

**Microwave Filter Company, Inc.**  
6743 Kinne Street  
East Syracuse, New York 13057  
**Notice of Annual Meeting of Shareholders**

To the Shareholders of Microwave Filter Company, Inc.:

At the direction of the Board of Directors of Microwave Filter Company, Inc., a New York corporation (the 'Company'), notice is hereby given that the Annual meeting of Shareholders of the Company (the 'Meeting') will be held at 10:00 a.m. on Wednesday, February 6, 2019 at the Ramada Carrier Circle, 6555 Old Collamer Road, East Syracuse, New York 13057 for the following purposes:

Proposal 1. The election of 3 directors to hold office until the Annual Meeting of the Shareholders at which their term expires or until their successors have been duly elected;

Proposal 2. The ratification of the appointment of Dannible & McKee LLP, Certified Public Accountants, as the Company's independent registered public accounting firm for the 2019 fiscal year;

Proposal 3. To hold an advisory vote on executive compensation;

Proposal 4. To hold an advisory vote on the frequency of the advisory vote on executive compensation.

No other business may be transacted at the meeting.

The Board of Directors has fixed the close of business on December 6, 2018 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting, or any adjournments thereof.

By order of the Board of Directors



Robert R. Andrews  
Chairman of the Board

Dated: December 10, 2018  
Syracuse, New York

**YOUR VOTE IS IMPORTANT. YOU ARE THEREFORE REQUESTED TO SIGN AND RETURN THE ENCLOSED PROXY AS PROMPTLY AS POSSIBLE, EVEN IF YOU EXPECT TO BE PRESENT AT THE MEETING. YOU MAY WITHDRAW YOUR PROXY AT ANY TIME PRIOR TO THE MEETING, OR IF YOU DO ATTEND THE MEETING, YOU MAY WITHDRAW YOUR PROXY AT THAT TIME AND VOTE IN PERSON IF YOU WISH.**

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**MICROWAVE FILTER COMPANY, INC.**  
**Proxy Statement for Annual Meeting of Shareholders**

**General**

The enclosed Proxy is solicited on behalf of the Board of Directors of Microwave Filter Company, Inc. (the 'Company') for use at the Company's Annual Meeting of Shareholders (the 'Annual Meeting') to be held on Wednesday, February 6, 2019 at 10:00 a.m. local time or at any adjournment or postponement thereof, for the purposes set forth herein and in the accompanying Notice of Annual Meeting of Shareholders. The Annual Meeting will be held at the Ramada Carrier Circle, 6555 Old Collamar Road, East Syracuse, New York 13057.

The Company's principal executive offices are located at 6743 Kinne Street, East Syracuse, New York 13057. The telephone number at that address is (315) 438-4700.

These proxy solicitation materials and the Annual Report to Shareholders were first mailed on or about December 10, 2018 to all shareholders entitled to vote at the Annual Meeting.

**Record Date and Shares Outstanding**

Shareholders of record at the close of business on December 6, 2018 are entitled to notice of, and to vote at, the Annual Meeting. At the record date 2,579,680 shares of the Company's common stock were issued, outstanding and entitled to vote at the Annual Meeting.

**Availability of Proxy Materials**

Our Annual Report to Shareholders and this Proxy Statement are available on the Company's website at [www.microwavefilter.com](http://www.microwavefilter.com).

**Revocability of Proxies**

Any proxy given pursuant to this solicitation may be revoked by the person giving it at any time before its use by delivering to the Secretary of the Company a written notice of revocation or a duly executed proxy bearing a later date or by attending the Annual Meeting and voting in person.

**Voting and Solicitation**

Every shareholder voting for the election for Directors is entitled to one vote for each share held of record on the record date. Directors are elected by a plurality of the votes cast at the meeting.

A quorum at the Annual Meeting shall consist of one-third (1/3) of the outstanding shares entitled to vote, represented either in person or proxy. Abstentions are counted as present for the purpose of determining the presence or absence of a quorum for the transaction of business. Votes against a candidate and votes withheld from voting for a candidate will have no effect on the election of directors.

If a stockholder is the beneficial owner of shares held in "street name" by a bank or brokerage firm, such bank or brokerage firm, as the record holder of the shares, is required to vote those shares in accordance with such stockholder's instructions. If the stockholder does not give instructions to such bank or brokerage firm, it will nevertheless be entitled to vote the shares with respect to certain "discretionary" items, but will not be permitted to vote such stockholder's shares with respect to "non-discretionary" items. In the case of non-discretionary items, the shares will be treated as "broker non-votes."

