

P&F INDUSTRIES INC  
Form DEF 14A  
April 29, 2019

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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

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 Section 240.14a-12

P & F Industries, Inc.  
(Name of Registrant as Specified In Its Charter)

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

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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P & F INDUSTRIES, INC.

445 Broadhollow Road, Suite 100

Melville, New York 11747

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To be held May 22, 2019

To the Stockholders of

P&F Industries, Inc.:

The Annual Meeting of Stockholders of P&F Industries, Inc. will be held at the Conference Center at 445 Broadhollow Road, Melville, New York 11747 on Wednesday, May 22, 2019 at 10:00 A.M., for the following purposes:

(1)

To elect two directors, each to hold office for three years;

(2)

To consider and act upon a proposal to ratify the appointment of CohnReznick LLP as the Company's independent registered public accounting firm for the year 2019;

(3)

To consider and approve an advisory (non-binding) resolution regarding the compensation of our named executive officers;

(4)

To consider and act upon an advisory (non-binding) vote on the frequency at which the Company should include an advisory vote regarding the compensation of our named executive officers in its future proxy statements for stockholder consideration; and

(5)

To consider and act upon such other business as may properly come before the Annual Meeting or any adjournment or postponement thereof.

In accordance with the provisions of the Company's By-laws, the Board of Directors has fixed the close of business on April 15, 2019 as the date for determining stockholders of record entitled to receive notice of, and to vote at, the Annual Meeting.

Your attention is directed to the accompanying Proxy Statement.

You are cordially invited to attend the Annual Meeting. If you do not expect to attend the Annual Meeting in person, please vote, date, sign and return the enclosed proxy as promptly as possible in the enclosed reply envelope.

By order of the Board of Directors

JOSEPH A. MOLINO, JR.

Secretary

Dated:

April 29, 2019

Melville, New York

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 22, 2019:

This Proxy Statement and our Annual Report to Stockholders, which includes our Annual Report on Form 10-K for the year ended December 31, 2018, are available at: <https://materials.proxyvote.com/692830>.

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P & F INDUSTRIES, INC.

445 Broadhollow Road, Suite 100

Melville, New York 11747

PROXY STATEMENT

This proxy statement is being furnished by the Board of Directors (the “Board of Directors”) of P&F Industries, Inc. (the “Company”) to holders of the Company’s Class A Common Stock, \$1.00 par value (the “Common Stock”), in connection with the solicitation of proxies by the Board of Directors for use at its 2019 annual meeting of stockholders or any adjournment or postponement thereof (the “Annual Meeting”).

The Company’s principal offices are located at 445 Broadhollow Road, Suite 100, Melville, New York 11747. The Company anticipates mailing this proxy statement to stockholders on or about April 29, 2019.

ABOUT THE ANNUAL MEETING

Date, Time and Place of Meeting

The Annual Meeting will be held on Wednesday, May 22, 2019, at 10:00 a.m. local time at the Conference Center at 445 Broadhollow Road, Melville, New York.

Record Date and Voting Rights

The Board of Directors established the close of business on April 15, 2019 as the record date for determining the holders of the Common Stock entitled to notice of and to vote at the Annual Meeting. On the record date, 3,171,455 shares of Common Stock were outstanding and entitled to vote at the Annual Meeting. The Company’s stockholders are entitled to one vote for each share of Common Stock held as of the record date on all matters.

Only stockholders and persons holding proxies from stockholders may attend the Annual Meeting. If your shares are registered directly in your name on the books of the Company maintained with the Company’s transfer agent, you are considered the “registered holder” of those shares, and you must bring a form of identification to the Annual Meeting. If your shares are held in the name of a broker, trust, bank or other nominee, you are considered the “beneficial owner” of shares held in “street name”, and in addition to a form of identification, you must bring a proxy or letter from that broker, trust, bank or other nominee that confirms you are the beneficial owner of those shares. Cameras and recording devices will not be permitted at the Annual Meeting.

Quorum

Transaction of business at the Annual Meeting may occur if a quorum is present. If a quorum is not present, it is expected that the Annual Meeting will be adjourned or postponed in order to permit additional time for soliciting and obtaining additional proxies or votes, and, at any subsequent reconvening of the Annual Meeting, all proxies will be voted in the same manner as such proxies would have been voted at the original convening of the Annual Meeting, except for any proxies that have been effectively revoked or withdrawn.

The presence at the Annual Meeting, in person or by proxy, of the holders of a majority of the total votes entitled to be cast constitutes a quorum. If a share of Common Stock is represented for any purpose at the Annual Meeting, it is deemed to be present for quorum purposes and for all other matters as well. Shares of Common Stock represented by a properly executed proxy will be treated as present at the Annual Meeting for purposes of determining a quorum, without regard to whether the proxy is marked as casting a vote or abstaining.

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### Broker Non-Votes, Withheld Votes and Abstentions

If you are a beneficial owner whose shares are held by a broker, trust, bank or other nominee, you must instruct the broker, trust, bank or other nominee how to vote your shares. If you do not provide voting instructions, your shares will not be voted on proposals on which there is no discretionary voting authority, namely: Proposal 1 (election of directors), Proposal 3 (advisory (non-binding) vote on executive compensation) and Proposal 4 (advisory (non-binding) vote on frequency of executive compensation voting). This is called a “broker non-vote.” Your shares will be counted as present at the meeting for quorum purposes but not present and entitled to vote for purposes of these specific proposals. Therefore, it is very important that beneficial owners instruct their broker, trust, bank or other nominee how they wish to vote their shares. If you do not provide your broker, trust, bank or other nominee with voting instructions with respect to Proposal 2 (ratification of appointment of independent registered public accounts), your broker, trust, bank or other nominee has discretion to vote your shares on this proposal, which is considered a “routine” management proposal.

Withheld votes and broker non-votes will have no effect on the election of directors. Abstentions will have the same effect as votes against Proposal 2, Proposal 3 and each of the frequency votes under Proposal 4. Broker non-votes are inapplicable to Proposal 2 and will have no effect on Proposal 3 and Proposal 4.

### Solicitation of Proxies

The Company will bear the cost of the solicitation of proxies from its stockholders. In addition to solicitation by mail, the directors, officers and employees of the Company, without additional compensation, may solicit proxies from stockholders by telephone, by letter, by email or facsimile, in person or otherwise.

### Voting Proxies

Whether you hold shares of Common Stock directly as a registered stockholder or beneficially as a beneficial stockholder, you may direct how your shares are voted without attending the Annual Meeting. For directions on how to vote, please refer to the proxy card provided.

All proxies properly submitted and not revoked will be voted at the Annual Meeting in accordance with the instructions indicated thereon. If no instructions are provided, such proxies will be voted “FOR” the nominees set forth in Proposal 1, “FOR” Proposals 2 and 3, and “1 Year” with respect to Proposal 4.

### Voting in Person at the Annual Meeting

You may also vote in person at the Annual Meeting. Votes in person will replace any previous votes you have made. The Company will provide a ballot to registered stockholders who request one at the Annual Meeting. Shares of Common Stock held in your name as the registered holder may be voted on that ballot. Shares of Common Stock held beneficially in street name may be voted on a ballot only if you bring a legal proxy from the broker, trust, bank or other nominee that holds your shares giving you the right to vote the shares. Attendance at the Annual Meeting without voting or revoking a previous proxy in accordance with the voting procedures will not in and of itself revoke a proxy.

Your vote is very important. Whether or not you plan to attend the Annual Meeting, please take the time to vote so that your shares will be represented at the Annual Meeting.

### Revocation of Proxies

If you are a beneficial stockholder, you may revoke your proxy or change your vote by following the separate instructions provided by your broker, trust, bank or other nominee. If you are a registered holder, you may revoke your proxy at any time before it is exercised at the Annual Meeting by (i) delivering written notice, bearing a date later than the proxy, stating that the proxy is revoked, (ii) submitting a later-dated proxy relating to the same shares prior to the vote at the Annual Meeting, or (iii) attending the Annual Meeting and properly giving notice of revocation to the inspector of elections or voting in person.



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Other Business

The Board of Directors is not aware of any matters to be properly presented for action at the Annual Meeting other than the proposals relating to the election of directors, the ratification of the appointment of the Company's independent registered public accountant for 2019, the approval of an advisory (non-binding) resolution regarding the compensation of named executive officers and approval of an advisory (non-binding) vote on the frequency of executive compensation voting. The Company does not intend to bring any other matters before the Annual Meeting. However, if any other matters should properly come before the Annual Meeting, it is intended that the holders of the proxies will vote them in their discretion.

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## OWNERSHIP OF EQUITY SECURITIES

The following table sets forth the beneficial ownership of Common Stock as of the record date, including shares as to which a right to acquire ownership within 60 days of the record date exists (for example, through the exercise of stock options) within the meaning of Rule 13d-3(d)(1) under the Exchange Act, by (i) each director and nominee for director, (ii) the “named executive officers” listed in the Summary Compensation Table (Richard A. Horowitz and Joseph A. Molino, Jr.), (iii) each person known by the Company to be the beneficial owner of more than 5% of the Common Stock, and (iv) all directors and executive officers as a group. Except as indicated in the applicable footnotes, each beneficial owner listed has sole voting power and sole investment power over the shares of Common Stock indicated. Except as indicated in the applicable footnotes, the address of each beneficial owner is in the care of the Company, 445 Broadhollow Road, Suite 100, Melville, New York 11747.

Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Howard Brod Brownstein	18,148(1)	*
Jeffrey D. Franklin	8,248(1)	*
Richard A. Horowitz	1,346,306(2)	42.3%
Joseph A. Molino, Jr.	135,628(3)	4.2%
Richard P. Randall	8,338(1)(4)	*
Kenneth M. Scheriff	7,348(1)	*
Mitchell A. Solomon	8,248(1)	*
Grace Horowitz	217,471(5)	6.9%
Lawndale Capital Management, LLC	502,873(6)	15.9%
All directors and executive officers as a group (7 persons)	1,532,264(7)	47.2%

\*

Less than 1%.

(1)

Includes 1,250 restricted shares which provide for vesting on May 22, 2019.

(2)

Includes 10,000 shares issuable upon the exercise of stock options. Also includes 205,909 shares subject to an agreement with the Company, as discussed immediately following this table and accompanying footnotes under the heading “Agreement Relating to Mr. Horowitz’s Common Stock”.

(3)

Includes 65,820 shares issuable upon the exercise of stock options.

(4)

Includes 2,090 shares issuable upon the exercise of stock options.

(5)

Information obtained from a Schedule 13G/A, filed with the SEC on February 12, 2018 by Grace Horowitz. According to such Schedule 13G/A, Mrs. Horowitz, as sole trustee and beneficiary of a family trust, has sole voting and dispositive power over all 217,471 shares. The address of Grace Horowitz is c/o Moomjian, Waite & Coleman, LLP, 100 Jericho Quadrangle, Suite 225, Jericho, New York 11753.

