

**UNIVERSAL MFG. CO.**  
**PROXY SOLICITED BY THE BOARD OF DIRECTORS**  
**FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD DECEMBER 6, 2016**

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders  
To be Held December 6, 2016.**

**Notice of Internet Availability of Proxy Materials**

Your name, Account Number and Control Number appear in the upper-left-hand-corner of this Notice for online voting purposes. To vote your shares, please follow the instructions listed below.

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

The proxy statement and proxy card of Universal Mfg. Co., are available at [www.shareholdervote.info](http://www.shareholdervote.info). If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before November 28, 2016, to facilitate timely delivery.

The proxy statement and proxy card of Universal Mfg. Co. are available at the web site specified below.

Step 1: Go to [www.shareholdervote.info](http://www.shareholdervote.info)

Step 2: Click on the Universal Mfg. Co. link to access the Proxy Materials.

Step 3: You can view or download the proxy materials at this time. Your proxy card contains the information to vote your proxy online.

Step 4: To vote your proxy online you can enter the proxy vote from the materials page or put in the address:

<http://www.shareholdervote.info/proxyvote2> to login to vote your proxy. Control Number and Id needed to vote online are listed above.

**How to receive a copy of the proxy materials by mail for this meeting or for future shareholder meetings:**

**Telephone:** Call the transfer agent of Universal Mfg. Co., Securities Transfer Corporation, at 800-780-1920

**E-Mail:** Send an email with "Proxy Materials Order" in the subject line and in the body of the message, include your full name, address, and request, to: [info@shareholdervote.info](mailto:info@shareholdervote.info)

**How to attend the meeting and vote in person:**

**Universal Mfg. Co.'s** Annual Meeting will be held at 1128 Lincoln Mall, Suite 300, Lincoln, Nebraska 68508. Please bring this notice with you if you intend to vote in person at the meeting. To receive directions to the meeting, please contact Universal Mfg. Co. at (402) 261-3851.

**Proposals to be voted on at Universal Mfg. Co., Annual Meeting are listed below along with the recommendations of the Board of Directors of Universal Mfg. Co.**

All the following matters are proposed by the Company:

1. Ratification of the appointment of RSM US LLP (f/k/a McGaldrey LLP), certified public accountants, as our independent registered public accounting firm for the fiscal year ending December 31, 2016.
2. To elect two directors to hold office for two years until the 2018 Annual Meeting of Stockholders or until their successors are duly elected and qualify.

The shares represented by this Proxy will be voted as directed. WHERE NO DIRECTION IS GIVEN, THE SHARES WILL BE VOTED **FOR**.