Shares treated as broker non-votes will be included for purposes of calculating the presence of a quorum. Otherwise, shares represented by broker non-votes will be treated as shares not entitled to vote on a proposal. Broker non-votes will not be counted as votes cast 'for' or votes 'withheld' for the election of directors.

The proposal to ratify the appointment of Dannible & McKee, LLP as the Company's independent auditor for the fiscal year ending September 30, 2019 as well as any other matter properly submitted to shareholders for their consideration at the Annual Meeting, will be approved if a majority of the votes cast at the Annual meeting are voted 'FOR' those proposals.

The advisory vote on executive compensation will be decided by the affirmative vote of a majority of the common shares present in person or represented by proxy, and entitled to vote at the Annual Meeting. The advisory vote on executive compensation is a non-binding advisory vote; however, the Compensation Committee and Board of Directors intend to consider the outcome of the vote when considering future executive compensation decisions. Abstentions will be considered shares entitled to vote in the tabulation of votes cast on this proposal, and will have the same effect as negative votes. Broker non-votes are not counted for the purpose of determining whether a matter has been approved.

The advisory vote on the frequency of the advisory vote on executive compensation will be decided by the alternative receiving the highest number of voting shares, present in person or represented by proxy, and entitled to vote at the Annual Meeting. Because the advisory vote on the frequency of the advisory vote on executive compensation is a non-binding advisory vote, the Board may decide that it is in the best interests of the stockholders and the Corporation to hold an advisory vote on executive compensation more or less frequently than the option approved by the stockholders.

The cost of this solicitation will be borne by the Company. The Company has retained Regan & Associates, Inc. to assist in the solicitation of proxies at a fee of \$7,000 (which includes expenses.) In addition, the Company may reimburse brokerage firms and other persons representing beneficial owners of shares for their expenses in forwarding solicitation material to such beneficial owners. Proxies also may be solicited by certain of the Company's directors, officers and regular employees, without additional compensation, personally or by telephone or by telegram.

### **Deadline for Receipt of Shareholder Proposals**

Proposals of shareholders which are intended to be presented by such shareholders at the Company's 2020 Annual Meeting must be received by the Secretary of the Company at the Company's principal executive offices no later than September 30, 2019 in order to be included in the proxy soliciting material relating to that meeting. Such proposals should be sent by certified mail, return receipt requested.

## **Shareholder Communications with Directors**

Shareholders who want to communicate with the Board or an individual director can write to: Richard Jones, Corporate Secretary, Microwave Filter Company, Inc., 6743 Kinne Street, East Syracuse, New York 13057. Your letter should indicate that you are a shareholder of Microwave Filter Company, Inc. Depending on the subject matter, management will:

Forward the communication to the director or directors to whom it is addressed; or

Attempt to handle the inquiry directly, for example, requests for information or stock-related matters.

## **Corporate Governance**

Our executive officers, management and employees conduct our business under the direction of the Chief Executive Officer and with the independent oversight of our Board. Our Board is composed of directors who are not employed by us, with the exception of Mr. Mears. A non-executive director serves as Chairman of the Board. We believe that having a non-executive Chairman of the Board emphasizes the importance of the Board's objectivity and independence from management and best promotes the effective functioning of the Board's oversight role. At regularly scheduled Board meetings, our non-employee directors meet in executive session without management present. Our Board also ensures that we have an effective management team in place to run the Company and serves to protect and advance the long-term interests of our shareholders.

Oversight of risk management is a responsibility of the Board of Directors and is an integral part of the Board's oversight of our business. The Company's senior management is primarily responsible for managing the day-to-day risks of the Company's business, and is best equipped to assess and manage those risks. The Board regularly receives reports on the Company's exposure to risk from senior management and reassesses the management of those risks throughout the year.

## **Board Meetings and Committees**

The Board of Directors held a total of five meetings during the fiscal year ending September 30, 2018. Each Director attended at least 75% of all such meetings of the Board of Directors and of the committees of the Board on which they served during fiscal 2018.

