the fair value of stock option grants, refer to “Note 10. Common Stock and Options” of our audited consolidated financial statements for the year ended September 30, 2018 included in our Form 10-K filed with the SEC on December 6, 2018.

*All Other Compensation (Column (i))*

The amounts reported in Column (i) represent the aggregate dollar amount for each NEO for perquisites and other personal benefits and Company contributions to the Company’s 401(k) retirement plans. The following table shows and explains the specific amounts included in Column (i) of the Summary Compensation Table for fiscal year 2018. Under SEC Rules, the Company is required to identify by type all perquisites and other personal benefits for an NEO if the total value for that individual equals or exceeds \$10,000, and to report and quantify each perquisite or personal benefit that exceeds the greater of \$25,000 or 10% of the total amount for that individual. For purposes of uniformity, all information regarding perquisites has been provided for each NEO, not just those meeting the \$10,000 threshold.

Name	Perquisites and Other Personal Benefits <sup>(1)</sup>	Company Contributions to Retirement Plan	Insurance Premiums <sup>(2)</sup>	Total
Remy W. Trafelet	\$ —	\$ 2,462	\$ 34,895	\$ 37,357
Henry R. Slack	\$ —	\$ —	\$ 42,870	\$ 42,870
George R. Brokaw	\$ —	\$ —	\$ 34,895	\$ 34,895
John E. Kiernan	\$ 1,700	\$ 8,327	\$ 10,611	\$ 20,638
Richard Rallo, CPA	\$ —	\$ 9,300	\$ 8,355	\$ 17,655
James Sampel	\$ —	\$ 6,462	\$ 8,355	\$ 14,817

(1) Perquisites and other personal benefits are valued on the basis of the aggregate incremental cost to the Company, including but not limited to, dividends paid on unvested stock, the cost to the Company for Company cars used for commuting and other personal transportation.

(2) Represents applicable premiums paid on health and life insurance policies for each of the NEOs.

*Total Compensation (Column (j))*

The amounts reported in Column (j) are the sum of Columns (c) through (i) for each of the NEOs. All compensation amounts reported in Column (j) include amounts paid and amounts deferred, of which there were none.

## Grants of Plan-Based Awards in Fiscal Year 2018

On September 7, 2018, Mr. Trafelet received a stock option grant covering 210,000 shares of common stock and Mr. Kiernan received stock option grant covering 90,000 shares of common stock, in each case, at an exercise price of \$33.60 per share.

### Grants of Plan-Based Awards

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards <sup>(1)(2)</sup>			All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards <sup>(3)</sup>
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)				
Remy W. Trafelet	September 7, 2018					210,000				\$ 33.60	\$ 1,554,000
John E. Kiernan	September 7, 2018					90,000				\$ 33.60	\$ 666,000

- (1) On September 7, 2018, Mr. Trafelet received a stock option grant covering 210,000 shares of common stock and Mr. Kiernan received a stock option grant covering 90,000 shares of common stock, in each case, at an exercise price of \$33.60 per share. See “Employment Agreements with Named Executive Officers” below for further discussion on stock options including vesting criteria. On February 11, 2019, as contemplated by the Settlement Agreement, Mr. Trafelet forfeited 157,500 shares from this stock option grant. See “Employment Agreements with Named Executive Officers” below for further discussion.
- (2) The options will vest as follows: (i) 25% of the options will vest if the fair market value of the Company’s common stock during a consecutive 20-trading day period exceeds \$35.00; (ii) 25% of the options will vest if the fair market value of the Company’s common stock during a consecutive 20-trading day period exceeds \$40.00; (iii) 25% of the options will vest if the fair market value of the Company’s common stock during a consecutive 20-trading day period exceeds \$45.00; and (iv) 25% of the options will vest if the fair market value of the Company’s common stock during a consecutive 20-trading day period exceeds \$50.00.
- (3) The fair value of the option grants was estimated on the date of grant using a Monte Carlo valuation model. For information on the assumptions used to calculate the fair value of stock option grants, refer to “Note 10. Common Stock and Options” to our audited consolidated financial statements for the year ended September 30, 2018 included in our Form 10-K filed with the SEC on December 6, 2018.

## Employment Agreements with Named Executive Officers

### *Employment Arrangements with Remy W. Trafelet, Henry R. Slack, and George R. Brokaw*

On December 31, 2016, the Company entered into new employment agreements with each of Messrs. Trafelet, Slack, and Brokaw. The employment agreements provided for an initial annual base salary of \$400,000 in the case of Mr. Trafelet and \$250,000 in the case of each of Messrs. Slack and Brokaw, in each case subject to increases from time to time as determined by the Company.