(6)

According to a Schedule 13D/A filed with the SEC by Lawndale Capital Management, LLC (“Lawndale”), Andrew E. Shapiro and Diamond A Partners, L.P. (“Diamond”) on May 18, 2016, each of Lawndale and Andrew E. Shapiro share voting and dispositive power with respect to 464,826 shares, and Diamond shares voting and dispositive power with respect to 395,726 of such shares. Further, according to an Annual Statement of Changes in Beneficial Ownership on Form 5 (“Form 5”) filed by Lawndale on January 29, 2018, Lawndale beneficially owns 502,873 shares and according to a Form 5 filed by Diamond on January 29, 2018, Diamond beneficially owns 429,073 shares; however, it should be noted that the determination of beneficial ownership in the Schedule 13D/A may differ from the determination of beneficial ownership in the Forms 5. The address of each of the foregoing is 591 Redwood Highway, Suite 2345, Mill Valley, California 94941.

(7)

Includes 77,910 shares issuable upon the exercise of stock options. Includes the beneficial ownership of Messrs. Brownstein, Franklin, Horowitz, Molino, Randall, Scheriff and Solomon.

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Agreement Relating to Mr. Horowitz's Common Stock

In connection with the Company's repurchase of Common Stock from certain Fidelity Management & Research Company affiliates (discussed below under "Related Party Transactions"), Mr. Horowitz entered into an agreement with the Board of Directors, dated February 14, 2019 (the "Letter Agreement"), pursuant to which Mr. Horowitz agreed that with respect to any vote of the Company's stockholders, to the extent the percentage of Common Stock held by him and Grace Horowitz (his mother) exceeds 42.5% of the shares eligible to vote on a matter, such "excess shares" shall either not be voted or shall be voted proportionately with the vote of all holders of Common Stock other than shares of Common Stock held by Mr. Horowitz, Grace Horowitz or any other stockholder that is a Schedule 13D filer with respect to the Company, or as otherwise determined by a resolution of the majority of the independent directors of the Company. As of the record date, 205,909 of Mr. Horowitz's shares are deemed "excess shares". Additionally, pursuant to the Letter Agreement, Mr. Horowitz agreed to the following:

- He has no intent to acquire absolute majority control of the Company, and in any event will not offer (whether privately or publicly) to acquire the Company without the prior approval of the independent members of the Board of Directors;
- If an offer to acquire the Company or more than 20% of the equity of the Company is received from a third party, Mr. Horowitz will only sell his shares (or vote such shares) in a transaction approved by the independent members of the Board of Directors and whereby all stockholders other than Mr. Horowitz receive no less favorable consideration (in timing, form and amount) than he receives for his shares (provided this clause shall not be deemed to restrict payment to Mr. Horowitz of any compensation related items);
- Without the approval of a majority of the independent members of the Board of Directors, Mr. Horowitz will not transfer shares of Common Stock other than (i) pursuant to Rule 144 of the Securities Act of 1933 (the "Securities Act"), (ii) to a person, who after giving effect to such transfer, has beneficial ownership of 4.9% or less of the Common Stock, or (iii) in a disposition to a relative or relatives or trust for the benefit of a relative or relatives where each transferee agrees to be bound by the terms of the Letter Agreement; and
- Mr. Horowitz will not take any action to remove an independent member of the Board of Directors from the Board of Directors without the prior approval of either (i) a majority of the other independent directors, or (ii) a majority of shares of Common Stock (other than shares held by Mr. Horowitz, Grace Horowitz or any of such directors).

The provisions of the Letter Agreement terminate 90 days after the date the Common Stock held by Mr. Horowitz and Grace Horowitz are less than 35% of the then-outstanding shares of Common Stock. In the Letter Agreement, Mr. Horowitz disclaimed beneficial ownership of the shares of Common Stock held by Grace Horowitz.

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PROPOSAL 1

**ELECTION OF DIRECTORS**

As permitted by Delaware law and pursuant to the Company's By-laws, the Board of Directors is divided into three classes, the classes being divided as equally as possible and each class having a term of three years. Each year the term of office of one class expires. A director elected to fill a vacancy, including a vacancy resulting from an increase in the number of directors constituting the Board of Directors, serves for the remaining term of the class in which the vacancy exists. The Board of Directors presently consists of six members, with each class consisting of two members. The Board of Directors proposed that Messrs. Brownstein and Horowitz, whose terms expire at the Annual Meeting, each be elected as director to serve for a term expiring at the 2022 annual meeting of stockholders and until their successors are duly elected and qualified. Unless otherwise indicated, the enclosed proxy will be voted for the election of Messrs. Brownstein and Horowitz as nominees, to serve for the terms as set forth above. Should either such nominee become unable to serve for any reason or, for good cause will not serve, which is not anticipated, the Board of Directors may, unless the Board of Directors by resolution provides for a lesser number of directors, designate a substitute nominee, in which event the persons named in the enclosed proxy will vote for the election of such substitute nominees.

**Required Vote and Effect**

The directors will be elected by the plurality vote of the holders of the Common Stock entitled to vote at the Annual Meeting and present in person or represented by proxy. With respect to the election of directors, you may vote "for" or "withhold" authority to vote for each of the nominees. Any shares not voted "for" a particular nominee (whether as a result of stockholder withholding or a broker non-vote) will not be counted in any nominee's favor and will have no effect on the outcome of the election.

**THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE**

**"FOR" THE FOREGOING NOMINEES.**

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## Information as to Directors and Nominees for Directors

Certain information regarding each of our nominees for director, including his respective experience, qualifications, attributes and skills that led the Board of Directors to conclude that the individual should serve on the Board of Directors and his principal occupation and directorships during at least the past five years, is set forth below. Also set forth below is the name and age of such nominee for director and each director currently in office and whose term continues, his principal occupation, the year each became a director of the Company and a description of his principal occupation for at least the past five years and certain other qualifications. The information set forth below is as of the record date.

Name	Age	Served as Director Continuously Since
Nominees to Continue in Office until the 2022 Annual Meeting of Stockholder:		
Howard Brod Brownstein	68	2010
Richard A. Horowitz	69	1975
Directors to Serve in Office Until the 2020 Annual Meeting of Stockholders:		
Kenneth M. Scheriff	69	2005
Mitchell A. Solomon	59	2004
Directors to Serve in Office Until the 2021 Annual Meeting of Stockholders:		
Jeffrey D. Franklin	65	2004
Richard P. Randall	81	2012

Richard A. Horowitz has been Chairman of the Board of Directors and Chief Executive Officer of the Company since November 1995 and has been President of the Company since 1986. Mr. Horowitz brings valuable insight and knowledge about the Company to the Board of Directors due to his extensive experience as an executive officer of the Company, his perspective as a long-standing significant Company stockholder, and his many years of oversight of the businesses which the Company operates.

Howard Brod Brownstein has been the President of The Brownstein Corporation, a turnaround and crisis management consulting, advisory and investment banking firm, since 2010. From 1999 through 2009, Mr. Brownstein was a Principal of NachmanHaysBrownstein, Inc., a management consulting firm. Mr. Brownstein served on the board of directors of A.M. Castle & Co., a global distributor of specialty metal and supply chain services, from September 2016 until August 2017, and on its human resources and audit committees. From February 2016 through May 2017, Mr. Brownstein served on the board of directors of PICO Holdings, Inc., a holdings company with investments in, among other things, water treatment/water storage and real estate-related operations, where he served as chairman of the audit committee. Since November 2016, Mr. Brownstein has also served on the board of directors of Merakev, formerly known as NHS Human Services, a non-profit provider of community-based education and human services, where he currently serves on the Audit Committee. From 2003 through 2006, he served on the boards of directors and audit committees of Special Metals Corporation, a privately held nickel alloy producer (where he also chaired the audit committee) and Magnatrx Corporation, a privately held manufacturer of metal buildings. In 2010, he served on the board of Betsey Johnson, a privately held apparel designer and retailer. Additionally, from January 2014 through April 2015, Mr. Brownstein served on the board of directors of LMG2, a privately-held Chicago-based parking facility operator. Mr. Brownstein brings to the Board of Directors a broad financial and management consulting background, including extensive experience in financing, restructuring, strategic planning and corporate governance matters. Additionally, Mr. Brownstein is a Board Leadership Fellow of the National Association of Corporate Directors (“NACD”), through which he completed NACD’s comprehensive program of study for corporate directors and continues to supplement his director skill sets through ongoing engagement with the director community, and access to leading practices. Further, he served as the President of the Philadelphia Chapter of the NACD from January 2016 through March 2019.



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Jeffrey D. Franklin has been an accounting and finance consultant, primarily providing services to the logistics, energy management and building automation sectors, since October 2018. Prior to that, Mr. Franklin was an Executive Vice President and the Chief Financial Officer of Executive Charge Inc., a company providing billing and administrative services for affiliated corporations in the transportation, package delivery, radio communications and real estate management industries, for more than five years. Mr. Franklin is a Certified Public Accountant licensed in the State of New York. Mr. Franklin brings to the Board of Directors significant financial, accounting and managerial experience.

Richard P. Randall served as Chief Operating Officer and Chief Financial Officer of Direct Holdings Worldwide, LLC, the parent company of Lillian Vernon Corp. and Time-Life, from 2002 until 2005. Prior to that, Mr. Randall was the Chief Financial Officer of Coach, Inc. from 2000 to 2001 and the Chief Financial Officer of Lillian Vernon Corp. from 1998 to 2000. Mr. Randall holds a degree in accounting and is a Certified Public Accountant, and has more than 40 years of experience in various accounting and finance positions. Since 2006, Mr. Randall has been serving as a member of the Board of Directors of Steven Madden, Ltd., a company that is engaged in the design, sourcing and marketing of footwear and accessories, where he is the Chairman of the Audit Committee and a member of the Nominating/Corporate Governance Committee. From 2009 through 2014, Mr. Randall served as a member of the board of directors of Aceto Corp., a company that is engaged in the marketing, sale and distribution of human health-related products, pharmaceutical ingredients and specialty chemicals and agricultural protection products. Mr. Randall is also a former director and member of the Executive, Finance, Audit and Research Committees of The Burke Rehabilitation Hospital, and retains a board seat on The Burke Foundation's board. Mr. Randall also served as a director and chair of the Audit Committee for two unrelated Chinese companies publicly traded in the U.S., Universal Travel Group and Home Systems Group, from 2007 until 2008. Mr. Randall brings to the Board of Directors extensive knowledge of accounting and finance, the retail industry (including overseas importing) and the issues impacting a publicly traded company.