The Company's Audit Committee currently consists of Sidney Chong, Chair, Carl Fahrenkrug, Sr., Robert D. Shiroki, Frank S. Markovich, John Kennedy and Robert R. Andrews. All members of the Audit Committee are independent of management (as independence is defined in the Nasdaq listing standards). The purpose of the Audit Committee is to assist the Board of Directors' oversight of the Company's accounting and financial reporting processes and the audits of the Company's financial statements. The Audit Committee operates pursuant to a Charter approved by the Company's Board of Directors. The Audit Committee held four meetings during fiscal year 2018. The Audit Committee's charter is available on our website at [www.microwavefilter.com](http://www.microwavefilter.com).

The Company's Compensation Committee currently consists of John Kennedy, Chair, Robert Andrews, Sidney Chong, Robert Shiroki, Anne Tindall and Carl Fahrenkrug, Sr. The Compensation Committee reviews compensation and benefits for the Company's executives. The Compensation Committee held one meeting during fiscal year 2018.

The Company's Nominating Committee currently consists of Anne Tindall, Chair, Robert Andrews, Carl F. Fahrenkrug, Sr, John Kennedy, Frank S. Markovich and Irene Scruton. All members of the Nominating Committee are independent of management ( as independence is defined in the Nasdaq listing standards). The Nominating Committee operates pursuant to a Charter approved by the Company's Board of Directors. The Nominating Committee held one meeting during fiscal year 2018.

When considering a potential candidate for membership on our Board, the Nominating Committee considers relevant business and industry experience and demonstrated character and judgement. There are no differences in the manner in which the Nominating Committee evaluates a candidate that is recommended for nomination for membership on our Board by a shareholder.

The Nominating Committee will consider shareholder nominations for directors in writing to our corporate secretary prior to the meeting. To be timely, the notice must be delivered within the time period permitted for submission of a stockholder proposal as described under 'Shareholder Proposals.' Such notice must be accompanied by the nominee's written consent, contain information relating to the business experience and background of the nominee and contain information with respect to the nominating shareholder and persons acting in concert with the nominating shareholder.

The Nominating Committee is responsible for recommending to our full Board of Directors nominees for election of directors. To fulfill this role, the committee interviews, evaluates and recommends individuals for membership on our Board and committees thereof.

Each of the Company's directors is encouraged to attend the annual meeting of shareholders in person. Last year all nine directors attended the annual shareholders meeting.

The Company also has a standing Executive Committee.

## **Compensation of Directors**

Non-officer Directors currently receive fees of \$250.00 per board meeting and \$250.00 per committee meeting. MFC also reimburses Directors for reasonable expenses incurred in attending meetings. The Chairman of the Board currently receives fees of \$400.00 per board meeting and \$400.00 per committee meeting. Officer members receive no compensation for their attendance at meetings.

The following table summarizes the compensation paid to non-employee Directors for their service to the Board and its committees in fiscal 2018.

### **Director Compensation Table**

| <b>Name</b>            | <b>Fees earned or paid in cash</b> |
|------------------------|------------------------------------|
| Robert R. Andrews      | \$4,000                            |
| Ann Tindall            | \$1,250                            |
| Sidney Chong           | \$2,500                            |
| Carl F. Fahrenkrug, Sr | \$2,250                            |
| John Kennedy           | \$2,000                            |
| Frank S. Markovich     | \$1,750                            |
| Robert Shiroki         | \$2,250                            |
| Irene Scruton          | \$ 750                             |

## Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information regarding beneficial ownership of the Company's common stock as of December 6, 2018 (i) by each person who is known by the Company to own beneficially more than 5% of the Company's common stock, (ii) each Director of the Company and (iii) all Directors and Executive Officers as a group.

| Directors, Officers      | Shares Beneficially Owned |         |
|--------------------------|---------------------------|---------|
|                          | Number                    | Percent |
| Carl F. Fahrenkrug, Sr * | 72,298                    | 2.8%    |
| Frank S. Markovich *     | 4,340                     | **      |
| Robert D. Shiroki *      | 88,432                    | 3.4%    |
| Sidney Chong *           | 3,000                     | **      |
| Robert R. Andrews *      | 2,080                     | **      |
| Paul W. Mears *          | 1,000                     | **      |
| John J. Kennedy *        | 1,000                     | **      |
| Anne Tindall*            | 0                         | **      |
| Irene E. Scruton*        | 0                         | **      |
| Carl F. Fahrenkrug, Jr   | 4,986                     | **      |

All Directors and Executive Officers as a group (ten persons) 177,136 6.9%

\*Directors of the Company.

\*\*Denotes less than one percent of class.

