

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. \_\_\_\_)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  
 Confidential, for Use of Commission Only (as permitted by Rule 14a-6(e)(2))  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material Pursuant to Rule 14a-12

---

**UNIROYAL GLOBAL ENGINEERED PRODUCTS, 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)(1) 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:

**UNIROYAL GLOBAL ENGINEERED PRODUCTS, INC.**  
**1800 2nd Street, Suite 970**  
**Sarasota, Florida 34236**

---

**NOTICE OF ANNUAL MEETING OF  
STOCKHOLDERS**

---

The Annual Meeting of Stockholders of Uniroyal Global Engineered Products, Inc. (the “Company”) will be held at the offices of the Company, 1800 2nd Street, Suite 970, Sarasota, Florida 34236 on Wednesday, June 5, 2019, at 10:00 a.m., Eastern Daylight Time, for the following purposes:

1. to elect three (3) directors for a term of one year;
2. to authorize the Company’s Board of Directors to effect a 1-for-5 reverse stock split of the outstanding shares of the Company’s common stock at such time as the Company’s Board of Directors deems appropriate;
3. to approve an amendment to the Amended and Restated Articles of Incorporation to effect the 1-for-5 reverse stock split and reduce proportionately the total number of shares of the Company’s common stock that the Company is authorized to issue;
4. to ratify the selection of Frazier & Deeter, LLC to serve as the independent public accountants for the Company for the fiscal year ending December 29, 2019; and
5. to transact such other business as may properly come before the meeting and any adjournment of the meeting.

The Board of Directors has fixed the close of business on April 8, 2019 as the record date for the determination of stockholders entitled to notice of and to vote at the meeting. Each share of the Company’s ordinary common stock is entitled to one vote on all matters presented at the annual meeting; however, each share of the Company’s Class B Common stock is entitled to 22 votes on all matters presented at the annual meeting.

All stockholders are invited to attend the annual meeting to vote on the above-described proposals. However, you do not need to attend the annual meeting to vote your shares. To vote your shares without attending the annual meeting, please follow the instructions on the enclosed voting card.

We have made an information statement available to you on the Internet at <https://www.cstproxy.com/uniroyalglobalengineeredproducts/2019>.

The information statement contains our annual report for fiscal year 2018, information about the three directors nominated for office, information on the 1-for-5 reverse stock split and reduction in authorized shares of the Company’s common stock, a description of the selection of Frazier & Deeter, LLC (“Frazier & Deeter”) to serve as the independent public accountants of the Company for the current fiscal year, as well as other information relevant to our Annual Meeting of Stockholders. You may request a printed copy of these materials by mailing your request to Uniroyal Global Engineered Products, Inc., Attn: Secretary, 1800 2nd Street, Suite 970, Sarasota, FL 34236.

By Order of the Board of Directors,

/s/ Oliver J. Janney  
Oliver J. Janney  
*Secretary*

Sarasota, FL  
April 26, 2019

**WHETHER OR NOT YOU PLAN TO BE PERSONALLY PRESENT AT THE MEETING, PLEASE COMPLETE, DATE AND SIGN THE ENCLOSED PROXY AND RETURN IT PROMPTLY IN THE ENCLOSED RETURN ENVELOPE, WHICH IS POSTAGE PREPAID IN THE UNITED STATES. PROMPT RETURN OF THE PROXY WILL ASSURE A QUORUM AND SAVE THE COMPANY UNNECESSARY EXPENSE.**

**Important Notice Regarding the Availability of Proxy  
Materials for the Annual Meeting of Stockholders to be  
Held on June 5, 2019.**

**The Proxy Statement and 2018 Annual Report on Form  
10-K are available through the following website:**  
<https://www.cstproxy.com/uniroyalglobalengineeredproducts/2019>

**UNIROYAL GLOBAL ENGINEERED PRODUCTS, INC.**  
**1800 2nd Street, Suite 970**  
**Sarasota, Florida 34236**

---

**PROXY STATEMENT**

---

This proxy statement and the accompanying form of proxy are being furnished to the stockholders of Uniroyal Global Engineered Products, Inc., a Nevada corporation (the “Company”, “we”, “us”, or “our”), on or about April 26, 2019, in connection with the solicitation of proxies by the Board of Directors of the Company for use at the Annual Meeting of Stockholders (the “Annual Meeting”) to be held on June 5, 2019 at 10 a.m., Eastern Daylight Time, at the offices of the Company, 1800 2nd Street, Suite 970, Sarasota, Florida 34236, and any adjournment thereof. Any stockholder who executes and delivers a proxy may revoke it at any time prior to its use by (i) giving written notice of revocation to the Secretary of the Company, (ii) executing a proxy bearing a later date, or (iii) appearing at the meeting, giving notice of revocation of the proxy and voting in person.

