

**Important Notice Regarding the Availability of Proxy Materials for Universal Mfg. Co.'s Annual Meeting of Stockholders to be Held on December 6, 2016.**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF  
UNIVERSAL MFG. CO.**

**Annual Meeting of Stockholders  
To be Held on December 6, 2016**

The undersigned, a stockholder of Universal Mfg. Co., a Nebraska corporation (the "Company"), does hereby appoint Donald L. Dunn, with full power of substitution as the lawful proxy to vote all of the shares of common stock, \$1.00 par value per share (the "Common Stock"), of the Company that the undersigned would be entitled to vote on all matters that may properly come before the Company's Annual Meeting of Stockholders to be held at the Company's offices at 1128 Lincoln Mall, Suite 300, Lincoln, Nebraska 68508, on Tuesday, December 6, 2016, at 10:00 A.M., local time, or at any adjournments or postponements thereof (the "Annual Meeting").

**THE BOARD OF DIRECTORS (THE "BOARD") RECOMMENDS A VOTE "FOR" PROPOSAL 1 AND A VOTE "FOR" THE ELECTION OF EACH OF THE NOMINEES NAMED IN PROPOSAL 2. PROPERLY EXECUTED PROXIES WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED. IF NO SUCH DIRECTIONS ARE GIVEN, SUCH PROXIES WILL BE VOTED "FOR" PROPOSAL 1 AND A VOTE "FOR" THE ELECTION OF EACH OF THE NOMINEES NAMED IN PROPOSAL 2.**

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.

FOR [ ]                      AGAINST [ ]                      ABSTAIN [ ]

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.

FOR ALL NOMINEES [ ]                      WITHHOLD AUTHORITY TO [ ]                      FOR ALL NOMINEES EXCEPT [ ]  
VOTE FOR ALL NOMINEES

Nominees:            01            Jeff A. Einfalt  
                          02            P. Kevin Pope

TO WITHHOLD AUTHORITY TO VOTE FOR ANY INDIVIDUAL NOMINEE(S), MARK "FOR ALL NOMINEES EXCEPT" AND WRITE THE NUMBER(S) OF THE NOMINEE(S) ON THE LINE BELOW:

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In addition to these matters, stockholders may be asked to vote on such other matters as may properly come before the Annual Meeting or any adjournment or postponement of the Annual Meeting.

**WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING AND REGARDLESS OF THE NUMBER OF SHARES YOU OWN, YOUR VOTE IS IMPORTANT. PLEASE DATE, SIGN AND RETURN THIS PROXY CARD IN THE ENCLOSED ENVELOPE (WHICH REQUIRES NO POSTAGE IF MAILED IN THE UNITED STATES).**

If properly executed, this proxy will be voted as directed above and in the discretion of the herein named proxies, their substitutes, or any of them with respect to any matters as may properly come before the Annual Meeting that are unknown to the Company a reasonable time before this solicitation. The undersigned stock holder hereby revokes any proxy or proxies heretofore given by the undersigned for the Annual Meeting and here by ratifies and confirms all action the herein named attorneys and proxies, their substitutes, or any of them may lawfully take by virtue hereof.

DATED: \_\_\_\_\_, \_\_\_\_\_

\_\_\_\_\_  
(Print Full Name of Stockholder)

\_\_\_\_\_  
(Signature of Stockholder)

\_\_\_\_\_  
(Signature if held jointly)

**NOTE: Please sign exactly as your name or names appear hereon. When signing as attorney, executor, administrator, trustee or guardian, please indicate the capacity in which you are signing. When signing as joint tenants, all parties in the joint tenancy should sign. When a proxy is given by a corporation or partnership, it should be signed with full corporate or partnership name by a duly authorized officer.**