### 5% Shareholders

|  | Shares Beneficially Owned |         |
|--|---------------------------|---------|
|  | Number                    | Percent |

|   |         |      |
|---|---------|------|
| Zeff Capital, LP (1)<br>1601 Broadway, 12 <sup>th</sup> Floor<br>New York, New York 10019 | 220,653 | 8.6% |
|---|---------|------|

(1) This information is based on a Schedule 13D filed with the SEC by Zeff Capital, LP, 1601 Broadway, 12<sup>th</sup> Floor, New York, NY 10019, on June 11, 2018. Zeff Capital, LP reported sole voting power and sole dispositive power to all such shares and shared voting power with respect to none of the shares.

|   |         |      |
|---|---------|------|
| Gerst Capital, LLC (2)<br>4962 El Camino Real, Suite 206<br>Los Altos, CA 94022 | 166,225 | 6.4% |
|---|---------|------|

(2) This information is based on a Schedule 13D filed with the SEC by Gerst Capital, LLC, 4962 El Camino Real, Suite 206, Los Altos, CA 94022, on January 30, 2018. Gerst Capital, LLC reported shared voting power and shared dispositive power to all such shares.

## Compensation Committee Interlocks and Insider Participation

No member of the Compensation Committee was or is an officer or employee of the Company or any of its subsidiaries.

## Compliance with Section 16(a) of the Securities Exchange Act

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's executive officers and directors and persons who own more than 10% of a registered class of the Company's equity securities, to file reports of ownership and changes of ownership with the Securities and Exchange Commission and the National Association of Securities Dealers, Inc. Such officers, directors and 10% shareholders are also required by SEC Rules to furnish the Company with copies of all Section 16(a) forms that they file. Based solely on its review of such reports received by it, the Company believes that its officers, directors and 10% shareholders complied with all Section 16(a) filing requirements for the fiscal year ended September 30, 2018.

## IDENTIFICATION OF EXECUTIVE OFFICERS

| Name                   | Age | Position  |
|------------------------|-----|---|
| Paul W. Mears          | 59  | Chief Executive Officer   |
| Richard L. Jones       | 70  | Vice President, Chief Financial Officer and Corporate Secretary |
| Carl F. Fahrenkrug, Jr | 50  | Executive Vice President  |

All of the officers serve at the pleasure of the Board of Directors.

Paul W. Mears began his association with MFC as a Co-op while attending RIT in 1981. He became a full time employee in 1984 when he began his duties as an Electrical Engineer in Research and Development. In 1988 he became a Senior Design and Quotation Engineer and in 1989, he was promoted to Assistant Chief Engineer, Manager of Engineering of the Filter Division and in April of 1998, was appointed Vice President of Engineering. On December 9, 2015, he was appointed Chief Executive Officer. Mr. Mears has a Bachelor of Science in Electrical Engineering Technology from RIT.

Richard L. Jones joined MFC in August 1983 as controller. In February 1985, he was appointed Vice President and Treasurer of MFC. On October 7, 1992, he was appointed Vice President and Chief Financial Officer. Mr. Jones has a Bachelor of Science in Accounting from Syracuse University.

Carl F. Fahrenkrug, Jr joined MFC in 1989 as an engineering intern. In 1992, he became a full time employee when he began his duties as an electrical engineer. On April 8, 2009, he was appointed Vice President. On December 9, 2015, he was appointed Executive Vice president. Mr. Fahrenkrug has a Bachelor of Science in Electrical Engineering from Clarkson University, a Master of Science in Electrical Engineering from SUNY Binghamton and a Master of Business Administration from LeMoyne College.

The Company has adopted a Code of Ethics and Business Conduct for all of our employees and directors, including our Chief Executive Officer and Chief Financial Officer. A copy of our Code of Ethics and Business Conduct is available free of charge on our Company web site at [www.microwavefilter.com](http://www.microwavefilter.com).



## EXECUTIVE COMPENSATION AND OTHER MATTERS

### Executive Compensation

The Company's guiding compensation philosophy is to provide compensation that rewards individual and organizational performance. The Company aims to make executive compensation sensitive to Company performance, which is defined in terms of revenue growth and profitability. Compensation must also be competitive, thereby enabling the Company to attract, retain and motivate highly-qualified individuals who contribute to the Company's success.

