

**THIS INFORMATION STATEMENT IS BEING PROVIDED TO YOU BY  
THE BOARD OF DIRECTORS OF AMERICAN BILTRITE INC.**

**WE ARE NOT ASKING YOU FOR A PROXY, AND YOU ARE  
REQUESTED NOT TO SEND US A PROXY**

**American Biltrite Inc.  
57 River Street  
Wellesley Hills, Massachusetts 02481**

**INFORMATION STATEMENT  
June 23, 2016**

**Information Statement  
for the 2016 Annual Meeting of Stockholders**

**AMERICAN BILTRITE INC.**

57 River Street  
Wellesley Hills, Massachusetts

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**INFORMATION STATEMENT  
FOR THE 2016 ANNUAL MEETING OF STOCKHOLDERS**

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This information statement is being furnished to the stockholders of American Biltrite Inc. (the "Company") in connection with the 2016 Annual Meeting of Stockholders, and any adjournment, postponement or continuation of that meeting (the "Meeting").

The 2016 Annual Meeting of Stockholders will be held at the offices of Skadden Arps, Slate Meagher & Flom, LLP, 4 Times Square, New York, New York on Tuesday, August 9, 2016 at 9:00 AM Eastern Daylight Savings Time. The principal executive offices are located at 57 River Street, Wellesley Hills, Massachusetts 02481.

This information statement is being mailed to stockholders on or about June 23, 2016.

**WE ARE NOT ASKING FOR A PROXY, AND YOU ARE REQUESTED NOT TO SEND US A PROXY. STOCKHOLDERS OF RECORD MAY VOTE THEIR SHARES TO ELECT TWO NOMINEES FOR DIRECTOR AND TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE OUR MEETING BY ATTENDING THE MEETING AND VOTING IN PERSON OR BY VOTING THROUGH AN INDIVIDUAL WHO WILL ATTEND THE MEETING AS YOUR PROXY.**

If you plan to attend the Meeting and wish to vote in person, the Company will give you a ballot at the Meeting; however, if your shares are held in the name of your broker, bank or other nominee, you must obtain from your broker, bank or other nominee and bring to the Meeting a "legal proxy" authorizing you to vote your "street name" shares held at the close of business on June 17, 2016.

On June 17, 2016, there were issued and outstanding 32,477 shares of common stock. Only stockholders of record at the close of business on that date are entitled to notice of and to vote at the Meeting or any adjournment thereof, and those entitled to vote will have one vote for each share held.

A quorum for the consideration of election of directors or any question at the Meeting will consist of a majority in interest of all stock issued and outstanding and entitled to vote upon that question. A plurality of the votes properly cast for the election of a director at the Meeting is required to elect a director. Shares represented by ballots marked “**WITHHELD**” with regard to the election of directors will be counted for purposes of determining whether there is a quorum at the Meeting, but will not be voted in the election of directors and, therefore, will have no effect on the determination of the outcome of the votes for the election of directors

## **MATTERS TO BE SUBMITTED FOR STOCKHOLDER CONSIDERATION**

### **PROPOSAL 1: Election of Directors**

The Board of Directors is divided into three classes. The term for each class is three years with the term for each class expiring at successive Annual Meetings of Stockholders. The Stockholders are being asked to elect two Class II directors at the Meeting.

The Board of Directors currently consists of ten directors, with eight directors currently serving on the Board of Directors, with three directors in Class I, two directors in Class II and three directors in Class III. The Board of Directors has not yet determined what action it will take regarding the seats currently vacant on the Board of Directors.

The term of those Class II directors elected at the Meeting will expire at the Annual Meeting of Stockholders held in 2019, and those directors will hold office until the election and qualification of their successors or until their earlier death, resignation, retirement, disqualification or removal from office. Should any person named above be unable or unwilling to serve as a director, stockholders at the Meeting may vote for such other person as the Board of Directors may recommend. Each nominee is currently a director of the Company.

*The Board of Directors has nominated:*

Roger S. Marcus and John C. Garrels III as Class II Directors.

### **Recommendation of the Board of Directors**

The Board of Directors unanimously recommends that our stockholders attend the Annual Meeting and vote “**FOR**” the election of each of the nominees for Class II director.

### **TRANSACTION OF OTHER BUSINESS**

At the date of this Information Statement, the only business which the Board intends to present at the Annual Meeting is the election of Class II Directors. If any other matter or matters are properly brought before the Annual Meeting, or an adjournment or postponement thereof, the stockholders present at the Annual Meeting may vote on such matters.

By Order of the Board of Directors  
American Bilrite Inc.

Howard N. Feist III  
Secretary

Wellesley Hills, Massachusetts  
June 23, 2016