Unless otherwise specified, all shares represented by effective proxies will be voted by the proxy holder in favor of (i) the three (3) nominees as directors; (ii) authorization of the Company’s Board of Directors to effect a 1-for-5 reverse stock split of the outstanding shares of the Company’s common stock at such time as the Company’s Board of Directors deems appropriate; (iii) approval of an amendment to the Amended and Restated Articles of Incorporation to effect the reverse stock split and reduce proportionately the total number of shares of the Company’s common stock that the Company is authorized to issue; and (iv) ratification of the selection of Frazier & Deeter to serve as the independent public accountants for the Company for the fiscal year ending December 29, 2019. The Board of Directors does not know of any other business to be brought before the meeting, but, as to any such other business, proxies will be voted upon any such matters in accordance with the judgment of the person or persons acting under the proxies.

The cost of soliciting proxies will be borne by the Company. The Company does not intend to retain a proxy solicitor in connection with the Annual Meeting. Brokerage houses, nominees, custodians and fiduciaries will be requested to forward soliciting material to beneficial owners of stock held of record by them, and the Company, upon request, will reimburse such persons for their reasonable out-of-pocket expenses in doing so.

Only holders of record of outstanding shares of the Common Stock, \$.0001 par value per share (“Common Stock”) of the Company at the close of business on April 8, 2019, are entitled to notice of, and to vote at, the meeting. Each holder of ordinary Common Stock is entitled to one vote for each share of Common Stock held on the record date, and each holder of Class B Common Stock is entitled to 22 votes for each share of Class B Common Stock held on the record date. There were 17,070,928 shares of Common Stock and 1,619,102 shares of Class B Common Stock outstanding and entitled to vote on April 8, 2019.

When a quorum is present at the meeting, the vote of the holders of a majority of the stock having voting power present in person or by proxy shall decide the action proposed on each matter listed in the accompanying Notice of Annual Meeting of Stockholders except the election of directors, who are elected by a plurality of all votes cast. Abstentions and broker “non-votes” will be counted as present in determining whether the quorum requirement is satisfied. A “non-vote” generally occurs when a nominee holding shares for a beneficial owner does not vote on a proposal because the nominee has not received instructions as to such proposal from the beneficial owner and does not have discretionary powers as to such proposal. The aggregate number of votes entitled to be cast by all stockholders present in person or represented by proxy at the meeting, whether those stockholders vote “For” or “Against” or abstain from voting, will be counted for purposes of determining whether a quorum is present. Abstentions from voting by stockholders and broker “non-votes” are not counted for purposes of determining whether a proposal has been approved.

**PROPOSAL 1**  
**ELECTION OF DIRECTORS**

**Nominees for Director**

Name	Age	Position	Director Since
Howard R. Curd	80	Co-Chairman of the Board, Chief Executive Officer and Director	2015
Edmund C. King	84	Co-Chairman of the Board, Chief Financial Officer and Director	2000
John E. Scates	62	Director	2002

**HOWARD R. CURD.** On November 10, 2014, the Company acquired all of the ordinary common stock of Engineered Products Acquisition Limited (“EPAL”, now known as Uniroyal Global (Europe) Limited (“UGEL”)), which owns the Wardle Storeys companies in the United Kingdom, and the Company’s wholly owned subsidiary, UEP Holdings, LLC, acquired all of the ownership interests in Uniroyal Engineered Products, LLC (“UEP”). The operating companies were controlled by our majority stockholder, Howard R. Curd. On April 29, 2015, the Company’s Board of Directors elected Mr. Curd as a director and as Co-Chairman of the Board and Chief Executive Officer of the Company. Mr. Curd has been the Chief Executive Officer and Chairman of UEP since 2003. Mr. Curd served as the Chairman and Chief Executive Officer of Uniroyal Technology Corporation from 1992 to 2003. He has a long history of banking and general business experience. He served as a Director of FCB Financial Holdings, Inc. and Florida Community Bank from 2010 to December 31, 2018. He served as a Director of A. Schulman, Inc. from 2006 to December 12, 2014. He served as a Director of KeySpan Corporation and its predecessors, and Emcore Corporation. He served as a Director of Uniroyal Technology Corp. from 1992 until 2003. Mr. Curd served as a Trustee of Brothers Gourmet Coffee, Inc. from 2002 to 2006 and DeGeorgio from 2000 to 2003. Mr. Curd was nominated to serve on our Board of Directors because of his extensive experience in managing and expanding businesses.