In connection with their execution of the employment agreement, each of Messrs. Trafelet, Slack, and Brokaw also received a stock option grant of 300,000 options (in the case of Mr. Trafelet) and 225,000 options (in the case of each of Messrs. Slack and Brokaw). Each of these option grants were to vest as follows: (a) 25% of the options will vest if the fair market value of the Company's common stock during a consecutive 20-trading day period exceeds \$60.00; (b) 25% of the options will vest if such fair market value exceeds \$75.00; (c) 25% of the options will vest if such fair market value exceeds \$90.00; and (d) 25% of the options will vest if such fair market value exceeds \$105.00. If the applicable stock price hurdles have not been achieved by (i) the second anniversary of the executive's termination of employment, if the executive's employment is terminated due to death or disability, (ii) the date that is 18 months following the executive's termination of employment, if the executive's employment is terminated by the Company without cause, by the executive with good reason, or due to the executive's retirement, or (iii) the date of the termination of the executive's employment for any other reason, then any unvested options will be forfeited. In addition, if the applicable stock price hurdles have not been achieved by the fifth anniversary of the grant date (or the fourth anniversary of the grant date, in the case of the tranche described in clause (a) above), then any unvested options will be forfeited. These option grants will also become vested to the extent that the applicable stock price hurdles are satisfied in connection with a change in control of the Company. As described above in "Compensation Discussion and Analysis-Executive Compensation," Messrs. Slack and Brokaw each agreed to the termination and forfeiture of 187,500 options in fiscal year 2018, such that they now each hold 37,500 options that will vest if the applicable stock price hurdle set forth in clause (a) is satisfied.

The employment agreements also provide that, if the applicable executive's employment is terminated by the Company without "cause" or the applicable Executive resigns with "good reason" (as each such term is defined in the employment agreements), then, subject to his execution, delivery, and non-revocation of a general release of claims in favor of the Company, the executive will be entitled to cash severance in an amount equal to 24 months (in the case of Mr. Trafelet) or 18 months (in the case of Messrs. Slack and Brokaw) of the executive's annual base salary.

The employment agreements include various restrictive covenants in favor of the Company, including a confidentiality covenant, a nondisparagement covenant, and 12-month post-termination noncompetition and customer and employee non-solicitation covenants.

On February 11, 2019, pursuant to the Settlement Agreement, Mr. Trafelet agreed to voluntarily resign from his roles as President and Chief Executive Officer and a Director of the Company. Under this Settlement Agreement, Mr. Trafelet forfeited (i) all stock options granted to him in December

2016 and (ii) all stock options granted to him in September 2018, other than 26,250 stock options that will vest if the minimum price of the Company's common stock over 20 consecutive trading days exceeds \$35.00 per share and 26,250 stock options that will vest if the minimum price of the Company's common stock over 20 consecutive trading days exceeds \$40.00 per share, in each case, by February 11, 2020 (collectively, the "Retained Options"). Any Retained Options that vest in accordance with their terms will expire on the date that is six months following the date on which the Retained Option vests, and any Retained Options that do not vest by February 11, 2020 will be forfeited as of such date.

*John E. Kiernan*

On June 1, 2015, the Company entered into an employment agreement with John E. Kiernan, which provided for (i) an annual base salary of \$325,000 (subject to increases from time to time as determined by the Company), (ii) a target annual bonus equal to 50% of his annual base salary and (iii) an initial equity award grant of 4,000 restricted shares of the Company's common stock that vests in equal installments on each of the first three anniversaries of the grant date (the "Kiernan Sign-On Grant") and an additional equity award grant of 4,000 restricted shares of the Company's common stock that vests in full on the fifth anniversary of the grant date (the "Kiernan Additional Grant"), in each case subject to continued employment.

On November 27, 2017, Mr. Kiernan received a grant of 5,000 restricted shares of the Company's common stock that vests in equal annual installments over three years, with the first set of shares vesting on June 1, 2018.

Mr. Kiernan's employment agreement also includes various restrictive covenants in favor of the Company, including a confidentiality covenant, a nondisparagement covenant, and 12-month post-termination noncompetition and customer and employee nonsolicitation covenants.

*Richard Rallo*

On June 19, 2017, the Company entered into an employment offer letter with Mr. Rallo establishing his compensation. The offer letter provided for an initial annual base salary \$225,000 (subject to increases from time to time as determined by the Company) and a discretionary performance bonus of up to 25% of annual base salary. Mr. Rallo's employment with the Company is at-will.