The following table provides information relating to compensation for fiscal 2018 and 2017 for the Company's Chief Executive Officer, Executive Vice President and Chief Financial Officer for services to the Company.

| Name and Principal Position                        | Year | Salary<br>\$ | Bonus<br>\$ | Other<br>\$(1) | Total<br>\$ |
|--|------|--------------|-------------|----------------|-------------|
| Paul W. Mears<br>Chief Executive Officer           | 2018 | 91,200       | 0           | 5,472          | 96,672      |
|  | 2017 | 97,174       | 0           | 5,830          | 103,004     |
| Carl F. Fahrenkrug, Jr<br>Executive Vice President | 2018 | 104,000      | 0           | 6,240          | 110,240     |
|  | 2017 | 102,670      | 0           | 6,160          | 108,830     |
| Richard L. Jones<br>Chief Financial Officer        | 2018 | 97,250       | 0           | 5,835          | 103,085     |
|  | 2017 | 96,686       | 0           | 5,801          | 102,487     |

(1) All other compensation consists of contributions by the Company to the Company's 401(K) Salary Savings Plan.

Mr. Mears, Mr. Fahrenkrug and Mr. Jones currently receive one week of paid vacation each calendar year and participation in all benefits, plans and programs available to all employees.

### **Option Grants and Exercises**

There were no options granted or exercised by the executive officers listed in the executive compensation table above during the last fiscal year.

**PROPOSAL ONE  
ELECTION OF DIRECTORS**

**Nominees**

Three Directors are to be elected at the Annual Meeting. Unless otherwise instructed, the proxy holders will vote the proxies received by them for the three nominees named below, all of whom are presently Directors of the Company. In the event that any nominee is unable or declines to serve as a Director at the time of the Annual Meeting, the proxies will be voted for any nominee who shall be designated by the present Board of Directors to fill the vacancy. A term of office of three years for each person elected as a Director will continue to the Annual Meeting of Shareholders at which their term expires or until his or her successor has been elected and qualified. It is not expected that any nominee will be unable or will decline to serve as a Director.

The name of and certain information regarding each nominee are set forth below.

| <b>Nominee</b>                                     | <b>Principal Occupation and Qualifications</b>  |
|--|---|
| ROBERT R. ANDREWS<br>Age 78<br>Director since 1992 | Mr. Andrews is the Chairman of the Board and past President of Morse Manufacturing Co., Inc., East Syracuse, N.Y. which produces specialized material handling equipment and has served in that capacity since prior to 1985. He received a B.A. degree from Arkansas University and has served as Vice President and a Director of the Manufacturers Association of Central New York, President of the Citizens Foundation, a Trustee of DeWitt Community Church, a Director of the Salvation Army and Chairman of the Business and Industry Council of Onondaga Community College. Mr. Andrews was elected Chairman of the Board of Directors of Microwave Filter Company, Inc. on November 17, 2004.<br><br>Mr. Andrews brings extensive executive, management and operational experience as the President and Principal shareholder of a small manufacturing company. |
| SIDNEY K. CHONG<br>Age 77<br>Director since 1995   | Mr. Chong was a corporate accountant for Carrols Corp. in Syracuse prior to his retirement in January 2011. Prior to joining Carrols Corp., he was a Senior Accountant with Price Waterhouse and Co. in New York City. Mr. Chong has a Bachelor of Science degree in accounting from California State University.<br><br>Mr. Chong brings to the board extensive financial and business experience and is considered an 'audit committee financial expert' under SEC rules. Mr. Chong's extensive accounting and financial knowledge is an invaluable asset to the Board in its oversight of the integrity of our financial statements and the financial reporting process.   |

PAUL W. MEARS  
Age 59  
Director since 2015

Mr. Mears was elected Chief Executive Officer and a Director of Microwave Filter Company, Inc. on December 9, 2015. Mr. Mears has served as Vice President of Engineering since 1998. He has a Bachelor of Science degree in Electrical Engineering Technology from Rochester Institute of Technology.