Kenneth M. Scheriff has been the Executive Vice President of certain commercial banking subsidiaries of New York Community Bancorp, Inc., a financial institution listed on the New York Stock Exchange, since January 2008 (New York Commercial Bank from January 2008 through November 2018 and New York Community Bank thereafter, following its merger with New York Commercial Bank). From 2005 through December 2007, Mr. Scheriff was Executive Vice President of the Commercial Loan Group of State Bank of Long Island, a commercial bank listed on the Nasdaq Stock Market, and was employed in an executive capacity with such bank since 1995. Mr. Scheriff brings to the Board of Directors executive level experience and extensive knowledge of the banking industry and credit markets.

Mitchell A. Solomon has been President of EBY Electro, Inc., a manufacturer of electric and electronic connectors and power supplies, for more than the past five years. Mr. Solomon brings a strong operational and strategic background and valuable business, leadership and management experience to the Board of Directors, including extensive experience in foreign manufacturing and importing of industrial goods.

## **CORPORATE GOVERNANCE**

The Company operates within a comprehensive plan of corporate governance for the purpose of defining independence, assigning responsibilities, setting high standards of professional and personal conduct and assuring compliance with such responsibilities and standards.

### **Director Independence**

The standards relied upon by the Board of Directors in affirmatively determining whether a director is "independent," in compliance with NASDAQ and SEC rules, are comprised, in part, of those objective standards set forth in such rules. In addition to these objective standards and in compliance with NASDAQ and SEC rules, no director will be considered independent who has a relationship which, in the opinion of the Company's Board of Directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The Board of Directors exercises appropriate discretion in identifying and evaluating any such relationship. The Board of Directors, in applying the above-referenced standards



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and after considering all of the relevant facts and circumstances, has affirmatively determined that the Company's "independent" directors are: Howard Brod Brownstein, Jeffrey D. Franklin, Richard P. Randall, Kenneth M. Scheriff and Mitchell A. Solomon, representing a majority of the members of the Board of Directors.

The Company's independent directors hold annually at least two formal meetings or executive sessions of the Board of Directors without management present. In 2018, the Company's independent directors held six such meetings or sessions. The Lead Independent Director, or in his absence, another independent director chosen by the independent directors, presides at such non-management meetings or sessions. The role of the Lead Independent Director is discussed in greater detail under "Board Leadership Structure" below.

Meetings and Committees of the Board of Directors

During 2018, the Board of Directors held ten meetings. No director attended fewer than 75% of the aggregate number of meetings of the Board of Directors and all committees on which he served.

During 2018, the Board of Directors had an Audit Committee, a Compensation Committee, a Corporate Governance and Nominating Committee and a Strategic Planning and Risk Assessment Committee. In addition, from time to time, special committees may be established under the direction of the Board of Directors when necessary to address specific issues.

Audit Committee

During 2018 and as of the record date, the members of the Audit Committee were Messrs. Franklin (Chairman), Brownstein and Randall. During 2018, the Audit Committee held four meetings. Among other things:

- Each member of the Audit Committee has been determined by the Board of Directors to meet the standards for independence required of audit committee members by the NASDAQ listing standards and applicable SEC rules, as discussed above.

- The Board of Directors has further determined that all members of the Audit Committee are able to read and understand fundamental financial statements, including a balance sheet, income statement and cash flow statement.

- The Board of Directors has determined that Jeffrey D. Franklin is an "audit committee financial expert" within the meaning of applicable SEC rules.

- The Audit Committee selects and retains the Company's independent registered public accounting firm, reviews the overall scope and the results of the Company's annual audit and reviews the Company's quarterly financial statements and the Company's overall internal controls, among other things.

- The Company's independent registered public accounting firm reports directly to the Audit Committee.

- The Audit Committee, consistent with the Sarbanes-Oxley Act of 2002 and the rules adopted thereunder, meets with management and the Company's independent registered public accountants, at least quarterly, prior to the filing of officers' certifications with the SEC to receive information concerning, among other things, significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting, if any, and to discuss the scope and results of the annual audit, quarterly reviews and issues of accounting policy and internal controls.

- The Audit Committee has adopted procedures for the receipt, retention and treatment of complaints by Company employees regarding the Company's accounting, internal accounting controls or auditing matters.



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- The Audit Committee operates under a formal charter adopted by the Board of Directors, as amended, that governs its duties and standards of performance. Copies of the charter can be obtained free of charge from the Company’s website at [www.pfina.com](http://www.pfina.com).

Compensation Committee

During 2018 and as of the record date, the members of the Compensation Committee were Messrs. Scheriff (Chairman) and Franklin. During 2018, the Compensation Committee held four meetings. Among other things:

- All members of the Compensation Committee have been determined to meet the applicable NASDAQ and SEC standards for independence, as discussed above. Further, each member of the Compensation Committee is a “Non-Employee Director” as defined in Rule 16b-3 under the Securities Exchange Act of 1934 (the “Exchange Act”).

- The Compensation Committee reviews, recommends and approves changes to the Company’s compensation policies, administers the executive compensation program and otherwise seeks to ensure that the compensation philosophy is consistent with the Company’s best interests and is properly implemented. The Compensation Committee also serves as the administrator of the Company’s stock incentive plans, and as such, all option grants and grants of restricted stock are approved by the Compensation Committee.

- The Compensation Committee reviews and approves annually the corporate goals and objectives applicable to the compensation of the chief executive officer, evaluates at least annually such officer’s performance in light of those goals and objectives, and determines and approves such officer’s compensation level based on this evaluation. The Compensation Committee also reviews and approves the compensation of the Company’s other named executive officer. The Compensation Committee charter provides that the chief executive officer cannot be present during any voting or deliberations by the Compensation Committee on his or her compensation and it is also the policy of this committee not to allow the other named executive officer to be present. For related information, see “COMPENSATION PHILOSOPHY AND AGREEMENTS WITH NAMED EXECUTIVE OFFICERS” below.

- The Compensation Committee has the authority to select, retain and obtain the advice of a compensation consultant and outside legal counsel as necessary to assist with the execution of its duties.

- The Compensation Committee operates under a formal charter adopted by the Board of Directors, as amended, that governs its duties and standards of performance. Copies of the charter can be obtained free of charge from the Company’s website at [www.pfina.com](http://www.pfina.com).

Corporate Governance and Nominating Committee

During 2018, and as of the record date, the members of the Corporate Governance and Nominating Committee were Messrs. Brownstein (Chairman) and Randall. During 2018, the Corporate Governance and Nominating Committee held two meetings. Among other things:

- All members of the Corporate Governance and Nominating Committee have been determined to meet the NASDAQ standards for independence, as discussed above.

- The Corporate Governance and Nominating Committee recommends director nominees to the Board of Directors based on, among other factors, complementary skills, experience, diversity and reputation, who are chosen with the

primary goal of ensuring that the entire Board of Directors collectively serves the interests of the Company's stockholders. Other than the foregoing, the Corporate Governance and Nominating Committee does not have a formal policy relating specifically to the consideration of diversity in making recommendations of qualified nominees for election to the Board of Directors. Due consideration is given to assessing the qualifications of potential nominees and any potential conflicts with the Company's interests. The Corporate Governance and Nominating Committee also assesses the contributions of the Company's incumbent directors in connection with their potential re-nomination. In identifying and

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recommending director nominees, the Committee members take into account such factors as they determine appropriate, including recommendations made by the Board of Directors and stockholders. Once the Corporate Governance and Nominating Committee has identified prospective nominees, background information is elicited about the candidates, following which they are interviewed and evaluated by the Committee, which then reports to the Board of Directors.

- The Corporate Governance and Nominating Committee reviews and reassesses the Company's corporate governance procedures and practices, and recommends any proposed changes therein to the Board of Directors. It also oversees the evaluation of the Board of Directors, its committees and the Company's management and makes recommendations to the Board of Directors with respect to the size, composition, organization and governance of the Board of Directors and its committees.

- The Corporate Governance and Nominating Committee operates under a formal charter adopted by the Board of Directors, as amended, that governs its duties and standards of performance. Copies of the charter can be obtained free of charge from the Company's website at [www.pfina.com](http://www.pfina.com).

The Board of Directors adopted a policy pursuant to which the Corporate Governance and Nominating Committee will consider individuals suggested by stockholders for nomination as candidates for election to the Board of Directors at annual meetings of stockholders. Such suggested nominees will be considered in the context of the Corporate Governance and Nominating Committee's determination regarding all issues relating to the composition of the Board of Directors, including the size of the Board of Directors, any criteria the Corporate Governance and Nominating Committee may develop for prospective Board of Directors candidates and the qualifications of candidates relative to any such criteria. Any stockholder who wishes to submit an individual for nomination as a Board of Directors candidate by the Corporate Governance and Nominating Committee should be directed in writing to the Chair of the Corporate Governance and Nominating Committee, c/o the Secretary of the Company, P&F Industries, Inc., 445 Broadhollow Road, Suite 100, Melville, New York 11747. Such submission should include the name of the individual submitted for nomination, information as to such individual's background and experience and a representation from such individual that he or she is willing to be nominated by the Corporate Governance and Nominating Committee and, if elected, to serve, and the information regarding such individual that would be required by the rules and regulations of the SEC to be included in the Company's proxy statement issued in connection with its annual meeting. Stockholders are also permitted to submit nominees for election at annual meetings of stockholders subject to compliance with the advance notice requirements of the Company's By-laws, summarized below under "Stockholder Nominations for Board of Directors Membership and Other Proposals for the 2020 Annual Meeting".

**Strategic Planning and Risk Assessment Committee**

The Board of Directors also maintains a Strategic Planning and Risk Assessment Committee, comprised of independent members of the Board of Directors. During 2018 and as of the record date, the members of the Strategic Planning and Risk Assessment Committee were Messrs. Brownstein (Chairman), Solomon and Randall. During 2018, the Strategic Planning and Risk Assessment Committee held two meetings. Among other things:

- All members of the Strategic Planning and Risk Assessment Committee have been determined to meet the NASDAQ standards for independence, as set forth above.

- Such committee reviews, on behalf of the Company, management's long-term strategy for the Company, which includes material business strategy, financial and capital matters in the pursuit of continuing the long-term success of the Company and risk appetite/tolerance relating thereto, and makes recommendations to the Board of Directors with respect to the foregoing.

The Strategic Planning and Risk Assessment Committee operates under a formal charter adopted by the Board of Directors, as amended, that governs its duties and standards of performance. Copies of the charter can be obtained free of charge from the Company's website at [www.pfina.com](http://www.pfina.com)

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### Code of Business Conduct and Ethics

The Company has adopted a Code of Business Conduct and Ethics, which is designed to help officers, directors and employees resolve ethical issues in an increasingly complex business environment.

- The Code of Business Conduct and Ethics is applicable to all of the Company's officers, directors and employees, including the Company's principal executive officer, principal financial officer, controller and other persons performing similar functions. The Code of Business Conduct and Ethics covers topics including, but not limited to, conflicts of interest, confidentiality of information and compliance with laws and regulations.