## Outstanding Equity Awards at Fiscal Year End 2018

The following table shows the number of exercisable and unexercisable stock options and stock grants held by our named executive officers at September 30, 2018.

Name	Option Awards			Stock Awards	
	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised and Unearned Options (#)	Option Exercise Price (\$)	Option Expiration Date <sup>(1)</sup>	Number of Shares or Units or Stock that have not Vested (#)	Market Value of Shares or Units of Stock that have not Vested (\$)
Remy W. Trafelet	300,000 <sup>(2)</sup>	\$ 27.15	12/31/2026		
	210,000 <sup>(3)</sup>	\$ 33.60	12/31/2026		
Henry R. Slack	37,500	\$ 27.15	12/31/2026		
George R. Brokaw	37,500	\$ 27.15	12/31/2026		
John E. Kiernan	90,000	\$ 33.60	12/31/2026	7,334	\$ 247,855

- (1) See “Employment Agreements with Named Executive Officers” above for further discussion on stock options including vesting criteria.
- (2) Under the Settlement Agreement, Mr. Trafelet forfeited these stock options.
- (3) Under the Settlement Agreement, Mr. Trafelet forfeited all of these stock options, other than 26,250 stock options that will vest if the minimum price of the Company’s common stock over 20 consecutive trading days exceeds \$35.00 per share and 26,250 stock options that will vest if the minimum price of the Company’s common stock over 20 consecutive trading days exceeds \$40.00 per share, in each case, by February 11, 2020. Any options that vest in accordance with their terms will expire on the date that is six months following the date on which the option vests, and any options that do not vest by February 11, 2020 will be forfeited as of such date.

## Option Exercises and Stock Vested in Fiscal Year 2018

No options were exercised during fiscal year 2018 by any of the NEOs, and there were no stock options vested and outstanding as of September 30, 2018. Mr. Kiernan entered into Restricted Stock Award Agreements with the Company on June 1, 2015 and November 27, 2017 of which 1,334 and 1,667 shares vested, respectively, in fiscal year 2018 pursuant to these agreements.

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### OPTION EXERCISES AND STOCK VESTED

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Name	STOCK AWARDS	
	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
John E. Kiernan	3,001	\$ 94,200



**Nonqualified Deferred Compensation**

None of our NEOs participate in any nonqualified defined contribution plan.

## Potential Payments upon Termination or Change of Control

*Remy W. Trafelet, Henry R. Slack, and George R. Brokaw*

As described above in “Employment Agreements with Named Executive Officers,” the employment agreements with each of Mr. Trafelet, Slack, and Brokaw provide that, if the applicable executive’s employment is terminated by the Company without “cause” or the applicable Executive resigns with “good reason” (as each such term is defined in the employment agreements), then, subject to his execution, delivery, and non-revocation of a general release of claims in favor of the Company and subject to his compliance with the restrictive covenants set forth in the employment agreements, the executive will be entitled to cash severance in an amount equal to 24 months (in the case of Mr. Trafelet) or 18 months (in the case of Messrs. Slack and Brokaw) of the executive’s annual base salary.

Note that, as described above in “Compensation Discussion and Analysis-Subsequent Developments,” on February 11, 2019 and pursuant to the Settlement Agreement, Mr. Trafelet voluntarily resigned from his roles as President and Chief Executive Officer and a Director of the Company, effective upon the execution of the Settlement Agreement.

*John E. Kiernan*

The employment agreement with Mr. Kiernan provides that, if the Company terminates Mr. Kiernan’s employment without cause or if, following a change of control of the Company, Mr. Kiernan resigns for good reason, then Mr. Kiernan will be entitled to receive, subject to his execution, delivery, and non-revocation of a release of claims and subject to his compliance with the restrictive covenants set forth in the employment agreement, an amount equal to his base salary for the most recently completed fiscal year. The Kiernan Sign-On Grant will also vest fully and immediately upon such a termination and, the Kiernan Additional Grant will vest on a pro rata basis upon such a termination.

The following table sets forth estimates of the amounts payable to each of the NEOs under their respective agreements, assuming a change of control occurred or the NEO experienced a qualifying termination of employment under his agreement on September 30, 2018.