Mr. Mears brings to the Board executive leadership through his knowledge of our business, products, strategy, people, operations and competition.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE 'FOR'  
THE ELECTION OF EACH OF THE NOMINEES**

## MEMBERS OF THE BOARD OF DIRECTORS CONTINUING IN OFFICE

### Directors Whose Terms Expire in 2020

| Director  | Principal Occupation and Qualifications  |
|---|--|
| CARL F. FAHRENKRUG<br>Age 76<br>Director since 1984 | <p>Mr. Fahrenkrug retired as President and Chief Executive Officer of Microwave Filter Company on December 9, 2015. He had also served as President and Chief Executive Officer of Niagara Scientific, Inc. since prior to 1986. He served as Vice President of Engineering at Microwave Systems, Inc., Syracuse, N.Y. from 1972 - 1976. Mr. Fahrenkrug has a B.S. and M.S. in Engineering and an MBA from Syracuse University.</p> <p>Mr. Fahrenkrug brings to the Board executive leadership and industry experience. His thorough knowledge of our business, products, strategy, people, operations and competition provides us with strong leadership.</p>   |
| ROBERT D. SHIROKI<br>Age 55<br>Director since 2012  | <p>Mr. Shiroki is a Certified Public Accountant in the State of New York and the owner of Shiroki Associates CPA's located in Fayetteville, New York, which specializes in small businesses and startups. Prior to joining Shiroki Associates, he was the controller for Hart Lyman Companies of East Syracuse, New York. Mr. Shiroki has a Bachelor of Science in Finance from SUNY Brockport and a Bachelor of Science in Accounting from Syracuse University.</p> <p>Mr. Shiroki brings to the board extensive financial and business experience and is considered an 'audit committee financial expert' under SEC rules. Mr. Shiroki's extensive accounting and financial knowledge is an invaluable asset to the Board in its oversight of the integrity of our financial statements and the financial reporting process.</p> |
| FRANK S. MARKOVICH<br>Age 74<br>Director since 1992 | <p>Mr. Markovich is a consultant in the manufacturing operations and training field. Prior to that, he was the Director of the Manufacturing Extension Partnership at UNIPEG Binghamton. He held various high level positions in operations, quality and product management in a 20 year career with BF Goodrich Aerospace, Simmonds Precision Engine Systems of Norwich, N.Y. He completed US Navy Electronics and Communications Schools and received an MBA from Syracuse University.</p> <p>Mr. Markovich brings to the Board extensive business leadership experience and an intimate knowledge of manufacturing operations, quality assurance and product management.</p>  |

## Directors Whose Terms Expire in 2021

| Director  | Principal Occupation and Qualifications   |
|---|---|
| JOHN J. KENNEDY<br>Age 69<br>Director since 2009  | <p>Mr. Kennedy is the Senior Partner and Co-founder of Hawthorne Consulting Group, LLC, a continuous improvement consulting firm dedicated to the education and training of business owners, managers and their employees in the concepts of the Toyota Production System. Prior to that, Mr. Kennedy was a senior consultant with Seven Pines Consulting Group/Rutherford Associates. He has also held various management positions with Orion Bus Industries Ltd, General Motors Corp. and the Miller Brewing Company. He holds an MBA from Syracuse University and a BS degree from the University of Pennsylvania.</p> <p>Mr. Kennedy brings to the Board extensive business leadership experience and an intimate knowledge in productivity and process improvement.</p>   |
| ANNE TINDALL<br>Age 65<br>Director since 2012     | <p>Ms. Tindall is the founder and President of Employee Management Strategies, Inc. which provides a variety of comprehensive on and off-site professional human resource services to employers. Ms. Tindall is a graduate of the State University College at Buffalo with a Bachelor of Arts in Human Development - Family and Community Relations, in addition to a number of human resource-related courses and seminars.</p> <p>Ms. Tindall brings over 37 years of human resource-related expertise to the Board of Directors.</p>   |
| IRENE E. SCRUTON<br>Age 63<br>Director since 2016 | <p>Ms. Scruton has been the Director of MBA &amp; Graduate Programs at State University of New York at Oswego since 2013. Prior to that, she was the Executive Director of the Safety Council of Central &amp; Western New York Chapter of the National Safety Council. Before leading the non-profit, Ms. Scruton's career was senior banking executive both in Buffalo and Syracuse, New York. Ms. Scruton is a Doctoral Candidate (EdD) with an anticipated graduation date of July 2017 at St John Fisher College. Ms. Scruton has an MBA from Syracuse University and a Bachelor of Science in Business from the University of Buffalo. Ms. Scruton is a Board member of the Syracuse Regional Airport Authority and has served as a Board member of Onondaga Community College, a trustee of the Dewitt Community Library, a Town Councilor of the Town of Dewitt, a Board member of the NY-Penn Girl Scouts and a Board member of Leadership Greater Syracuse.</p> |

Ms. Scruton is a dynamic leader and strategic innovator with progressive experience in key industry sectors. She brings specialized knowledge in program management, board development, product development, team development and executive leadership to the Board.