**EDMUND C. KING** has served as our Chief Financial Officer and Director since February 9, 2000 and as Co-Chairman of the Board since April 29, 2015. Mr. King also served as our Chairman and Chief Executive Officer from 2007 until April 2015. Until October 1, 1991, Mr. King was a partner in Ernst & Young, an international accounting and consulting firm. Commencing in 1999, Mr. King became a financial consultant to SmartGate, L.C., which we acquired in February 2000. Since January 1992, Mr. King has been a general partner of Trouver, an investment and financial consulting partnership. Mr. King was also a director of LTC Properties, Inc., a NYSE listed real estate investment trust, until June 2015. Mr. King is a graduate of Brigham Young University, having served on the National Advisory Council of that school’s Marriott School of Management, and has completed a Harvard University management course sponsored by Ernst & Young. Mr. King also has served as Chairman of the HFMA’s Long-Term Care Committee (Los Angeles Chapter). Mr. King was nominated to serve on our Board of Directors because of his extensive experience in accounting and financial assistance to various industries.

**JOHN E. SCATES**, a garage door industry engineer and consultant, was appointed to the Company’s Board of Directors on June 27, 2002. From June 1997 to the present, Mr. Scates has been President and Owner of Scates, Inc., a product design and failure analysis consultancy in Lewisville, Texas. Mr. Scates earned a BS Degree in Mechanical Engineering, *Summa Cum Laude*, from Texas A & M University in 1979. Mr. Scates is licensed as a Professional Engineer in Texas, Florida, North Carolina and South Carolina. Mr. Scates was nominated to serve on our Board of Directors at a time when we were seeking to expand our product offerings. He is knowledgeable of the powered gate industry and brings experience in research and manufacturing.

**Executive Officers and Significant Employees**

The Company has two executive officers, Howard R. Curd and Edmund C. King; information regarding Messrs. Curd and King is included under “Nominees for Director,” above. At December 30, 2018, we had no full time employees. Our Chief Financial Officer, who also served as our Chief Executive Officer prior to April 29, 2015, is employed on a part-time consulting basis. We have supported operations by using consultants and contract piece workers as required. Significant employees of our subsidiary, UEP, include Howard R. Curd, Chairman, Chief Executive Officer and Manager; Howard F. Curd, President and Manager; and George L. Sanchez, Executive Vice President of Global Operations. Howard R. Curd, Howard F. Curd and George Sanchez are also directors of our UK operating subsidiaries.

## **Committees of the Board of Directors**

Among the committees of the Board of Directors are an Audit Committee and a Compensation Committee. The Board of Directors does not have a Nominating Committee.

The Audit Committee recommends to the Board the selection of independent accountants to audit the annual financial statements of the Company, reviews the annual financial statements and meets with the Company's Chief Financial Officer and independent accountants to review the scope and results of the audit of the financial statements and other matters regarding the Company's accounting, financial reporting and internal control systems. The Audit Committee met four times in 2018. The sole member of the committee is Mr. John E. Scates. The Audit Committee consists of independent directors. A copy of the Audit Committee Charter (as amended) is available on the Company's website at [www.uniroyalglobal.com/company-profile/audit-committee-charter/](http://www.uniroyalglobal.com/company-profile/audit-committee-charter/).

### **Report of the Audit Committee**

*The following report of the Audit Committee does not constitute soliciting material and should not and will not be deemed filed or incorporated by reference into any other Company filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent the Company specifically incorporates this report by reference therein.*

The Audit Committee has reviewed and discussed with the Company's independent registered public accounting firm those matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board, or PCAOB, including the matters described in the Statement on Auditing Standards No. 61, as amended, as adopted by the PCAOB.

The Audit Committee has received the written disclosures and the letter from the Company's independent registered public accounting firm, as required by applicable requirements of the PCAOB, regarding the Company's independent registered public accounting firm's communications with the Audit Committee concerning independence, and the Audit Committee has discussed its independence with the Company's independent registered public accounting firm.

Based on the Audit Committee's review of and discussions regarding the Company's audited consolidated financial statements and the Company's internal control over financial reporting with management, the Company's independent registered public accounting firm and the other reviews and discussions with the independent registered public accounting firm referred to in the preceding paragraph, subject to the limitations on the Audit Committee's roles and responsibilities described above and in the Audit Committee charter, the Audit Committee recommended to the Board of Directors that the Company's audited consolidated financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 30, 2018 for filing with the Securities and Exchange Commission.

THE AUDIT COMMITTEE

John E. Scates

### **The Compensation Committee**

The Compensation Committee reviews management's recommendations with respect to salary and incentive compensation of executive officers and other key employees, as well as the Company's benefit plans and arrangements other than stock option plans, and makes recommendations to the Board with respect to such plans. During fiscal 2018 the Compensation Committee did not meet. John E. Scates, Chairman, is the sole member of the Compensation Committee. The Compensation Committee has no formal charter.

### **Director Nomination Process**

As a controlled company, the Company does not currently have an active nominating committee or other committee performing similar functions, nor have we adopted a nominating committee charter. Given our available resources, the Board of Directors has determined that it is in the Company's best interest to have nominations recommended for the Board's selection by a majority of the directors.