<b>Named Executive Officer</b>	<b>Termination Without Cause prior to Change-in-Control <sup>(1)</sup></b>	<b>Resignation for Good Reason prior to Change-in-Control <sup>(2)</sup></b>	<b>Termination Without Cause or resignation for Good Reason Following a Change-in-Control <sup>(3)</sup></b>
Remy W. Trafelet <sup>(4)</sup>	\$ 800,000	\$ 800,000	\$ 800,000
Henry R. Slack	\$ 375,000	\$ 375,000	\$ 375,000
George R. Brokaw	\$ 375,000	\$ 375,000	\$ 375,000
John E. Kiernan	\$ 607,855	\$ —	\$ 607,855 <sup>(5)</sup>

(1) Amounts in this table would be payable over 24 months for Mr. Trafelet, 18 months for Mr. Slack and Mr. Brokaw and 12 months for Mr. Kiernan.

- (2) Amounts in this table would be payable over 24 months for Mr. Trafelet, 18 months for Mr. Slack and Mr. Brokaw.
- (3) Amounts in this table would be payable in a lump sum during the two-year period following the change of control.
- (4) On February 11, 2019, Mr. Trafelet voluntarily resigned his role as President and Chief Executive Officer and a Director of the Company, effective upon the execution of the Settlement Agreement.
- (5) Amounts in this column for Mr. Kiernan equal the amount of cash severance plus the value of plan-based stock award vesting due to Mr. Kiernan under his employment agreement (based on a price per share of common stock equal to the closing market price as of September 30, 2018).

## **CEO Compensation Pay Ratio**

In August 2015, pursuant to a mandate of the Dodd-Frank Wall Street Reform and Consumer Protection Act, the SEC adopted a rule requiring annual disclosure of the ratio of the median employee's annual total compensation to the total annual compensation of the CEO. We believe that executive pay should be internally consistent and equitable to motivate our employees to create stockholder value. The annual total compensation for fiscal year 2018 for Mr. Trafelet, our President and CEO during the fiscal year ended September 30, 2018, was \$2,541,757 as reported under the heading "Summary Compensation Table," excluding stock compensation for Board of Director services. Our median employee's total compensation for fiscal year 2018 was \$76,506. As a result, we estimate that Mr. Trafelet's fiscal year 2018 total compensation was approximately 33 times that of our median employee.

Our CEO to median employee pay ratio was calculated in accordance with Item 402(u) of Regulation S-K. We identified the median employee by examining fiscal year 2018 total compensation consisting of base salary, annual bonus amounts, stock-based compensation (based on the grant date fair value of awards during fiscal year 2018) and other incentive payments for all full-time, part-time, seasonal and hourly employees who were employed by the Company on September 30, 2018, other than our CEO. After identifying the median employee based on fiscal year 2018 total compensation, we calculated annual total compensation for such employee using the same methodology we use for our named executive officers as set forth in the "Total" column in the Summary Compensation Table.

The pay ratio reported above is a reasonable estimate calculated in a manner consistent with SEC rules, based on our internal records and the methodology described above. The SEC rules for identifying the median compensated employee allow companies to adopt a variety of methodologies, to apply certain exclusions and to make reasonable estimates and assumptions that reflect their employee populations and compensation practices. Accordingly, the pay ratio reported by other companies may not be comparable to the pay ratio reported above, as other companies have different employee populations and compensation practices and may use different methodologies, exclusions, estimates and assumptions in calculating their own pay ratios.

## **Certain Relationships and Related Party Transactions**

Alico may engage in a transaction or series of transactions with our directors, executive officers and certain persons related to them. All such transactions are subject to approval or ratification in accordance with a written related person transaction policy adopted by the Board of Directors. This policy defines a "related person" as: (1) any person who is, or at any time since the beginning of Alico's last fiscal year was, a Director or executive officer of Alico or a nominee to become a Director of Alico; (2) any person who is known to be the beneficial owner of more than 5% of any class of Alico's voting securities; (3) any immediate family member of any of the foregoing persons, and any person (other than domestic employees or tenant) sharing the household of such person; and (4) any firm, corporation or other entity in which any of the foregoing persons is employed or is a partner or principal or in a similar position or in which such person has a 5% or greater beneficial ownership interest. This policy defines a "related person transaction" as a transaction, arrangement

or relationship (or any series of similar transactions, arrangements or relationships) that occurred since the beginning of Alico's most recent fiscal year in which (1) Alico was, is or will be a participant, (2) the aggregate amount involved will or may be expected to exceed \$120,000 in any calendar year; and (3) any related person had, has or will have a direct or indirect material interest.