### **Other Interests and Transactions**

Except as set forth in this Proxy Statement: (i) no participant in this solicitation is, or was within the past year, a party to any contract, arrangements or understandings with any person with respect to any securities of the registrant, including, but not limited to, joint ventures, loan or option arrangements, puts or calls, guarantees against loss or guarantees of profit, division of losses or profits, or the giving or withholding of proxies; (ii) no associate of any participant in this solicitation owns beneficially, directly or indirectly, any securities of the registrant; (iii) no participant in this solicitation owns beneficially, directly or indirectly, any securities of any parent or subsidiary of the registrant; (iv) no participant in this solicitation or any of his or its associates was a party to any transaction, or series of similar transactions, since the beginning of the registrant's last fiscal year, or is a party to any currently proposed transaction, or series of similar transactions, to which the registrant or any of its subsidiaries was or is to be a party, in which the amount involved exceeds \$120,000; (v) no participant in this solicitation or any of his or its associates has any arrangement or understanding with any person with respect to any future employment by the registrant or its affiliates, or with respect to any future transactions to which the registrant or any of its affiliates will or may be a party.

## **PROPOSAL TWO**

### **RATIFICATION OF APPOINTMENT OF INDEPENDENT PUBLIC ACCOUNTANTS**

The Board of Directors has approved the selection of Dannible & McKee, LLP to audit our financial statements for the fiscal year ending September 30, 2019, and seeks shareholder ratification of such appointment. Dannible & McKee, LLP has served as the Company's auditor since 2015.

The Company's By-laws do not require that shareholders ratify the selection of Dannible & McKee, LLP as the Company's independent registered public accounting firm. The Board, however, is submitting the selection of Dannible & McKee, LLP to shareholders for ratification as a matter of good corporate practice. If shareholders do not ratify the selection, the Audit Committee will reconsider whether to retain Dannible & McKee, LLP. Even if the selection is ratified, the Board and the Audit Committee at their discretion may change the appointment at any time during the year if they determine that such a change would be in the best interests of the Company and its shareholders.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE 'FOR' THE RATIFICATION OF  
THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING  
FIRM**

## PROPOSAL THREE

### ADVISORY VOTE ON EXECUTIVE COMPENSATION

We are providing our stockholders an opportunity to indicate whether they support our Named Executive Officer compensation as described in this proxy statement. This advisory vote, commonly referred to as “say on pay,” is not intended to address any specific item of compensation, but instead relates to the tabular disclosures regarding Named Executive Officer compensation, and the narrative disclosure accompanying the tabular presentation. These disclosures allow you to view the trends in our executive compensation program and the application of our compensation philosophies for the years presented.

The Compensation Committee believes an effective compensation program should be one that is designed to recruit and keep top quality executive leadership focused on attaining long-term corporate goals and increasing stockholder value. We believe that our executive compensation program is designed to reasonably and fairly recruit, motivate, retain and reward our executives for achieving our objectives and goals.

Accordingly, the Board of Directors unanimously recommends that stockholders vote in favor of the following resolution:

**“Resolved, that the stockholders approve the compensation of the Company’s named executive officers as disclosed in this proxy statement pursuant to the rules of the Securities and Exchange Commission, including the compensation tables and the related footnotes and narrative disclosures.”**

Although this vote is advisory and is not binding on the Company, the Compensation Committee will take into account the outcome of the vote when considering future executive compensation decisions. The proposal will be approved by the affirmative vote of a majority of the shares present in person or by proxy and entitled to vote on the matter.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE 'FOR' THE APPROVAL OF THE RESOLUTION APPROVING THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS**



## **PROPOSAL FOUR**

### **ADVISORY VOTE ON THE FREQUENCY OF SAY ON PAY VOTING**

In accordance with the Dodd-Frank Act and related SEC rules, stockholders are being given the opportunity to vote at the Annual Meeting on an advisory resolution regarding the compensation of our named executive officers (“say-on-pay”). See Proposal No. 3 above in this Proxy Statement. The Dodd-Frank Act and applicable SEC rules also require that, at least once every six years, stockholders be given the opportunity to vote on the advisory resolution set forth immediately above regarding the frequency of future say-on-pay votes.