In general, when the Board of Directors determines that expansion of the board or replacement of a director is necessary or appropriate, the Board will conduct candidate interviews with members of management, consult with the candidate's associates and through other means determine a candidate's honesty, integrity, reputation in and commitment to the community, judgment, personality and thinking style, residence, willingness to devote the necessary time, potential conflicts of interest, independence, understanding of financial statements and issues, and the willingness and ability to engage in meaningful and constructive discussion regarding Company issues. While diversity may contribute to this overall evaluation, it is not considered by the Board of Directors as a separate or independent factor in identifying nominees for director. The Company may identify candidates through recommendations made by directors, senior management or other third parties. The Board will consider director candidates nominated by stockholders during such times as the Company is actively considering appointing new directors. Candidates recommended by stockholders will be evaluated based on the criteria described above.

Stockholders desiring to suggest a candidate for consideration must do so in accordance with the Company's bylaws and the securities laws, and should send a notice to the Secretary of the Company at the principal executive offices of the Company, and include as to each person whom the stockholder proposes to nominate for election as a director (i) all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors in an election contest, or is otherwise required, in each case pursuant to and in accordance with Regulation 14A under the Exchange Act and (ii) such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected. No person shall be eligible for election as a director of the Company unless nominated by the Board, or otherwise in accordance with these procedures. Because of the size of the Company and the limited need to seek additional directors, there is no assurance that all stockholder proposed candidates will be fully considered, that all candidates will be considered equally, or that the proponent of any candidate or the proposed candidate will be contacted by the Company or the Board, and no undertaking to do so is implied by the willingness to consider candidates proposed by stockholders.

#### **Board Meetings**

During the year ended December 30, 2018, the Board of Directors of the Company held four meetings and acted by written consent in lieu of meeting on one occasion. Each director attended at least 75% of the aggregate of (1) the total number of meetings of the Board (held during the period for which he has been a director) and (2) the total number of meetings held by all committees of the Board on which he served (during the periods that he served). Directors are encouraged to attend annual meetings of stockholders, absent exigent circumstances that preclude their attendance. Where a director is unable to attend an annual meeting in person but is able to do so by electronic conferencing, we will arrange for the director's participation by means where the director can hear, and be heard by, those present at the meeting.

#### **Director Independence**

In order to determine which of our directors may qualify as independent directors, we have adopted the director independence standards of NASDAQ. The Board of Directors has reviewed each of the directors' relationships with the Company in conjunction with such standards and has affirmatively determined that Mr. Scates is the sole "independent" member of the Board of Directors within the meaning of such standards.

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

Section 16(a) of the Exchange Act requires the Company's officers and directors and persons who own more than ten percent 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 (the "SEC"). Officers, directors and beneficial owners of more than ten percent of the Common Stock are required by SEC regulations to furnish the Company with copies of all reports that they file with the SEC pursuant to Section 16(a) of the Exchange Act. Based solely on a review of the copies of such forms furnished to the Company, the Company believes that during fiscal 2018 its officers, directors and beneficial owners of more than ten percent of the Common Stock were in compliance.

#### **Code of Ethics**

Our board of directors has adopted a Code of Business Conduct and Ethics which is applicable to Uniroyal Global Engineered Products, Inc. and to all our directors and officers, including our principal executive officer and principal financial officer.

A copy of the Company's Code of Ethics may be obtained free of charge by making the request to the Company in writing or on the Company's website at <http://uniroyalglobal.com/company-profile/business-conduct-and-ethics-policy/>.

#### **Stockholder Communications with Directors**

Stockholders may communicate their comments or concerns in writing to members of the Board of Directors. Any such communication should be addressed to the attention of the Company's Secretary at the Company's principal executive offices. Any such communication must state, in a conspicuous manner, that it is intended for distribution to the entire Board of Directors. Under the procedures established by the Board of Directors, upon the Secretary's receipt of such a communication, the Company's Secretary will send a copy of such communication to each member of the Board of Directors, identifying it as a communication received from a stockholder. Absent unusual circumstances, at the next regularly scheduled meeting of the Board of Directors held more than two days after such communication has been distributed, the Board of Directors will consider the substance of any such communication.

## Director Compensation

In past years we did not have a formal plan for compensating our directors. In several years we used shares of our common stock as the sole compensation for the directors. No grants of common stock were issued during our 2017 or 2018 fiscal years. The Board set compensation for the non-employee directors, effective August 1, 2015 at \$500 per month plus \$1,000 for each board or committee meeting attended in person and \$500 for each board or committee meeting held telephonically. Effective November 1, 2015, the Company began paying Teasdale Corporation, which is controlled by Mr. King, a consulting fee of \$2,000 per month for Mr. King's services as Chief Financial Officer of the Company; the total fees expensed by the Company for consulting services provided by Teasdale Corporation in 2018 were \$24,000. There was \$46,500 in prepaid expenses relating to this fee at December 30, 2018.