Under Alico's policy, all related person transactions are to be approved by the Audit Committee or an ad hoc subcommittee composed of independent directors (including at least one audit committee financial expert) in certain circumstances. In reviewing related person transactions, the Audit Committee or ad hoc subcommittee will consider all relevant material facts and circumstances available to it, including the benefits of the transaction to Alico, the nature and extent of the related person interest, the impact on any interested Director's independence and judgment to act in the best interests of Alico and whether the transaction is on terms no less favorable than those generally available to an unaffiliated third party under similar circumstances. The following transactions were pre-approved under this policy, subject to certain limitations: (1) employment of executive officers if compensation is required to be reported in Alico's Annual Report on Form 10-K or Alico's proxy statement or if the officer is not an immediate family member of a related person and the compensation was approved or recommended for approval by the Compensation Committee; (2) Director compensation or reimbursement and reimbursement of expenses in connection with such service if consistent with a Board of Directors-approved reimbursement policy; (3) reimbursement of employee expenses if consistent with a Board of Directors-approved reimbursement policy; (4) transactions where the related person's interest arises solely from owning Alico common stock and all holders of Alico common stock receive the same benefit on a pro rata basis; (5) transactions available to all Alico employees generally; (6) charitable contributions, grants or endowments to an organization where the related person is an employee or director (but not an executive officer) if the aggregate amount does not exceed the lesser of \$200,000 or 2% of the organization's total annual receipts, expenditure or assets; and (7) transactions previously approved by the Audit Committee prior to the adoption of the policy.

In addition, the policy provides that the Audit Committee or ad hoc subcommittee, as applicable, will not approve or recommend a "subject transaction" (as defined below) during the period ending on the earlier of September 2020 and the date when the "investor group" (as defined below) files an amended Schedule 13D indicating an aggregate voting interest in Alico of less than 40% unless the definitive transaction agreement related to it expressly conditions the closing of the subject transaction on the receipt of the affirmative vote of a majority of shares of Alico common stock voted on the matter that are not held beneficially or of record by the investor group. For this purpose, the "investor group" means (1) any officer, manager or controlled affiliate of 734 Investors, LLC, (2) any officer, manager or member of 734 Agriculture, LLC, or any of their controlled affiliates, or (3) any immediate family members of the foregoing, and a "subject transaction" means a transaction in which a related person that is also a member of the investor group proposes to transfer or dispose of to Alico any business, assets or properties owned or controlled by that related person and involves consideration payable by Alico in excess of \$200 million to such related person, or would involve the issuance to such related person of more than 20% of Alico's outstanding common stock (after giving effect to the stock issuance).

On November 19, 2013, 734 Agriculture and its affiliates, including 734 Investors, acquired all of the approximately 51% of Alico's common stock then owned by Atlanticblue Group, Inc. 734 Investors now beneficially owns approximately 42.9% of the outstanding shares of the Company's common stock. In connection with the settlement of the litigation in the Delaware Court of Chancery captioned *In re 734 Investors, LLC Litigation*, Consol. C.A. No. 2018-0844-JTL, Arlon was confirmed as the managing member of 734 Investors.

#### **Settlement Agreement**

On February 11, 2019, the Alico Parties entered into the Settlement Agreement with the Trafelet Parties. Pursuant to the Settlement Agreement, among other matters, the Alico Parties and the Trafelet Parties agreed to promptly dismiss all claims in the litigation pending in the Circuit Court in Hillsborough County, Florida between the Alico Parties and the Trafelet Parties. Pursuant to the Settlement Agreement, which was unanimously approved by the Board, Mr. Trafelet voluntarily resigned from his roles as President and Chief Executive Officer and a Director of the Company, effective upon the execution of the Settlement Agreement. Under the Settlement Agreement, Mr. Trafelet forfeited (i) all stock options granted to him in December 2016 and (ii) all stock options granted to him in September 2018, other than the Retained Options. Any Retained Options that vest in accordance with their terms will expire on the date that is six months following the date on which the Retained Option vests, and any Retained Options that do not vest by the first anniversary of the Settlement Agreement will be forfeited as of such first anniversary.

As described above, on February 11, 2019 and as contemplated by the Settlement Agreement, Mr. Trafelet submitted to the Board his resignation as president and chief executive officer of the Company and a member of the Board, effective upon the execution of the Settlement Agreement.

#### **Consulting Agreement**

Also on February 11, 2019, as contemplated by the Settlement Agreement, the Company entered into the Consulting Agreement with Mr. Trafelet and the Consultant, an entity controlled by Mr. Trafelet. Pursuant to the Consulting Agreement, Mr. Trafelet will make himself available to provide consulting services to the Company through the Consultant for up to 24 months. In exchange for the consulting services, the Consultant will receive an annual consulting fee of \$400,000. If the Company terminates the consulting period (other than in certain specified circumstances), the Company will continue to pay the consulting fees described in the immediately preceding sentence through the balance of the 24-month term.