- Waivers from the Code of Business Conduct and Ethics are discouraged. Any waivers from the Code of Business Conduct and Ethics that relate to the Company's directors and executive officers must be approved by the Board of Directors, and will be posted on the Company's website at [www.pfina.com](http://www.pfina.com).

- The Code of Business Conduct and Ethics can be obtained free of charge from the Company's website at [www.pfina.com](http://www.pfina.com).

### Board Leadership Structure

The Company's Chief Executive Officer also serves as its Chairman of the Board. The Board of Directors believes that a combined CEO/Chairman of the Board arrangement and having a Lead Independent Director (as further discussed below) is currently the best structure for the Board of Directors, as its Chief Executive Officer is most familiar with the Company's business and industry, and most capable of effectively identifying the Company's priorities and leading the execution of its strategy. The Company's independent directors bring experience, oversight and expertise from outside the Company and industry, while the Chief Executive Officer brings company-specific experience and expertise. Combining the role of Chairman and Chief Executive Officer facilitates information flow between management and the Board of Directors.

Because the Board of Directors also believes that strong, independent Board leadership is a critical aspect of effective corporate governance, the Board of Directors has established the position of Lead Independent Director. Our Lead Independent Director is an independent director elected annually by the independent directors. During 2018 and as of the record date, Mr. Solomon served as our Lead Independent Director. Our Lead Independent Director's responsibilities and authority include, among other things, advising on Board of Directors meeting schedules and agendas, calling meetings of the independent directors, chairing the executive sessions of the independent directors and chairing the meetings of the Board of Directors if the Chairman of the Board is not present. Copies of the charter of the Lead Independent Director can be obtained free of charge from the Company's website at [www.pfina.com](http://www.pfina.com).

### Board Role in Risk Oversight

While risk management is primarily the responsibility of the Company's management team, the Board of Directors is responsible for overall supervision of the company's risk management efforts as they relate to the key business risks facing the organization. As discussed in greater detail above, the Board of Directors maintains a Strategic Planning and Risk Assessment Committee as a standing committee whose responsibility includes working with management to identify, assess, and manage the risks most critical to the Company's operations and routinely advise the Board of Directors on those matters. Those areas of material risk can include operational, financial, legal, regulatory, human capital, informational technology, and strategic and reputational risks, among others. In addition, the Board of Directors regularly reviews with management, at Board of Director meetings, any risk management issues that any director wishes to discuss. Finally, the Board of Director's other committees each oversee certain aspects of risk management and report its respective findings to the Strategic Planning and Risk Assessment Committee or to the full Board of Directors as appropriate.

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### Directors' Attendance at Annual Meetings of Stockholders

It is the policy of the Board of Directors to expect that all directors attend annual meetings of stockholders except where the failure to attend is due to unavoidable circumstances or conflicts discussed in advance by the director with the Chairman of the Board. All of the members of the Board of Directors attended the Company's 2018 annual meeting of stockholders.

### Communication with the Board of Directors

Any stockholder or interested party who wishes to communicate with the Board of Directors, or specific individual directors, or the non-management directors as a group, may do so by directing a written request addressed to such directors or director, care of the Lead Independent Director, P&F Industries, Inc., 445 Broadhollow Road, Suite 100, Melville, New York 11747. Communication(s) directed to members of the Board of Directors who are not non-management directors will be relayed to the intended Board member(s) except to the extent that it is deemed unnecessary or inappropriate to do so pursuant to the procedures established by a majority of the independent directors. Any communication so withheld will nevertheless be made available to any non-management director who wishes to review it.

## CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

### Policies and Procedures

The Company's Code of Ethics provides that the Company's compliance officer (currently the Company's General Counsel) must be fully informed of any proposed transaction between the Company, on the one hand, and any employee, officer or director, on the other, and must communicate the Company's approval of any such transaction before the agreement or transaction can be commenced. Further, pursuant to Nasdaq Rule 5630(a), the Company's Audit Committee (or another committee made up of independent directors) must review and have oversight over all transactions with related parties required to be disclosed under SEC Regulation S-K, Item 404. "Related parties" include the Company's directors, executive officers, and stockholders known by the Company to be the beneficial owner of more than five percent of the Company's Common Stock, and their respective immediate families. The Company does not have formal written procedures to implement this policy; instead, the Audit Committee (or another committee made up of independent directors) reviews and, where appropriate approves, related party transactions on a case by case basis.

### Related Party Transactions

There were no transactions with "related parties" required to be disclosed as related party transactions under SEC Regulation S-K, Item 404 entered into, or proposed, since January 1, 2018, except the following: In June 2018, the Company repurchased 18,140 shares of Common Stock from Joanne Horowitz, the sister of Richard Horowitz, in a privately negotiated transaction with a purchase price of approximately \$150,000. The purchase price per share was equal to five percent below the average of the closing price of the Common Stock for the three days prior to the closing of the transaction. Additionally, in February 2019, the Company repurchased 389,909 shares of Common Stock from certain funds and accounts advised or sub-advised by Fidelity Management & Research Company ((i) Fidelity Low-Priced Stock Fund, (ii) Fidelity Low Priced Stock Commingled Pool and (iii) Fidelity Puritan Trust: Fidelity Low-Priced Stock K6 Fund), which immediately prior to the consummation of such transaction beneficially owned over five percent of the outstanding shares of Common Stock in the aggregate. This privately negotiated transaction had a total purchase price of approximately \$2,971,000, which was based on a price per share of 97% of the value weighted average price of the Common Stock over a 20-trading day period in advance of the closing of the transaction.



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## DIRECTOR COMPENSATION

The following table shows the compensation of the Company's Non-Employee Directors for services in all capacities to the Company in 2018. Information with respect to the compensation of Richard A. Horowitz, the Company's Chairman, President and Chief Executive Officer and a director, is set forth in the "Summary Compensation Table" below.

Name of Director	Cash fees \$(1)	Stock awards \$(2)	Total compensation (\$)
Howard Brod Brownstein	36,000	10,538	46,538
Jeffrey D. Franklin	45,500	10,538	56,038
Richard P. Randall	39,250	10,538	49,788
Kenneth M. Scheriff	31,500	10,538	42,038
Mitchell A. Solomon	30,500	10,538	41,038

(1)

Relates to annual directorship fees and fees paid for meetings attended.

(2)

The amount shown reflects the fair value of the 1,250 shares of restricted Common Stock granted to each of Messrs. Brownstein, Franklin, Randall, Scheriff and Solomon as of the day of grant.

During 2018, each Non-Employee Director received an annual Board of Director directorship fee of \$10,000 plus \$2,000 for each of the four meetings of the Board of Directors held at the Company's offices attended. No additional fees were paid for the additional telephonic meetings held throughout 2018. Each member of the Audit Committee also received an additional \$10,000 as an annual directorship fee (with the chairman receiving \$13,500), and \$1,250 for each of the four meetings of the Audit Committee held at the Company's offices attended in person. No Audit Committee meeting fees were paid for any other Audit Committee meetings, including telephonic meetings or those held in conjunction with a Board of Directors meeting. Each member of the Compensation Committee received an additional \$9,000 as an annual directorship fee (with the chairman receiving \$13,500). Each member of the Strategic Planning and Risk Assessment Committee received an additional \$5,000 as an annual directorship fee. Each member of the Corporate Governance and Nominating Committee received an additional \$2,500 as an annual directorship fee. The Lead Independent Director received an additional \$7,500 as an annual directorship fee.

Upon initial election to the Board of Directors, each Non-Employee Director receives an option to purchase 2,000 shares of Common Stock. Each Non-Employee Director in office received 1,250 restricted shares of Common Stock in May 2018. The Company may consider changing the fees paid to the Company's non-management directors and/or granting additional restricted stock, options or other forms of equity-based compensation to such directors in the future (it is anticipated that an additional 1,250 restricted shares will be granted to each Non-Employee Director in office following the Annual Meeting). Directors who are also officers of the Company are not compensated for their duties as directors.

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**PROPOSAL 2**

**RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS**

The Audit Committee has appointed CohnReznick LLP (“CohnReznick”) as independent registered public accountants for the Company and its subsidiaries for the year 2019 and has further directed that management submit the selection of independent registered public accounting firm for ratification by the stockholders at the Annual Meeting.

CohnReznick has audited the Company’s financial statements since 2008. Representatives of CohnReznick are expected to be present at the Annual Meeting. They will have an opportunity to make a statement if they so desire and will be available to respond to appropriate questions.

Neither the Company’s By-laws nor other governing documents or law require stockholder ratification of the appointment of CohnReznick as the Company’s independent registered public accounting firm. However, the Audit Committee seeks to have the appointment of CohnReznick ratified. If the stockholders fail to ratify the appointment, the Audit Committee will reconsider whether or not to retain that firm. Even if the selection is ratified, the Audit Committee in its discretion may direct the appointment of different independent registered public accountants at any time during the year if they determine that such a change would be in the best interests of the Company and its stockholders.

The following table sets forth the fees billed by CohnReznick for professional services for the fiscal years ended December 31, 2018 and 2017.

	2018	2017
Audit Fees	\$ 263,500	\$ 243,000
Audit-Related Fees	19,000	32,900
Tax Fees	-0-	-0-
All Other Fees	9,921	8,876
	\$ 292,421	\$ 284,776

Audit fees include fees billed for the audit of P&F Industries, Inc. and its subsidiaries, the review of quarterly financial information, and attendance at Audit Committee meetings.

Audit-Related Fees include certain services that are reasonably related to the performance of the audit or review of the Company’s financial statements. For 2018, such fees were comprised of expenses relating to testing related to the adoption of new accounting standards as well as certain accounting related consultations. For 2017, such fees were comprised of expenses relating to audit procedures in connection with the Company’s acquisitions.

Tax fees include fees billed for services relating to tax compliance, tax advice and tax planning. There were no such fees in 2018 or 2017.

All Other Fees includes fees billed for services not classified in any of the above categories. For 2018 and 2017, such fees were comprised of certain out-of-pocket expenses.

The Audit Committee negotiates the annual audit fee directly with the Company’s independent registered public accountants. Any additional services to be performed by the Company’s independent registered public accountants requires the prior approval of the Audit Committee. The Audit Committee considers whether the provision of permitted non-audit services is compatible with maintaining its independent registered public accountants’ independence.

**Required Vote and Effect**

The affirmative vote of the holders of a majority of the shares present in person or represented by proxy and entitled to vote at the Annual Meeting will be required to ratify the appointment of CohnReznick. You may vote “for,” “against” or “abstain.” If you “abstain” from voting with respect to this proposal, your vote will have the same effect as a vote “against” the proposal. Broker non-votes are not applicable to this proposal.

**THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE “FOR” PROPOSAL 2.**

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AUDIT COMMITTEE REPORT\*

The Audit Committee of the Board of Directors of P&F Industries, Inc. is composed of three independent directors appointed by the Board of Directors (each of whom is independent under NASDAQ and applicable SEC rules) and operates under a written charter adopted by the Board of Directors on March 9, 2004 and amended as of April 20, 2015. During 2018 and as of the record date, the members of such committee were Messrs. Franklin (Chairman), Brownstein and Randall. Management is responsible for the Company's internal accounting and financial controls, the financial reporting process and the internal audit function. The Company's independent registered public accountants are responsible for performing an independent audit of the Company's consolidated financial statements in accordance with standards of the Public Company Accounting Oversight Board (United States) ("PCAOB") and for issuing a report thereon. The Audit Committee's responsibility is to monitor and oversee these processes and report its findings to the Board of Directors.

In this context, the Audit Committee has met and held discussions separately, and jointly, with management and the Company's independent registered public accountants. Management represented to the Audit Committee that the Company's consolidated financial statements were prepared in accordance with accounting principles generally accepted in the United States of America, and the Audit Committee has reviewed and discussed the consolidated financial statements with management and the independent registered public accountants. The Audit Committee discussed with the independent registered public accountants matters required to be discussed under PCAOB standards. The independent registered public accountants have provided to the Audit Committee the written disclosures and the letter required by the applicable requirements of the PCAOB regarding the independent registered public accountants' communications with the Audit Committee concerning independence, and the Audit Committee has discussed with the independent registered public accountants such registered public accountants' independence. The Audit Committee has concluded that the independent registered public accountants' provision of audit and non-audit services to the Company is compatible with such registered public accountants' independence.

Based on the Audit Committee's discussion with management and the independent registered public accountants, and the Audit Committee's review of the representation of management and the report of the independent registered public accountants to the Audit Committee, the Audit Committee recommended that the Board of Directors include the audited consolidated financial statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2018 filed with the SEC.

Members of the Audit Committee

Jeffrey D. Franklin (Chairman)

Howard Brod Brownstein

Richard P. Randall

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This section is not "soliciting material," is not deemed "filed" with the SEC and is not to be incorporated by reference in any filing by the Company under the Securities Act or the Exchange Act, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.

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PROPOSAL 3

ADVISORY VOTE ON EXECUTIVE COMPENSATION

In accordance with the Dodd-Frank Act and Section 14A of the Exchange Act, the Company is providing stockholders with an advisory (non-binding) vote on compensation programs for our named executive officers (sometimes referred to as “say-on-pay”). The stockholders currently have the opportunity to vote on this matter annually, although the frequency of such votes is subject to change in the future as discussed under Proposal 4. Accordingly, you may vote on the following resolution at the Annual Meeting:

“RESOLVED, that the compensation paid to the Company’s named executive officers, as disclosed pursuant to the compensation rules of the Securities and Exchange Commission, including the section captioned “Compensation Philosophy and Agreements with Named Executive Officers” as well as the compensation tables and narrative discussion, is hereby APPROVED.”

As described in greater detail under “Compensation Philosophy and Agreements with Named Executive Officers,” our compensation programs are designed to motivate our executives to create a successful company. We believe that our compensation program rewards sustained performance that is linked to long-term stockholder interests. Stockholders are encouraged to read the “Compensation Philosophy and Agreements with Named Executive Officers,” the accompanying compensation tables, and the related narrative disclosure included in this Proxy Statement.

Required Vote and Effect

This advisory (non-binding) vote on executive compensation will be considered approved by the affirmative vote of a majority of the total number of shares present in person or represented by proxy and entitled to vote on the matter.

You may vote “for,” “against” or “abstain.” If you “abstain” from voting with respect to this proposal, your vote will have the same effect as a vote “against” the proposal. Broker non-votes will have no effect on the vote for this proposal.

Although this vote is non-binding, the Board of Directors and the Compensation Committee, which is comprised of independent directors, expect to take into account the outcome of the vote when considering future executive compensation decisions to the extent they can determine the cause or causes of any significant negative voting results.

THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE “FOR” PROPOSAL 3.

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**PROPOSAL 4**

**ADVISORY VOTE ON THE FREQUENCY OF AN ADVISORY VOTE  
ON EXECUTIVE COMPENSATION**

In accordance with the Dodd-Frank Act and Section 14A of the Exchange Act, the Company is seeking an advisory (non-binding) stockholder vote on whether a “say-on-pay” vote should be held every year, every two years or every three years. Stockholders may also abstain from making a choice. This proposal is commonly known as a “say-on-frequency” proposal. The Company is required to provide stockholders with a “say-on-pay” vote every one, two or three years, as determined by a separate advisory shareholder vote held at least once every six years. As recommended by our stockholders, we have held an annual say-on-pay vote each year since 2013.

The Board of Directors has determined that holding an advisory vote on executive compensation of the Company’s named executive officers every year continues to be the most appropriate policy for the Company at this time, and recommends that stockholders approve an annual frequency of future say-on-pay votes. The Board of Directors believes that an annual advisory vote will continue to facilitate more direct stockholder input about executive compensation and is consistent with the policy of reviewing the Company’s executive compensation program annually. The Company expects to hold the next advisory vote on the frequency of “say-on-pay” votes in 2025, if not sooner.

**Required Vote and Effect**

Stockholders are not voting to approve or disapprove the Board of Director’s recommendation. Rather, stockholders will be able to specify one of four choices for this proposal on the proxy card: “1 Year,” “2 Years,” “3 Years” or “Abstain.” The option that receives the majority of votes cast by our stockholders will be the frequency for the advisory vote on executive compensation that has been selected by our stockholders. Abstentions will have the same effect as a vote against each of the three frequency alternatives and broker non-votes will not affect the outcome of the vote. Because your vote on this proposal is advisory, it will not be binding on the Company, the Board of Directors or the Compensation Committee. Nevertheless, the Board of Directors and the Compensation Committee will review and consider the outcome of this vote when making determinations as to the frequency of “say-on-pay” votes and may decide, based on relevant factors, that it is in the best interest of our stockholders to hold a say-on- pay vote more or less frequently than the option approved by our stockholders.

**THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE**

**“1 YEAR” WITH RESPECT TO PROPOSAL 4.**

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EXECUTIVE OFFICERS OF THE REGISTRANT

Set forth below is the name and age of each executive officer of the Company. The information set forth below is as of the record date.

Name	Age	Title
Richard A. Horowitz	69	Chairman of the Board, President, Chief Executive Officer and Assistant Treasurer
Joseph A. Molino, Jr.	55	Vice President, Chief Operating Officer, Chief Financial Officer, Secretary and Treasurer

Each of the foregoing Executive Officers was elected by the Board of Directors to serve until his successor is chosen and qualified.

Mr. Horowitz currently serves as an executive officer of the Company under the terms of an employment agreement expiring in December 2021. This agreement, together with his previous employment agreement pursuant to which he received compensation in 2018 and 2017, is discussed below. Further information about Mr. Horowitz, who is also a director of the Company, is contained above under "Information as to Directors and Nominees for Directors."

Mr. Molino has been Vice President and Chief Financial Officer of the Company since December 1997, and has served as Chief Operating Officer of the Company since May 2005. From July 1990 until November 1997, Mr. Molino was chief financial officer of several small private manufacturing and service companies. Mr. Molino currently serves as an executive officer of the Company under the terms of an employment agreement expiring in December 2020. This employment agreement, together with his previous employment agreement pursuant to which he received compensation in 2017, is discussed below.

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## EXECUTIVE COMPENSATION

The following table sets forth all compensation for 2018 and 2017 awarded to or earned by the Company's Principal Executive Officer and Principal Financial Officer. We refer to these individuals collectively in this Proxy Statement as "named executive officers".

## Summary Compensation Table

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)(1)	Non-Equity Plan Compensation (\$)(2)	All other Compensation (\$)(3)(4)	Total (\$)
Richard A. Horowitz Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)	2018	700,000	-0-	-0-	-0-	900,000	76,354	1,676,354
	2017	700,000	-0-	-0-	132,430	737,000	63,550	1,632,980
Joseph A. Molino, Jr. Vice President, Chief Operating Officer and Chief Financial Officer (Principal Financial Officer)	2018	400,000	-0-	-0-	-0-	232,000	60,620	692,620
	2017	375,000	-0-	-0-	110,359	182,000	59,993	727,352

(1)

There were no options granted to Messrs. Horowitz and Molino in 2018. The amounts shown for each of Messrs. Horowitz and Molino for 2017 reflect the aggregate fair value of stock options granted to such named executive officer computed in accordance with FASB ASC Topic 718 and is not necessarily indicative of the compensation actually received by such named executive officer. The fair value of such option grant is estimated based on the fair market value on the date of grant. The assumptions used to calculate the fair value of our options are set forth in the Footnotes to the Consolidated Financial Statements included in our Annual Report on Form 10-K for 2017 as filed with the SEC.

(2)

The amounts for each of Messrs. Horowitz and Molino for 2018 and 2017 represent awards granted under the Company's Amended and Restated 162(m) Bonus Plan (as discussed further below), with respect to the fiscal years ended December 31, 2018 and December 31, 2017, respectively.

(3)

The amounts in the column reflect the following: (a) contributions made under a Company-sponsored defined contribution retirement plan on behalf of each of Messrs. Horowitz and Molino for 2018 in the amount of \$18,239 and for 2017 in the amount of \$18,712, (b) health insurance premium payments on behalf of Mr. Horowitz in 2018 and 2017 in the amounts of \$38,081 and \$35,170, respectively, and on behalf of Mr. Molino in 2018 and 2017 in the amounts of \$29,852 and \$28,497, respectively, and (c) legal fees of \$9,825 on behalf of Mr. Horowitz in 2018 relating to his employment agreement and matters relating to his stock ownership.

(4)

Also includes additional perquisites for Mr. Horowitz of \$10,209 and \$9,668 for 2018 and 2017, respectively, relating to the personal use of a Company-leased automobile, and additional perquisites for Mr. Molino of \$12,529 and \$12,784 for 2018 and 2017, respectively, relating to the personal use of a Company-leased automobile.

#### Employment Agreements

See below under “COMPENSATION PHILOSOPHY AND AGREEMENTS WITH NAMED EXECUTIVE OFFICERS” for the material terms of employment agreements with Mr. Horowitz and Mr. Molino.

#### Grants of Plan-Based Awards

No options, shares, or any other equity-based awards were granted to Mr. Horowitz or Mr. Molino in 2018.

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## OUTSTANDING EQUITY AWARDS AT DECEMBER 31, 2018

The following table set forth information regarding exercisable and unexercisable stock options and unvested restricted stock held by each of the named executive officers on December 31, 2018. There were no other options or unvested shares, units or other rights owned by the named executive officers as of December 31, 2018.