### 2018 Director Compensation

<b>Name</b>	<b>Fees Earned Or Paid In Cash (\$)</b>	<b>Stock Awards (\$)</b>	<b>All Other Compensation (\$)</b>	<b>Total (\$)</b>
Howard R. Curd	-	-	-	-
Edmund C. King	8,500	-	-	8,500
John E. Scates	8,500	-	-	8,500

On July 30, 2015, the Board made grants under the 2015 Stock Option Plan of 25,000 shares to each of Messrs. King and Scates and 100,000 shares to Mr. Curd, and on April 7, 2016, the Board made grants under the 2015 Stock Option Plan of 25,000 shares to each of Messrs. King and Scates and 50,000 shares to Mr. Curd. The Board has made no other grants under the 2015 Stock Option Plan.

### Equity Compensation Plan Information

The following table summarizes the Company's equity compensation plan information as of December 30, 2018. Information is included for both equity compensation plans approved by the Company's shareholders and equity compensation plans not approved by the shareholders.

<b>Plan category</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights</b>	<b>Weighted-average exercise price of outstanding options, warrants, and rights</b>	<b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))</b>
	<b>(a)</b>	<b>(b)</b>	<b>(c)</b>
Equity compensation plans approved by shareholders	620,000	\$ 2.37	
	341,500	\$ 3.57	
Equity compensation plans not approved by shareholders	-	-	
Total	961,500		96,152

The only equity compensation plan approved by the shareholders is the 2015 Stock Option Plan. All of the shares available for issuance in column (c) were under the 2015 Stock Option Plan.

Our bylaws provide for us to indemnify our directors and officers to the extent permitted by Nevada law, with respect to actions taken by them on our behalf. We maintain a policy of directors' and officers' liability insurance for this purpose.

## VOTING SECURITIES AND PRINCIPAL HOLDERS

### Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information regarding the beneficial ownership of Common Stock as of April 8, 2019, by (a) each person known to the Company to be the beneficial owner of more than five percent of the Common Stock, (b) all directors and nominees, (c) the Chief Executive Officer and the other two most highly compensated executive officers of the Company's subsidiaries, (d) all directors and executive officers of the Company as a group, and (e) includes all shares of Common Stock that may be acquired within 60 days of the Record Date. Each share of ordinary Common Stock has one vote and each share of Class B Common Stock has 22 votes on matters that may come before a meeting of the Company's shareholders.

At April 8, 2019:

Name and Address of Beneficial Owner (1)(2)	Reporting Status	Common Stock	
		Number of Shares Owned	Percent of Class (3)
Howard R. Curd	CEO, Co-Chairman, Director, 5% Stockholder	8,338,368(4)	47.62%
		1,619,102 Class B Common (5)	100%
Edmund C. King	CFO, Co-Chairman, Director	415,359(6)	2.37%
John E. Scates	Director	240,713(7)	1.37%
Howard F. Curd	President of Uniroyal Engineered Products, LLC	449,437(8)	2.57%
George L. Sanchez	Executive Vice President of Uniroyal Engineered Products, LLC	123,400(9)	Less than 1%
All directors and executive officers of the Company as a group (5 persons)		9,567,277	54.64%
		1,619,102 Class B Common	100%

At April 8, 2019:

Name and Address of Beneficial Owner (1,2)	Class B Common Stock		
	Reporting Status	Number of Shares Owned	Number of Votes
Howard R. Curd	CEO, Co-Chairman, Director, 5% Stockholder		
Class B Common		1,619,102	35,620,244

Name and Address of Beneficial Owner (1,2)	Number of Votes	Percent of Votes (3)
Howard R. Curd	43,958,612	82.74%
Edmund C. King	415,359	0.78%
John E. Scates	240,713	0.45%
Howard F. Curd	449,437	0.85%
George L. Sanchez	123,400	0.23%
All directors and executive officers of the Company as a group (5 persons)	45,187,521	85.05%

(1) All addresses are c/o the Company, 1800 2nd Street, Suite 970, Sarasota, Florida 34236.

(2) Information contained in the table reflects "beneficial ownership" as defined in Rule 13d-3 under the Securities Exchange Act of 1934. This table is based on information supplied by directors, officers and beneficial owners of ten percent or more of the Common Stock and Forms 13D filed with the Securities and Exchange Commission by beneficial owners of five percent or more of the Common Stock. Unless otherwise indicated, the stockholders identified in this table have sole voting and investment power with respect to the shares beneficially owned by them.

(3) Applicable percentages are based on 17,070,928 shares of ordinary Common Stock and 1,619,102 shares of Class B Common Stock outstanding, plus for each person or group shares issuable pursuant to options exercisable within 60 days under the Company's stock option plans.

