

# ANNUAL MEETING OF STOCKHOLDERS OF FREQUENCY ELECTRONICS, INC.

October 8, 2013

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**NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:**

The Notice of Meeting, Proxy Statement, Proxy Card are available at <http://ir.frequelec.com/proxyvote.cfm>

Please sign, date and mail  
your proxy card in the  
envelope provided as soon  
as possible.

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**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF DIRECTORS,  
"FOR" PROPOSALS 2, 3 AND FOR " \_ YEARS" ON PROPOSAL 4.**

**PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE**

1. Election of five (5) directors to serve until the next Annual Meeting of Stockholders and until their respective successors shall have been elected and shall have qualified.

- FOR ALL NOMINEES
- WITHHOLD AUTHORITY FOR ALL NOMINEES
- FOR ALL EXCEPT (See instructions below)

**NOMINEES:**

- General Joseph P. Franklin
- Martin B. Bloch
- Joel Girsky
- Admiral S. Robert Foley
- Richard Schwartz

2. To consider and act upon ratifying the appointment of EisnerAmper LLP as independent auditors for the fiscal year commencing May 1, 2013. FOR  AGAINST  ABSTAIN

3. To conduct a non-binding advisory vote on executive compensation. FOR  AGAINST  ABSTAIN

4. To conduct a non-binding advisory vote on the frequency of holding future non-binding advisory votes on executive compensation. 1 year  2 years  3 years  ABSTAIN

5. To transact such other business as may properly come before the meeting or any adjournment or adjournments thereof.

**INSTRUCTIONS:** To withhold authority to vote for any individual nominee(s), mark "FOR ALL EXCEPT" and fill in the circle next to each nominee you wish to withhold, as shown here: ●

All as described in the Proxy Statement dated August 28, 2013, receipt of which is hereby acknowledged. The Board of Directors requests that you fill in, date and sign the Proxy and return it in the enclosed postpaid envelope.

**PLEASE MARK, SIGN, DATE AND RETURN THE PROXY CARD PROMPTLY, USING THE ENCLOSED ENVELOPE.**

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Stockholder  Date:  Signature of Stockholder  Date:

**Note:** Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.