Name	Option Awards				Stock Awards	
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock that have not Vested (#)	Market Value of Shares or Units of Stock that have not Vested (\$)
Richard A. Horowitz Chairman of the Board, President and Chief (Principal Executive Officer)	10,000	20,000	7.09	9/4/2027	-0-	-0-
Joseph A. Molino, Jr. Vice President, Chief Operating Officer and Chief Financial Officer (Principal Financial Officer)	41,809 15,678 8,333	-0- -0- 16,667	4.74 7.86 7.09	6/21/2022 4/10/2023 9/4/2027	-0-	-0-

## Option Exercises and Stock Vested during 2018

On June 22, 2018, Mr. Horowitz exercised an option to purchase 151,557 shares of Common Stock with an exercise price of \$3.98 per share. The closing market price of the Common Stock on such date was \$8.63 per share. On February 9, 2018, Mr. Molino exercised an option to purchase 26,130 shares of Common Stock with an exercise price of \$3.98 per share. The closing market price of the Common Stock on such date was \$7.20 per share. On December 7, 2018, Mr. Molino exercised an option to purchase 15,678 shares of Common Stock with an exercise price of \$4.37 per share. The closing market price of the Common Stock on such date was \$7.65 per share. No other options were exercised during 2018 by Mr. Horowitz or Mr. Molino, and no stock owned by either of them vested during 2018.

## Pension Benefits and Nonqualified Deferred Compensation

Messrs. Horowitz and Molino are covered by a Company-sponsored defined contribution retirement plan, which covers all eligible employees of the Company. The Company contributed \$18,239 for each of Mr. Horowitz and Mr. Molino to such defined contribution retirement plan for 2018, and the Company contributed \$18,712 for each of Mr. Horowitz and Mr. Molino to such defined contribution retirement plan for 2017. They have no other reportable pension benefits provided by the Company and no nonqualified deferred compensation in 2018 or 2017.

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COMPENSATION PHILOSOPHY AND AGREEMENTS WITH NAMED EXECUTIVE OFFICERS

As a smaller reporting company, the Company has presented the information in this proxy statement in accordance with the scaled disclosure requirements permitted under applicable SEC regulations, and as such, the Company has not included a “compensation discussion and analysis”. However, the Company is providing the following section of the proxy statement in order to provide stockholders with a better understanding of the Company’s compensation philosophy, agreements and certain related matters with respect to its named executive officers.

The Company’s overall executive compensation philosophy is to provide compensation in a manner that will incentivize the executives in order to optimize stockholder value. To that end, the program is designed to recognize successful operating performance and to attract, retain and motivate the executive talent essential to the Company’s financial success. Consistent with this philosophy, the Compensation Committee is guided by the following objectives when administering the Company’s overall compensation program:

- Attract and retain highly qualified executives;
- Motivate executives to provide excellent leadership and achieve the Company’s goals;
- Provide substantial performance-related incentive compensation that is aligned with the Company’s strategies and directly tied to meeting specific Company objectives; and
- Link the interests of the executives to the value derived by the Company’s stockholders.

In furtherance of these objectives, the following considerations underlie the Compensation Committee’s determination with respect to the following principal elements of compensation for the officers of the Company, including its named executive officers and its operating subsidiaries’ officers:

**Base Salary.** Individual salary determinations should be based upon the officer’s qualifications, experience and performance.

**Annual Cash Incentives.** Executives should have a portion of their total cash compensation at risk, contingent upon meeting Company objectives, in order to further align the interests of the executives with the stockholders. To that end, executives are only rewarded with cash bonuses to the extent the stated objective(s) is achieved or exceeded.

**Long-Term Equity-Based Awards.** Where and when appropriate, executives who are critical to the Company’s long-term success including the named executive officers should participate in long-term incentive opportunities that link a portion of their total compensation to stockholder value.

**Retirement Plans and Other Benefits.** Executives should be eligible to participate in the Company’s benefit programs, such as life and health insurance and retirement plans as well as other benefits at a level consistent with Company policy, prevailing law and current regulations.

**Total Compensation.** Total compensation is intended to correlate to the Company’s profitability, growth, and the achievement of other Company objectives which in turn enhances the Company’s stockholder value.

**Compensation Consultant.** In 2018, the Compensation Committee directly engaged Steven Hall & Partners, LLC, an independent third-party compensation consultant, to assist it with, among other things, determining the level and composition of compensation, including performance-related compensation, for the named executive officers. Such consultant provided no additional services to the Company or its affiliates in 2018.

Overview of 2018 Executive Compensation

Mr. Horowitz

**Horowitz Employment Agreement.** The 2018 and 2017 compensation for Richard A. Horowitz, the Company’s President, Chief Executive Officer and Chairman of the Board, was governed by an executive employment agreement between the Company and Mr. Horowitz, which was entered into as of January 1,



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2015 and expired as of December 31, 2018 (the “Horowitz Employment Agreement”). The Horowitz Employment Agreement was approved by the Compensation Committee following the review of the material proposed terms of the arrangement by the independent members of the Board of Directors.

The Compensation Committee approved the terms of the Horowitz Employment Agreement after a multi-month process in which it and the independent members of the Board of Directors evaluated Mr. Horowitz’s performance, Mr. Horowitz’s value to the Company and appropriate market comparables. In doing so, the Compensation Committee utilized the services of Steven Hall & Partners, an independent compensation consulting firm, as well as the services of special legal counsel to the Compensation Committee.

The Horowitz Employment Agreement provided for Mr. Horowitz to serve as the Company’s President and Chief Executive Officer and, if elected by the Board of Directors, Chairman of the Board, for a term that expired on December 31, 2018. Pursuant to the Horowitz Employment Agreement, Mr. Horowitz received a minimum annual base salary of \$700,000. Mr. Horowitz’s base salary was to be reviewed annually by the Board of Directors (or a committee thereof) and could have been increased, but not decreased, from time to time. Mr. Horowitz was eligible for an annual incentive payment in accordance with the terms and conditions of the Amended and Restated 162(m) Bonus Plan or successor plan (the “Bonus Plan”) with performance goals to have been set by the Compensation Committee in its sole discretion (after discussions with Mr. Horowitz), with a target of 55% of his then-current base salary, and a maximum bonus based on exceeding performance targets as established by the Compensation Committee of 165% of his then-current base salary. The Compensation Committee could have reduced the percentage of the target bonus and the maximum bonus and apply such target amount to a long-term cash or equity incentive plan award. Mr. Horowitz was entitled to also receive, among other things (i) senior executive level employee benefits and (ii) a Company-provided automobile and the payment of certain related expenses.

In the event Mr. Horowitz’s employment was terminated by the Company without Cause (as defined in the Horowitz Employment Agreement), or Mr. Horowitz resigned for Good Reason (as defined in the Horowitz Employment Agreement), then subject to his execution of a general release, (i) he would have continued to receive his base salary for 20 months, (ii) he would have received a pro rata bonus for the year of termination (the “Pro Rata Bonus”), and (iii) the Company would have paid him monthly an amount equal to the difference in his COBRA premium and the active employee contribution for medical coverage until the earlier of (a) 18 months from the date of termination, (b) his becoming eligible for medical benefits from a subsequent employer, or (c) his becoming ineligible for COBRA.

In the event Mr. Horowitz’s employment was terminated by the Company without Cause or he resigned for Good Reason within two years following a 409A Change in Control (as defined in the Horowitz Employment Agreement), then subject to his execution of a general release, he would have received the amounts set forth in the previous paragraph; provided, that he would have received the base salary severance payment set forth in clause (i) of the previous paragraph in a lump sum rather than in installments. Notwithstanding the foregoing, in the event an Excise Tax (as defined in the Horowitz Employment Agreement) would otherwise have been incurred by Mr. Horowitz, amounts paid to Mr. Horowitz upon a Change in Control would have been reduced to 2.99 times his “base amount” (as determined in accordance with Section 280G of the Internal Revenue Code).

Pursuant to the Horowitz Employment Agreement, during the term of his employment and for a period of twelve months after termination of his employment, Mr. Horowitz would have been prohibited from (i) competing with the Company, (ii) soliciting or hiring the Company’s employees, representatives or agents, or (iii) soliciting any of the Company’s customers. The Horowitz Employment Agreement also prohibited Mr. Horowitz from using or disclosing any of the Company’s non-public, proprietary or confidential information.

New Horowitz Employment Agreement. On October 24, 2018, the Company and Mr. Horowitz entered into a new executive employment agreement (the “New Horowitz Employment Agreement”), effective as of January 1, 2019, which agreement was approved by the Compensation Committee following the review of Mr. Horowitz’s performance, Mr. Horowitz’s value to the Company and appropriate market comparables, and consultation with the independent members of the Board of Directors, and the

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subsequent approval of such independent members. The Compensation Committee utilized the services of Steven Hall & Partners, an independent compensation consulting firm, as well as the services of special legal counsel to the Compensation Committee. The Horowitz Employment Agreement (discussed above) expired on December 31, 2018. The New Horowitz Employment Agreement provides for Mr. Horowitz to serve as the Company's President and Chief Executive Officer and, if elected by the Board of Directors, Chairman of the Board, for a term expiring on December 31, 2021, unless sooner terminated pursuant to the provisions of the New Horowitz Employment Agreement. Pursuant to the New Horowitz Employment Agreement, Mr. Horowitz will receive a minimum annual base salary of \$775,000 beginning January 1, 2019. Mr. Horowitz's base salary will be reviewed annually by the Board of Directors (or a committee thereof) and may be increased, but not decreased, from time to time. Mr. Horowitz will be eligible for an annual incentive payment in accordance with the terms and conditions of the Company's Bonus Plan (as defined in the New Horowitz Employment Agreement) with performance goals to be set by the Compensation Committee in its sole discretion (after discussions with Mr. Horowitz), with a target of 55% of his then-current base salary, and a maximum bonus based on exceeding performance targets as established by the Compensation Committee of 165% of his then-current base salary. The Compensation Committee may reduce the percentage of the target bonus and the maximum bonus and apply such target amount to a long-term cash or equity incentive plan award. Mr. Horowitz will also receive (i) senior executive level employee benefits, (ii) a Company-provided automobile and the payment of certain related expenses and (iii) payment and/or reimbursement of certain legal and consultants' fees in connection with the New Horowitz Employment Agreement. Mr. Horowitz received no equity grants in connection with the Employment Agreement.

Subject to the next paragraph, in the event Mr. Horowitz's employment is terminated by the Company without Cause or Mr. Horowitz resigns for Good Reason (as defined in the New Horowitz Employment Agreement), then subject to his execution of a general release, (i) he will continue to receive his base salary for 24 months, (ii) he will receive payments for accrued but unpaid salary, prior period bonus and eligible unreimbursed expenses, (iii) he will receive a pro rata bonus for the year of termination (the "Pro Rata Bonus"), and (iv) the Company will pay him monthly an amount equal to the difference in his COBRA premium and the active employee contribution for medical coverage until the earlier of (a) 36 months from the date of termination, (b) his becoming eligible for medical benefits from a subsequent employer, or (c) his becoming ineligible for COBRA.