(4) Includes 8,188,368 shares held jointly with Eileen Curd. Does not include 50,000 shares of common stock held by Jesup & Lamont Asset Management, Inc., which is controlled by Mr. Curd, and 703,994 shares of common stock held by The Curd Family Foundation, Inc. Includes exercisable options to acquire 150,000 shares of Common Stock.

(5) Shares are held jointly with Eileen Curd.

(6) Includes 364,359 shares of common stock held in Mr. King's name, and 1,000 shares of common stock held in the name of the King Family Trust. Includes exercisable options to acquire 50,000 shares of Common Stock.

(7) Includes exercisable options to acquire 50,000 shares of Common Stock.

(8) Includes exercisable options to acquire 112,500 shares of Common Stock.

(9) Includes exercisable options to acquire 75,000 shares of Common Stock.

## CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Howard R. Curd, who is Co-Chairman and Chief Executive officer, and majority stockholder, of the Company and is Chairman and Chief Executive Officer of UEP ("Mr. Curd"), holds a senior secured promissory note of the Company in the amount of \$765,655, which is secured by all assets of the Company; holds four subordinated secured promissory notes of UEP in the aggregate amount of \$2,000,000; holds a subordinated secured promissory note of UGEL in the amount of \$225,000; holds a subordinated secured promissory note of UEP Holdings, LLC in the amount of \$200,000; and owns the company that leases to the Company the production facility in Stoughton, Wisconsin.

As stated above, Mr. Curd holds four subordinated secured promissory notes of UEP aggregating \$2,000,000 that are dated October 17, 2003 and carry an interest rate of 9.25% per annum. Payment of the principal amount, which was due on October 17, 2013, was deferred, with payment of \$2,000,000 and any other outstanding amounts being due on January 15, 2021. UEP pays an accommodation fee for the deferral of two percent (2%) of the amount of the deferred payment on October 17 of each year until the notes have been repaid in full. The notes are secured by a security agreement providing a lien on all of the assets of UEP. The lien is subordinated to the lien of UEP's senior lender. In addition, the senior secured promissory note of the Company in the amount of \$765,655 carries an interest rate of 10% per annum with payment of \$765,655 and any other outstanding amounts being due on January 15, 2021. Both the subordinated secured promissory note of UGEL in the amount of \$225,000 and the subordinated secured promissory note of UEP Holdings, LLC in the amount of \$200,000 carry an interest rate of 8% per annum with payment of \$225,000 and \$200,000, respectively, and any other outstanding amounts being due on January 15, 2021.

On November 10, 2014, the Company acquired all of the ordinary common stock of UGEL, which owns the Wardle Storeys companies in the United Kingdom, and the Company's wholly-owned subsidiary, UEP Holdings, LLC, acquired all of the ownership interests in UEP. The operating companies were controlled by Mr. Curd. Such transactions are further described in the Company's Current Report on Form 8-K filed with the SEC on November 10, 2014 and Form 8-K/A filed with the SEC on January 20, 2015. As a result of the transactions, the executive officers of UEP hold the following numbers of Series A Preferred Units of UEP Holdings, LLC: Howard R. Curd – 176,880; Howard F. Curd – 11,101; and George L. Sanchez – 11,101 and the following numbers of Series B Preferred Units of UEP Holdings, LLC: Howard R. Curd – 135,160; Howard F. Curd – 5,826; and George L. Sanchez – 8,326. In addition, Howard R. Curd owns 50 preferred shares of UGEL.

Prior to the acquisition by the Company's subsidiary, UEP was a party to an agreement with a company owned by Mr. Curd, which provided for that company to provide management and administrative services to UEP. This management agreement was assigned to the Company at the time of the acquisition and after that time, no further amounts were payable to the company owned by Mr. Curd. This agreement is currently an intercompany arrangement between two subsidiaries of the Company where monthly UEP pays 2% of its prior-month net sales to UEP Holdings, LLC.

During 2013, UEP sold real estate and certain insurance policies for \$2,117,098 to a related party owned by the then majority owners of UEP. The proceeds were used to reduce UEP's term debt and line of credit obligations by the same amount. Additionally, as part of the transaction, UEP leased the real estate it had sold plus additional land from this related party, which is currently co-owned by the Company's majority shareholder and Chief Executive Officer, Howard R. Curd. At the time of the initial lease agreement, the leased property had a total value of \$2,024,865. This real estate leased by UEP is the Company's U.S. manufacturing facility. Subsequent to the initial lease agreement, additional properties and improvements with a total value of \$896,000 were added to the lease. The current lease financing obligation accrues interest at 14.95% and requires monthly principal and interest payments of \$45,201, which are adjusted annually based on the consumer price index. The term of the UEP lease runs to October 31, 2033.