#### **Registration Rights Agreement**

Also on February 11, 2019, as contemplated by the Settlement Agreement, the Company entered into a Registration Rights Agreement (the "Registration Rights Agreement") with Mr. Trafelet, relating to the shares of the Company's common stock held by Mr. Trafelet or his affiliates as of February 11, 2019 (the "Registrable Securities"). The Registration Rights Agreement requires the Company to, among other things and subject to the terms and conditions thereof, use reasonable

best efforts to file with the U.S. Securities and Exchange Commission a registration statement on Form S-3 within 90 days of the date thereof, covering the resale of the Registrable Securities.

*Shared Services Agreement*

Effective January 1, 2018, Alico and Trafelet Brokaw Capital Management, L.P. (“TBCM”) entered into a shared services agreement under which TBCM provides shared office space at TBCM’s offices in New York, New York, and certain related administrative support services to Alico. Messrs. Brokaw and Trafelet were the Managing Partners of TBCM. Alico reimburses TBCM for TBCM’s actual costs of providing office space and providing such administrative services (including internal allocations), in consultation with Alico. The initial term of the agreement is for one year and is thereafter automatically renewed for additional 1-year periods unless terminated by Alico. During fiscal year 2018, Alico paid approximately \$592,000 to TBCM pursuant to the shared services agreement.

## **Audit Committee Report**

The Audit Committee had primary responsibility for interacting with the Company's independent auditors during the preparation of the audited financial statements for the fiscal year ended September 30, 2018 (the "audited financial statements"). The Audit Committee currently consists of the following independent Directors: W. Andrew Krusen Jr. (Chairman), R. Greg Eisner and Joseph S. Sambuco.

W. Andrew Krusen Jr. was designated Audit Committee financial expert and was qualified to act in such capacity. The Audit Committee prepared the following report on its activities with respect to the Company's audited financial statements for the fiscal year ended September 30, 2018:

- The Audit Committee has reviewed and discussed the audited financial statements with management of the Company.
- The Audit Committee has discussed with RSM US LLP, the Company's independent auditors, the matters required to be discussed by Auditing Standard No. 1301, Communications with Audit Committees, as amended or supplemented and as adopted by the Public Company Accounting Oversight Board ("PCAOB").
- The Audit Committee has received from RSM US LLP the written disclosures and the letter required by PCAOB Ethics and Independence Rule 3526, *Communication with Audit Committee Concerning Independence* and has discussed and confirmed with RSM US LLP its independence with respect to Alico.
- Based on and relying on the review and discussions described above, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2018, for filing with the SEC.

*Audit Committee:*

R. Greg Eisner  
W. Andrew Krusen, Jr., Chairman  
Joseph S. Sambuco



**PROPOSAL 2:  
RATIFICATION OF THE SELECTION OF RSM US LLP AS OUR INDEPENDENT REGISTERED PUBLIC  
ACCOUNTING FIRM**

The Audit Committee has selected RSM US LLP as the independent registered public accounting firm to audit our consolidated financial statements for the fiscal year ending September 30, 2019. RSM US LLP currently serves as our independent registered public accounting firm.

Representatives of RSM US LLP will be present at the Annual Meeting with an opportunity to make a statement if they desire to do so and will be available to respond to appropriate questions from shareholders.

**Shareholder Ratification of the Appointment of Independent Registered Public Accountants**

We are asking our shareholders to ratify the selection of RSM US LLP as our independent registered public accounting firm. Although ratification is not required by our articles of incorporation, Amended and Restated Bylaws or otherwise, the Board of Directors is submitting the selection of RSM US LLP to our shareholders for ratification as a matter of good corporate practice. In the event the appointment is not ratified by our shareholders, the appointment will be reconsidered by the Audit Committee and the Board of Directors. Even if the selection is ratified, the Audit Committee may, in its discretion, select a different independent registered public accounting firm at any time during the fiscal year if it determines that such a change would be in the best interest of the Company and our shareholders.

**Independent Registered Public Accounting Firm**

Fees incurred relating to services provided by RSM US LLP for the fiscal years ended September 30, 2018 and 2017 were as follows:

	<b>2018</b>	<b>2017</b>
Audit Fees <sup>(1)</sup>	\$ 405,000	\$ 429,170
Audit Related Fees <sup>(2)</sup>	—	14,832
Tax Fees <sup>(3)</sup>	—	—
All Other Fees <sup>(4)</sup>	—	—
<b>Total</b>	<b>\$ 405,000</b>	<b>\$ 444,002</b>

- (1) Audit fees include the aggregate fees billed by RSM US LLP for professional services and expenses rendered for the annual audit and quarterly reviews of the Company's consolidated financial statements for the fiscal years ended September 30, 2018 and 2017 and assessment of the Company's internal controls over financial reporting and services that are normally provided in connection with statutory and regulatory filings or engagements.