In the event Mr. Horowitz's employment is terminated by the Company without Cause or he resigns for Good Reason, in either case within two years following a Change in Control (other than a 409A Change in Control (as defined in the New Horowitz Employment Agreement)), then subject to his execution of a general release, he will receive the payments set forth in the previous paragraph; provided, that he will receive his base salary for 36 months. In the event Mr. Horowitz's employment is terminated by the Company without Cause or he resigns for Good Reason within two years following a 409A Change in Control, then subject to his execution of a general release, he will receive the base salary severance payment set forth in the first sentence of this paragraph in a lump sum rather than in installments. Notwithstanding the foregoing, in the event an Excise Tax (as defined in the New Horowitz Employment Agreement) would otherwise be incurred by Mr. Horowitz, amounts paid to Mr. Horowitz upon a Change in Control will be reduced to 2.99 times his "base amount" (as determined in accordance with Sections 280G of the Internal Revenue Code of 1986, as amended) if such amount would result in a higher after-tax net payment to Mr. Horowitz. In the event Mr. Horowitz's employment is terminated due to Disability (as defined in the New Horowitz Employment Agreement) or his death, he (or his estate and or dependents, as applicable) shall receive (i) any unpaid base salary through the date of termination; (ii) any annual bonus earned but unpaid with respect to the fiscal year ending on or preceding the date of termination; (iii) his Pro Rata Bonus for the fiscal year in which his termination occurs; and (iv) certain COBRA-related payments for up to 36 months.

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Pursuant to the New Horowitz Employment Agreement, during the term of his employment and for a period of twelve months after termination of his employment, Mr. Horowitz is prohibited from (i) competing with the Company, (ii) soliciting or hiring the Company's employees, representatives or agents, or (iii) soliciting any of the Company's customers. The New Horowitz Employment Agreement also prohibits Mr. Horowitz from using or disclosing any of the Company's non-public, proprietary or confidential information.

**Mr. Horowitz's Bonus.** The criteria for Mr. Horowitz's 2018 bonus was set by the Compensation Committee in March 2018 under, and in accordance with the terms of, the Horowitz Employment Agreement and the Company's Bonus Plan. It was based on achievement of a minimum target level of Company profit, calculated primarily upon the level of earnings before taxes, depreciation and amortization achieved by the Company for fiscal 2018 with certain adjustments, and was subject to reduction by the Compensation Committee in its discretion, after reviewing earnings, performance and several other factors. Mr. Horowitz would have received no performance bonus if the Company did not achieve its performance target threshold level. As a result of the Company's performance exceeding the performance target for 2018 and other factors considered by the Compensation Committee, Mr. Horowitz was awarded a bonus of \$900,000 for 2018.

**Equity Awards granted to Mr. Horowitz.** Mr. Horowitz was not granted any equity award from the Company in 2018. On September 5, 2017, the Company granted Mr. Horowitz an option to purchase 30,000 shares of Common Stock pursuant to the Company's 2012 Stock Incentive Plan at an exercise price of \$7.09 per share, the fair market value on the day of grant. Such option, which was granted in connection with a grant of options to several Company and subsidiary employees, is exercisable as to one-third on each of the first three anniversaries of the date of grant.

**Mr. Molino**

**Molino Employment Agreements.** On April 2, 2015, the Company and Mr. Molino entered into an Executive Employment Agreement (the "Prior Molino Employment Agreement"), effective as of January 1, 2015, which agreement was approved by the Compensation Committee following the earlier review of the material proposed terms of the arrangement by the independent members of the Board of Directors.

The Compensation Committee approved the terms of the Prior Molino Employment Agreement after a process in which it and the independent members of the Board of Directors evaluated Mr. Molino's performance, Mr. Molino's value to the Company and appropriate market comparables. In doing so, the Compensation Committee utilized the services of Steven Hall & Partners, an independent compensation consulting firm, as well as the services of special legal counsel to the Compensation Committee. Mr. Molino's 2017 compensation was governed by the Prior Molino Employment Agreement, which expired as of December 31, 2017.

On January 30, 2018, following the expiration of the Prior Molino Employment Agreement, the Company and Mr. Molino entered into a new Executive Employment Agreement (the "Molino Employment Agreement") effective as of January 1, 2018, which agreement was approved by the Compensation Committee following the earlier review of the material proposed terms of the arrangement by the independent members of the Board of Directors. The Compensation Committee approved the terms of the Molino Employment Agreement after a process in which it evaluated Mr. Molino's performance, Mr. Molino's value to the Company and appropriate market comparables. In doing so, the Compensation Committee utilized the services of Steven Hall & Partners, an independent compensation consulting firm, as well as the services of special legal counsel to the Compensation Committee. The provisions of the Molino Employment Agreement are materially similar to those of the Prior Molino Employment Agreement, except as noted below. Mr. Molino's 2018 compensation was governed by the Molino Employment Agreement.

The Molino Employment Agreement provides for Mr. Molino to serve as the Company's Vice President, Chief Operating Officer and Chief Financial Officer; provided, that prior to a Change in Control (as defined in the Molino Employment Agreement), the Company may in its sole discretion remove any or all of Mr. Molino's titles (and the related responsibilities) other than Chief Operating Officer. The term of the Molino Employment Agreement expires on December 31, 2020, unless sooner terminated under the

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terms of the provisions of the Molino Employment Agreement (the Prior Molino Employment Agreement expired as of December 31, 2017). Pursuant to the Molino Employment Agreement, Mr. Molino will receive a minimum annual base salary of \$400,000 (increased from the annual base salary of \$375,000 pursuant to the Prior Molino Employment Agreement). Mr. Molino's base salary will be reviewed annually by the Board of Directors (or a committee thereof) and may be increased, but not decreased, from time to time. Mr. Molino will be eligible for an annual incentive payment in accordance with the terms and conditions of the Bonus Plan (or a successor plan) with performance goals to be set by the Compensation Committee in its sole discretion, with a target of 35% of his then-current base salary, and a maximum bonus based on exceeding performance targets as established by the Compensation Committee of 58% of his then-current base salary. Mr. Molino will also receive (i) senior executive level employee benefits and (ii) a Company-provided automobile and the payment of certain related expense.

In the event Mr. Molino's employment is terminated by the Company without Cause (as defined in the Molino Employment Agreement), or Mr. Molino resigns for Good Reason (as defined in the Molino Employment Agreement), he will receive all accrued amounts of base salary, unpaid bonuses for the prior year, unreimbursed expenses and amounts due under benefits plans in accordance with their terms and, subject to his execution of a general release, (i) he will continue to receive his base salary for 12 months, (ii) he will receive a pro rata bonus for the year of termination, and (iii) the Company will pay him monthly an amount equal to the difference in his COBRA premium and the active employee contribution for medical coverage until the earlier of (a) 18 months from the date of termination, (b) his becoming eligible for medical benefits from a subsequent employer, or (c) his becoming ineligible for COBRA.

Subject to an amendment discussed below, in the event Mr. Molino's employment is terminated by the Company without Cause or he resigns for Good Reason within two years following a Change in Control, then following his execution of a general release, he will receive the amounts set forth in the previous paragraph in addition to a lump sum amount equal to his target annual bonus for the fiscal year in which his termination occurs; provided, that the COBRA Payments set forth in clause (iii)(a) of the previous paragraph shall extend for up to 12 months from the date of termination rather than up to 18 months from the date of termination; and provided further, that in the event of a 409A Change in Control (as defined in the Molino Employment Agreement) he will receive the base salary severance payment set forth in clause (i) of the previous paragraph in a lump sum rather than in installments. Notwithstanding the foregoing, in the event an Excise Tax (as defined in the Molino Employment Agreement) would otherwise be incurred by Mr. Molino, amounts paid to Mr. Molino upon a Change in Control will be reduced to 2.99 times his "base amount" (as determined in accordance with Sections 280G of the Internal Revenue Code of 1986, as amended). Pursuant to the Molino Employment Agreement, during the term of his employment and for a period of twelve months after termination of his employment, Mr. Molino is prohibited from (i) competing with the Company, (ii) soliciting or hiring the Company's employees, representatives or agents or (iii) soliciting any of the Company's customers. The Molino Employment Agreement also prohibits Mr. Molino from using or disclosing any of the Company's non-public, proprietary or confidential information.

Amendment to Molino Employment Agreement. On March 5, 2019, the Company and Mr. Molino entered into an amendment to the Molino Employment Agreement. This amendment amends the Molino Employment Agreement by replacing all references to "12 months" with "18 months" in the provisions that relate to payments to be made to Mr. Molino if he is terminated by the Company or he resigns with Good Reason within two years following a Change of Control.

Mr. Molino's Bonus. The criteria for Mr. Molino's 2018 bonus was set by the Compensation Committee in March 2018 under, and in accordance with the terms of, the Molino Employment Agreement and the Company's Bonus Plan. It was based on achievement of a minimum target level of Company profit, calculated primarily upon the level of earnings before taxes, depreciation and amortization achieved by the Company for fiscal 2018 with certain adjustments, and was subject to reduction by the Compensation Committee in its discretion, after reviewing earnings, performance and several other factors. Mr. Molino would have received no performance bonus if the Company did not achieve its performance target threshold level. As a result of the Company's performance exceeding the performance target for 2018 and other factors considered by the Compensation Committee, Mr. Molino was awarded a bonus of \$232,000 for 2018.





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Equity Awards granted to Mr. Molino. Mr. Molino was not granted any equity award from the Company in 2018. On September 5, 2017, the Company granted Mr. Molino an option to purchase 25,000 shares of Common Stock pursuant to the Company's 2012 Stock Incentive Plan at an exercise price of \$7.09 per share, the fair market value on the day of grant. Such option, which was granted in connection with a grant of options to several Company and subsidiary employees, is exercisable as to one-third on each of the first three anniversaries of the date of grant.

### 2019 Executive Compensation Matters

In March 2019, the Compensation Committee designated that Mr. Horowitz and Mr. Molino would each be participating in the Bonus Plan for 2019, and set forth the maximum bonus for 2019 for each such named executive officer, based on the achievement of certain target levels of Company profit, calculated based upon the level of earnings before taxes, depreciation and amortization to be achieved by the Company for fiscal 2019 with certain adjustments. Such maximum bonus is subject to reduction by the Compensation Committee in its discretion, after reviewing narrower earnings-based achievement standards and other factors.