UEP is a party to an agreement with its managers, Howard R. Curd and Howard F. Curd, and its former shareholders, who are officers of UEP, including Howard R. Curd, Howard F. Curd and George L. Sanchez, whereby the managers and shareholders granted consents and waivers in connection with certain organizational documents of UEP to permit the acquisition of UEP by the Company's subsidiary, UEP Holdings, LLC; the agreement also provides for the indemnification of the former shareholders of UEP for any proceedings in connection with tax claims arising prior to the closing of the acquisition.

On April 1, 2018, the Company's majority shareholder purchased the Company owned life insurance policy on his life. The policy had a net value of \$128,399 based on the cash surrender value of \$578,490 and a policy loan outstanding in the amount of \$450,091. After his assumption of a related party demand note payable in the amount of \$125,000, the balance due of \$3,399 was paid by him on April 17, 2018.

## EXECUTIVE COMPENSATION

### Compensation Discussion & Analysis

#### Overview

This Compensation Discussion and Analysis is intended to describe the material factors underlying the compensation policies and decisions of the Company with regard to compensation paid to our executive officers in fiscal 2017 and 2018. The Compensation Committee oversees the Company's executive compensation and recommends to the Board of Directors compensation for the named executive officers. The Compensation Committee receives input and recommendations when requested from our executive officers.

Howard R. Curd, our CEO, and Howard F. Curd, the President, and George L. Sanchez, the Executive Vice President of Uniroyal Engineered Products, LLC ("UEP"), do not have written employment agreements with the Company but do have written employment agreements with UEP. Those agreements are described below.

Mr. Edmund King, our CFO, does not have a written employment agreement and works on a part-time basis for the Company. The Company expensed \$24,000 as consulting fees to a company controlled by Mr. King during each of fiscal 2017 and fiscal 2018. There was \$46,500 in prepaid expenses relating to this fee at December 30, 2018.

Our compensation philosophy for our executive officers has been shaped by our previous history of lack of long-term financing and severe shortage of operating capital. Accordingly, our compensation decisions and particularly our approach to allocating compensation between cash and non-cash elements of the compensation package reflect our goal to preserve cash whenever possible. In making our compensation decisions, we strive to be aware of the level of compensation which is paid to executive officers of various companies that we consider to be comparable to us in size. Our goal is for the compensation paid to our named executive officers to be at or below the fiftieth percentile of the companies that we have identified as being comparable companies and for our named executive officers of our operating subsidiaries to be at the upper quartiles of comparable companies in the industries in which our operating subsidiaries compete.

For our operating subsidiaries, our executive compensation program contains three components, which are intended to reflect the Company's compensation philosophy.

**Base Salary.** Base salary and adjustments to base salary are set by employment agreements with Messrs. Howard R. Curd, Howard F. Curd and George Sanchez. The base salaries for executive officers are targeted at the upper quartiles of the competitive market. For this purpose, the Compensation Committee will review and consider the salary ranges of executive officers in comparable positions at companies comparable to the Company in various industries. The Compensation Committee's practice is to review the base salary of each executive officer annually, at which time the executive officer's base salary may be increased beyond the contractually mandated incremental increases based upon the executive officer's individual performance and contributions to the Company.

**Annual Bonus.** The executive officers of the Company's operating subsidiaries, as well as a number of other key employees of the Company's operating subsidiaries, are eligible for an annual cash bonus pursuant to the Company's Management Incentive Plan (the "MIP"). Target annual bonus amounts for the executive officers will be established early in the fiscal year by the Compensation Committee. For this purpose, the Compensation Committee will review and consider bonus amounts awarded to officers of companies in comparable positions in various industries comparable in size to the Company and also considers Company performance and the achievement of each executive officer in his area of responsibility and the resulting contribution to overall corporate performance. Under the MIP, the Compensation Committee has discretion to adjust an individual's actual bonus payment from the amount that would otherwise be payable under the formula, subject to approval by the full Board of Directors.

**Long-Term Incentives.** The executive officers of the Company and other current members of management and other key employees have been granted and currently hold stock options pursuant to the Company's 2015 Stock Option Plan. The Company's stock option plan is intended to provide opportunities for stock ownership by management and other key employees, which will increase their proprietary interest in the Company and, consequently, their identification with the interests of the stockholders of the Company. Stock options granted under the 2015 Stock Option Plan have exercise prices equal to the fair market value of the Company's Common Stock on the dates of grant. The stock options have a ten-year term and vest annually over three years.

**Option Grants.** No stock options were granted in fiscal years 2018 and 2017.

**401(k) Plan.** UEP maintains a qualified defined-contribution plan with a 401(k) investment option which covers substantially all non-union U.S. employees. All employee contributions to the 401(k) plan vest immediately. Discretionary and matching contributions by UEP vest incrementally over a five-year period for those employees with less than five years of service and vest immediately for those employees with five or more years of service. For 2018, UEP matched 50% of employee contributions up to 6% of the employee's compensation with a maximum matching contribution of \$4,500 per employee.