Stockholders may vote to recommend that future “say-on-pay” votes be held every year, every two years or every three years. The Board currently believes that future “say-on-pay” votes should occur every three years. The Board believes that holding a “say-on-pay” vote every three years offers the closest alignment with the Company’s approach to executive compensation and its underlying philosophy that seek to enhance the long-term growth of the Company and to attract, retain and motivate our executive officers over the long term. The Board believes a three-year cycle for the advisory vote on executive compensation will provide investors the most meaningful timing alternative by which to evaluate the effectiveness of our executive compensation strategies and their alignment with the Company’s business and results of operations. It will also minimize the administrative, compliance and other corporate expenses associated with holding “say-on-pay” votes more frequently (e.g., every year or every two years).

#### **Effects of Advisory Vote**

Because the vote on this proposal is advisory in nature, it will not be binding on the Board. However, the Board of Directors will consider the outcome of the vote along with other factors when making its decision about the frequency of future “say-on-pay” votes.

#### **Vote Required**

This proposal is being submitted to enable stockholders to express a preference as to whether future “say-on-pay” votes should be held every year, every two years or every three years. The selection that receives a plurality of affirmative votes will be considered the preference of the stockholders. Brokers are not entitled to use their discretion to vote uninstructed proxies with respect to the proposal, and any such “broker non-votes” will not be deemed a vote cast.

**THE BOARD OF DIRECTORS RECOMMENDS THAT SHAREHOLDERS VOTE  
“THREE YEARS” WITH RESPECT TO HOW FREQUENTLY A NON-BINDING  
SHAREHOLDER VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVES  
SHOULD OCCUR**

## REPORT OF AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

The Audit Committee operates pursuant to a Charter approved by the Company's Board of Directors. The Audit Committee reports to the Board of Directors and is responsible for overseeing financial accounting and reporting, the system of internal controls established by management and the audit process of the Company. The Audit Committee Charter sets out the responsibilities, authority and specific duties of the Audit Committee. The Charter specifies, among other things, the structure and membership requirements of the Committee, as well as the relationship of the Audit Committee to the independent accountants and management of the Company.

The Audit Committee consists of six members, all of whom have been determined by the Board of Directors to be 'independent' under the NASDAQ listing standards as previously in effect and as amended. The Committee members do not have any relationship to the Company that may interfere with the exercise of their independence from management and the Company. The Board of Directors of Microwave Filter Company, Inc. has determined that Mr. Chong and Mr. Shiroki, both members of the Audit Committee, are 'audit committee financial experts' as defined by the SEC's regulations. None of the Committee members are current officers or employees of the Company or its affiliates.

### Audit Committee Report

The Audit Committee of the Company's Board of Directors has issued the following report with respect to the audited financial statements of the Company for the fiscal year ended September 30, 2018:

. The Audit Committee has reviewed and discussed with the Company's management and the independent auditor (Dannible & McKee, LLP) the Company's fiscal 2018 audited financial statements;

. The Audit Committee has discussed with the Company's independent auditor (Dannible & McKee, LLP) the matters required to be discussed by Statement on Auditing Standards No. 61, as amended (AICPA, Professional Standards, Vol. 1. AU section 380) as adopted by the Public Company accounting Board in Rule 3200T ;

. The Audit Committee has received the written disclosures and letter from the independent auditor required by applicable requirements of the Public Company Accounting Oversight Board regarding the auditor's communications with the audit committee concerning independence, and has discussed with the auditor their independence from the Company; and

Based on the review and discussions referred to in the three items above, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2018.

Submitted by the Audit Committee of the Company's Board of Directors:  
Sidney K. Chong, Robert R. Andrews, Frank S. Markovich, Robert D. Shiroki, Carl Fahrenkrug, Sr., John Kennedy

## FEES PAID TO INDEPENDENT AUDITORS

Set forth below are the aggregate fees billed for professional services rendered to the Company by its independent auditors for fiscal 2018.

|   |          |
|---|----------|
| Audit Fees  | \$44,600 |
| Financial Information Systems Design<br>and Implementation Fees | 0        |
| All Other Fees:   |          |
| Tax Services  | 6,300    |
|   | -----    |
| Total fees  | \$50,900 |
|   | =====    |

## Other Matters

The Company knows of no other matters to be submitted at the meeting. If any other matters properly come before the meeting, it is the intention of the persons named in the enclosed proxy to vote the shares they represent as the Board of Directors may recommend.

## THE BOARD OF DIRECTORS

Dated: December 10, 2018

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