### Bonus Plan

Subject to certain exceptions, Section 162(m) of the Internal Revenue Code provides a million-dollar annual limit on the amount that a publicly held corporation is allowed to deduct as compensation paid to each of its principal executive officer and certain other executive officers of the corporation. The Bonus Plan was approved by the Compensation Committee, the Board of Directors and the stockholders in 2011, and re-adopted by such committee, the Board of Directors and the stockholders in 2015. The Company established and maintained the Bonus Plan, among other things, to provide a framework for establishing criteria pursuant to which annual incentive awards may be paid to certain executive officers of the Company. It also permits, when appropriate, annual incentive award to qualify as "performance-based compensation" under an exception under Section 162(m) and, to the extent they qualify, be deductible for income tax purposes in excess of the million-dollar annual limit. Similarly, The Company also has provisions in the 2012 Plan to permit certain equity grants, when appropriate, to qualify as performance-based compensation.

Under the Bonus Plan, the Compensation Committee selects the eligible employees of our Company who will participate in the Bonus Plan for each performance period. The Compensation Committee establishes the objective performance goals, formulae or standards and the individual target performance award (if any) applicable to each participant for a performance period prior to the beginning of such performance period or at such later date as permitted under Section 162(m), and while the outcome of the performance goals is substantially uncertain. As stated above, Mr. Horowitz and Mr. Molino each participated in the Bonus Plan in 2018 and 2017 and each was designated to participate in such Bonus Plan for 2019.

Notwithstanding the foregoing, the Tax Cuts and Jobs Act enacted in January 2018, subject to certain transition and grandfathering rules, eliminated the performance-based compensation exception to Section 162(m). As a result, beginning with 2018, compensation paid to a covered executive officer of the Company in excess of the million-dollar limit is not deductible, even if it is deemed to be performance-based compensation.

The Compensation Committee has historically considered the application of Section 162(m) when structuring awards. The Company believes, however, that it is important to preserve flexibility in administering compensation programs in a manner designed to promote corporate goals. Accordingly, although the Compensation Committee considers the deductibility of particular forms of compensation, it expects to continue to approve elements of compensation that are consistent with the Bonus Plan and the objectives of the Company's executive compensation program.

### Stock Incentive Plans — Change in Control

Change of Control Provisions. The Company's 2012 Plan provides that unless otherwise determined by the Compensation Committee at the time of grant, awards subject to vesting and/or restrictions will not accelerate and vest or cause the lapse of restrictions upon a change in control (as defined in the 2012 Plan).

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Instead, such awards will be, in the discretion of the Compensation Committee, either (i) assumed and continued or substituted in accordance with applicable law; (ii) purchased by the Company for an amount equal to the excess of the price of the Company's Common Stock paid in a change in control over the exercise price of the award(s) (such purchase price not to exceed the fair market value of the Common Stock at the time of purchase), or (iii) cancelled if the price of the Common stock paid in a change in control is less than the exercise price of the award. The Committee may also, in its sole discretion, provide for accelerated vesting or lapse of restrictions of an award at any time.

In the event of a merger or consolidation in which the Company is not the surviving corporation or in the event of a transaction that results in the acquisition of all or substantially all of the Company's Common Stock or assets, the Compensation Committee may elect to terminate all outstanding exercisable awards granted under the 2012 Plan, provided that during the period from notification of such termination to the date of consummation of the relevant transaction (which must be at least 20 days) each participant shall have the right to exercise all of his or her exercisable awards in full (without regard to any restrictions on exercisability), contingent on the consummation of such transaction.

The Company's 2002 Stock Incentive Plan provides that in the event of a change in control, notwithstanding any vesting schedule with respect to an award of options or restricted stock, such option shall become immediately exercisable with respect to 100% of the shares subject to such option, and the restricted period shall expire immediately with respect to 100% of such shares of restricted stock. The 2002 Stock Incentive Plan further provides that in the event of a change in control, all other awards shall become fully vested and/or payable to the fullest extent of any award or portion thereof that has not then expired, and any restrictions with respect thereto shall expire.

## Equity Compensation Plan Information

The following table presents equity compensation plan information as of December 31, 2018:

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column)
Equity compensation plans approved by security holders	218,075	\$ 6.22	79,437
Equity compensation plans not approved by security holders	—	—	—
TOTAL	218,075	\$ 6.22	79,437

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**SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Exchange Act requires the Company's directors and executive officers, and persons who own more than 10% of a registered class of the Company's equity securities, to file with the SEC initial reports of ownership and reports of changes in ownership of Common Stock and other equity securities of the Company. Officers, directors and greater than 10% stockholders are required by the SEC to furnish the Company with copies of all Section 16(a) forms they file.

To the Company's knowledge, based solely on a review of the copies of such reports furnished to the Company or written representations that no other reports were required, all Section 16(a) filing requirements applicable to its officers, directors and greater than 10% beneficial owners were complied with during, or in respect of, the fiscal year ended December 31, 2018 and prior periods, with the exception of a Form 4 on behalf of Mr. Molino with respect to the exercise of options to purchase 15,678 shares of Common Stock, which was filed four business days late due to an administrative error.

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STOCKHOLDER NOMINATIONS FOR BOARD OF DIRECTORS MEMBERSHIP AND  
OTHER PROPOSALS FOR THE 2020 ANNUAL MEETING

The submission deadline for stockholder proposals to be included in our proxy materials for the 2020 Annual Meeting pursuant to Rule 14a-8 of the Exchange Act is December 31, 2019. All such proposals must be received by the Corporate Secretary at P&F Industries, Inc., 445 Broadhollow Road, Suite 100, New York 11747 by the required deadline and must comply with all other applicable legal requirements in order to be considered for inclusion in the Company's 2020 proxy materials. Any such proposal should be submitted by certified mail, return receipt requested, or other means, including electronic means, that allow the stockholder to prove the date of delivery.

The Company's By-laws require that, for nominations of directors or other business to be properly brought before an annual meeting, advance written notice of such nomination or proposal for other business must be furnished to the Company. Such notice must contain certain information specified in the Company's By-laws concerning the nominating or proposing stockholder and information concerning the nominee (if any) and, subject to certain conditions set forth in the By-laws, must be furnished by the stockholder (who must be entitled to vote at the meeting) to the Secretary of the Company, as the address set forth above, not more than 120 days nor less than 90 days in advance of the one year anniversary of the previous year's annual meeting of stockholders; provided however, that, if the meeting is convened more than 30 days prior to or delayed by more than 30 days after the anniversary of the preceding year's annual meeting, or if no annual meeting was held in the preceding year, notice by the Nominating Stockholder to be timely must so be received not later than the close of business on the later of (i) the 90th day before such annual meeting or (ii) the 10th day following the day on which public announcement of the date of such meeting is first made. In the case of the annual meeting to be held in 2020, written notice of a nomination or proposal must be received no earlier than January 23, 2020 and no later than February 22, 2020. A copy of the applicable provisions of the By-laws may be obtained by any stockholder, without charge, upon written request to the Secretary of the Company at the address set forth below. The applicable provisions of the Company's By-laws should be read in their entirety.

ANNUAL REPORT

Stockholders of record on April 15, 2019 will receive a copy of the Company's 2018 Annual Report, containing its Annual Report on Form 10-K for the fiscal year ended December 31, 2018 (without exhibits), along with this Proxy Statement. You may also obtain copies of exhibits to the Form 10-K, but we may charge a reasonable fee to stockholders requesting such exhibits. If you would like copies of any of the exhibits to the Form 10-K, you should direct your request in writing to the Company at 445 Broadhollow Road, Suite 100, Melville, New York 11747, Attention: Corporate Secretary. Such Annual Report on Form 10-K, including exhibits, is also available free of charge on the SEC's website at [www.sec.gov](http://www.sec.gov).

By order of the Board of Directors

JOSEPH A. MOLINO, JR.

Secretary

Date: April 29, 2019

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P & F INDUSTRIES, INC. THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS ANNUAL MEETING OF STOCKHOLDERS May 22, 2019 The undersigned hereby appoints RICHARD A. HOROWITZ and JOSEPH A. MOLINO, JR., or either one of them, attorney with full power of substitution and revocation to each, for and in the name of the undersigned, with all powers the undersigned would possess if personally present, to vote the Class A Common Stock of the undersigned in P&F Industries, Inc. at the Annual Meeting of Stockholders to be held at the Conference Center at 445 Broadhollow Road, Melville, New York 11747 on Wednesday, May 22, 2019 at 10 a.m. and at any adjournment thereof, for the following matters. THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED STOCKHOLDER(S). IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED "FOR" THE ELECTION OF THE DIRECTORS, "FOR" PROPOSAL NOS. 2 AND 3 AND "1 YEAR" WITH RESPECT TO PROPOSAL NO. 4. THIS PROXY ALSO AUTHORIZES EACH OF THE PERSONS NAMED ABOVE TO VOTE AT HIS DISCRETION ON ANY OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE ANNUAL MEETING. (Continued, and to be signed on reverse side) 1.1 14475

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ANNUAL MEETING OF STOCKHOLDERS OF P & F INDUSTRIES, INC. May 22, 2019 GO GREEN e-Consent makes it easy to go paperless. With e-Consent, you can quickly access your proxy material, statements and other eligible documents online, while reducing costs, clutter and paper waste. Enroll today via [www.astfinancial.com](http://www.astfinancial.com) to enjoy online access. NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL: The Notice of Meeting, Proxy Statement and Annual Report are available at <https://materials.proxyvote.com/692830> Please sign, date and mail your proxy card in the envelope provided as soon as possible. Please detach along perforated line and mail in the envelope provided. 20230304000000000000 6052219 THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF THE DIRECTORS LISTED BELOW, "FOR" PROPOSAL NOS. 2 AND 3 AND "1 YEAR" WITH RESPECT TO PROPOSAL NO. 4. PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE x 1. Election of two directors, as set forth below, for a term of three years (expiring in 2022). NOMINEES: 2. Ratifying the appointment of CohnReznick LLP as P&F Industries, Inc.'s independent registered public accounting firm for 2019. FOR AGAINST ABSTAIN FOR ALL NOMINEES WITHHOLD AUTHORITY FOR ALL NOMINEES O Howard Brod Brownstein O Richard A. Horowitz 3. Approving an advisory (non-binding) resolution regarding the compensation of P&F Industries, Inc.'s named executive officers. FOR AGAINST ABSTAIN FOR ALL EXCEPT (See instructions below) 4. Approving an advisory (non-binding) vote on the frequency of which P&F Industries, Inc. should include an advisory vote regarding officer compensation in future proxy statements. 1 YEAR 2 YEARS 3 YEARS ABSTAIN IMPORTANT - PLEASE VOTE, SIGN AND RETURN THE PROXY AS SOON AS POSSIBLE SO THAT IT WILL ARRIVE BEFORE THE ANNUAL MEETING ON MAY 22, 2019. 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: 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.

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