- (2) Audit-related fees billed by RSM US LLP for assurance and related services that were reasonably related to the performance of the audit or review of the Company's consolidated financial statements.
- (3) Tax fees include fees billed by RSM US LLP for professional services rendered for tax compliance, advice and planning services for the fiscal years ended September 30, 2018 and 2017.
- (4) RSM US LLP did not bill for any services other than those listed above for the fiscal years ended September 30, 2018 and 2017.

The Audit Committee Charter requires that the Audit Committee pre-approve all services performed by the Company's registered public accounting firm. To fulfill that requirement, the Company's independent registered public accounting firm, RSM US LLP, provides a proposal to the Audit Committee for all services it proposes to provide and the Audit Committee then approves the proposal as appropriate. During fiscal years 2018 and 2017, 100% of the services provided by RSM US LLP were pre-approved by the Audit Committee.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" RATIFICATION OF THE  
APPOINTMENT OF RSM US LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC  
ACCOUNTING FIRM FOR FISCAL YEAR 2019.**

## **OTHER BUSINESS**

The Board of Directors is aware of no other matter that will be presented for action at the meeting. If any other matter requiring a vote of the shareholders properly comes before the meeting, the persons authorized under management proxies will vote and act according to their best judgment.

## SHAREHOLDER PROPOSALS

Shareholder proposals intended to be presented at the next Annual Meeting of Shareholders should be sent by certified mail, return receipt requested, and must be received by the Company at its principal executive offices (Attention: Corporate Secretary) by November 12, 2019 for inclusion in the Proxy Statement and the form of proxy for that meeting. Such proposals may be made only by persons who are shareholders, beneficially or of record, on the date the proposals are submitted and who continue in such capacity through the 2020 Annual Meeting of Shareholders date, of at least 1% or \$2,000 in market value of securities entitled to be voted at the meeting and have held such securities for at least one year.

Shareholders who otherwise wish to present a proposal or nominate directors at the 2020 Annual Meeting of Shareholders must deliver written notice of the proposal to our Corporate Secretary at our principal executive offices, no earlier than November 13, 2019 and no later than December 13, 2019 (provided, however, that if the 2019 Annual Meeting is held earlier than March 12, 2020 or later than June 10, 2020, proposals must be received no earlier than the close of business on the later of the 120th day prior to the 2020 Annual Meeting or the 10th day following the day on which public announcement of the 2020 Annual Meeting is first made). The submission must include certain information concerning the shareholder and the proposal, as specified in the Company's Amended and Restated Bylaws. Our Amended and Restated Bylaws are included as an exhibit to a Current Report on Form 8-K filed with the SEC on January 25, 2013, which you may access through the SEC's electronic data system called EDGAR at [www.sec.gov](http://www.sec.gov). You may also request a copy of our Amended and Restated Bylaws by contacting our Corporate Secretary at our principal executive offices.

## SHAREHOLDERS SHARING AN ADDRESS

Alico will deliver only one Proxy Statement to multiple shareholders sharing an address unless Alico has received contrary instructions from one or more of its shareholders. Alico undertakes to deliver promptly, upon written or oral request, a separate copy of this Proxy Statement to a shareholder at a shared address to which a single copy of this Proxy Statement is delivered. A shareholder can notify Alico that the shareholder wishes to receive a separate copy of this Proxy Statement, or a future Proxy Statement, by written request directed to:

Alico, Inc.  
10070 Daniels Interstate Court  
Suite 100  
Fort Myers, FL 33913  
(239)226-2000  
Attention: John E. Kiernan, Corporate Secretary

Likewise, shareholders sharing an address who are receiving multiple copies of this Proxy Statement and wish to receive a single copy of future Proxy Statements may notify Alico at the address and telephone number listed above.

## ANNUAL REPORT ON FORM 10-K AND AMENDMENT ON FORM 10-K/A

The Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2018 and the amendment thereto on Form 10-K/A, as filed with the SEC, is being mailed as Appendix A and Appendix B to this Proxy Statement; however, it is not intended that the Annual Report on Form 10-K or the amendment thereto on Form 10-K/A be deemed a part of this Proxy Statement or a solicitation of proxies.

A copy of the Annual Report on Form 10-K and the amendment thereto on Form 10-K/A may also be obtained upon request, and without charge, by writing:

Alico, Inc.  
10070 Daniels Interstate Court  
Suite 100  
Fort Myers, FL 33913  
Attention: John E. Kiernan, Corporate Secretary

By Order of the Board of Directors

/s/ John E. Kiernan  
John E. Kiernan  
*Corporate Secretary*

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders to be held on April 11, 2019:** The Company's Proxy Statement, our Annual Report on Form 10-K for the fiscal year ended September 30, 2018 and the amendment thereto on Form 10-K/A are available on our website at <http://www.alicoinc.com>. In addition, you may access these materials at <https://www.materials.proxyvote.com/016230>.

## 2019 Annual Meeting Admission Ticket

2019 Annual Meeting of  
ALICO, INC.

April 11, 2019 at 9:30 a.m. Eastern Standard Time  
Offices of Wachtell, Lipton, Rosen & Katz  
51 West 52nd Street, New York, NY 10019

Upon arrival, please present this admission ticket  
and photo identification at the registration desk.

**Important Notice Regarding the Availability of Proxy Materials for the Shareholders Meeting to be held on April 11, 2019:**

The Company's Proxy Statement, our Annual Report on Form 10-K for the fiscal year ended September 30, 2018 and the amendment thereto on Form 10-K/A are available on our website at <http://www.alicoinc.com>. In addition, you may access these materials at <https://materials.proxyvote.com/016230>.

**IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.**



**Proxy - Alico, Inc.**

**THIS PROXY IS SOLICITED ON BEHALF OF THE COMPANY'S BOARD OF DIRECTORS**

The undersigned shareholder(s) of Alico, Inc., a Florida corporation (the "Company"), hereby appoints Henry R. Slack and Benjamin D. Fishman, or either of them, the proxy or proxies of the undersigned, each with the power to appoint his substitute, and hereby authorizes them to represent and to vote, as designated on the reverse side, all the shares of Common Stock of the Company held of record by the undersigned on February 22, 2019, at the Annual Meeting of Shareholders of the Company to be held on Thursday, April 11, 2019 and at any and all adjournments thereof, with all powers the undersigned would possess if personally present.

The undersigned acknowledges receipt of the Notice of Annual Meeting of Shareholders and the Proxy Statement dated March 11, 2019. This proxy card, when properly executed, will be voted in the manner directed herein by the undersigned shareholder. **If no direction is made, this proxy will be voted FOR PROPOSAL 1 AND FOR PROPOSAL 2 AND IN THE DISCRETION OF THE PROXY HOLDERS WITH RESPECT TO SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING.**

*(Continued and to be signed on the other side)*

# ALICO

incorporated Admission Ticket

IMPORTANT ANNUAL MEETING INFORMATION

## Electronic Voting Instructions

Available 24 hours a day, 7 days a week!

Instead of mailing your proxy, you may choose one of the voting methods outlined below to vote your proxy.

VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR.

**Proxies submitted by the Internet or telephone must be received by 1:00 a.m., Eastern Time, on April 11, 2019.**

### Vote by Internet

Go to [www.investorvote.com/ALCO](http://www.investorvote.com/ALCO)

Or scan the QR code with your smartphone

Follow the steps outlined on the secure website

### Vote by telephone

Call toll free 1-800-652-VOTE (8683) within the USA, US territories & Canada on a touch tone telephone

Follow the instructions provided by the recorded message

Using a **black ink** pen, mark your votes with an **X** as shown in

this example. Please do not write outside the designated areas.



## Annual Meeting Proxy Card

IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.

### **A. Proposals - The Board of Directors recommends a vote FOR all the nominees listed and FOR Proposal 2.**

1. ELECTION OF DIRECTORS: For Withhold      For Withhold      For Withhold

01 - George R. Brokaw           02 - R. Greg Eisner           03 - Benjamin D. Fishman     

04 - W. Andrew Krusen, Jr.           05 - Henry R. Slack      

For Against Abstain

2. RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF RSM US LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2019           

3. IN THEIR DISCRETION, THE PROXY OR PROXIES ARE AUTHORIZED TO VOTE UPON SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY AND ALL ADJOURNMENTS THEREOF.



**B. Non-Voting Items**

**Change of Address** - Please print new address below.

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**Meeting Attendance**

Mark box to the right if you plan to attend the Annual Meeting.

**C. Authorized Signatures - This section must be completed for your vote to be counted. - Date and Sign Below**

(Executors, Administrators, Trustees, Guardians, etc. will so indicate when signing.)

Date (mm/dd/yyyy) - Please print date below. Signature 1 - Please keep signature within the box. Signature 2 - Please keep signature within the box.

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