**Perquisites.** Consistent with our philosophy to preserve cash, we have sought to limit perquisites. Our current policy for paying medical and dental insurance is not to pay insurance premiums. Our policy is not to pay for life insurance, long-term and short-term disability insurances and accidental death and dismemberment insurance. Our policy with regard to unused vacation for our executive group is to pay at the base salary rate for vacation not used during the calendar year of termination. Our operating subsidiaries do provide perquisites to their executive officers.

**Change in Control Severance Policy.** None.

**Internal Revenue Code Section 162(m).** Section 162(m) of the Internal Revenue Code of 1986, as amended, generally disallows a tax deduction to publicly held companies for compensation to the chief executive officer and the four other most highly compensated executive officers to the extent that it exceeds \$1 million per covered officer in any fiscal year. Prior to the Tax Cuts and Jobs Act of 2017, certain exceptions were provided for non-discretionary, performance-related compensation. The Company's stock option plan was structured so that any compensation deemed paid in connection with the exercise of options granted under such plan would qualify as performance-based compensation. The Tax Cuts and Jobs Act of 2017 eliminated the Section 162(m) provisions exempting performance-based compensation from the \$1 million deduction limit. The Compensation Committee will review the effects of Section 162(m), from time to time, as it reviews changes in the compensation arrangements, to the extent it deems appropriate. The Compensation Committee may recommend payments that are not deductible when it considers them in the best interests of the Company and its stockholders.

**SUMMARY COMPENSATION**

**EXECUTIVE COMPENSATION  
FOR THE TWO YEARS ENDED DECEMBER 30, 2018**

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Howard R. Curd, Co-Chairman & CEO	2018	494,466	20,000	-	-	-	-	163,500(a)	677,966
	2017	448,508	-	-	-	-	-	443,720(a)	892,228
Howard F. Curd, President of UEP	2018	347,665	57,750	-	-	-	-	27,300(b)	432,715
	2017	323,850	-	-	-	-	-	22,800(b)	346,650
George L. Sanchez, Executive Vice President of UEP	2018	286,270	20,000	-	-	-	-	23,821(c)	330,091
	2017	266,709	-	-	-	-	-	19,321(c)	286,030

(a) Amounts include \$138,000 and \$422,720 in 2018 and 2017, respectively, for insurance benefits of Mr. H.R. Curd and his heirs, \$21,000 and \$21,000 in 2018 and 2017, respectively, for automotive allowances, and \$4,500 and \$0 in 2018 and 2017, respectively, for matching contributions under the 401(k) plan.

(b) Amounts include \$22,800 and \$22,800 in 2018 and 2017, respectively, for automotive allowances, and \$4,500 and \$0 in 2018 and 2017, respectively, for matching contributions under the 401(k) plan.

(c) Amounts include \$2,521 and \$2,521 in 2018 and 2017, respectively, for insurance benefits of Mr. Sanchez and his heirs, \$16,800 and \$16,800 in 2018 and 2017, respectively, for automotive allowances, and \$4,500 and \$0 in 2018 and 2017, respectively, for matching contributions under the 401(k) plan.

## Employment Agreements with Executives

We have no written employment agreements with our Uniroyal Global Engineered Products executives.

Howard R. Curd, Chairman of the Board and Chief Executive officer of UEP, is employed pursuant to an employment agreement with UEP, which was amended and restated as of July 1, 2014. The agreement provides for a base salary of \$475,000 per year. Mr. Curd's base salary is subject to adjustment annually during the term of the agreement based on changes in the U.S. Consumer Price Index for All Urban Consumers, U.S. City Average (the "CPI"). Mr. Curd is also entitled to receive a bonus of up to 75% of his base salary pursuant to UEP's bonus or incentive plan at the end of each fiscal year. Mr. Curd's employment agreement provides for a three-and-a-half-year base term subject to automatic one-year extensions in December 2015 and each December thereafter unless such agreement is terminated by either party. In addition, Mr. Curd is entitled to receive the base salary that he would have received for the balance of the term of the agreement plus an amount equal to two years' salary as severance upon termination of his employment by UEP. The agreement also provides for the Company to provide for bonuses, profit sharing, employee benefits, executive split dollar life insurance and other benefit plans and programs accorded to other executive officers of UEP, as determined by the Board of Managers of UEP. UEP is also obligated to provide life insurance for the benefit of Mr. Curd and his heirs in amounts commensurate with amounts provided by companies similarly situated for their executive officers. Mr. Curd became Co-Chairman and Chief Executive Officer of Uniroyal Global Engineered Products, Inc. effective April 29, 2015.

Howard F. Curd, President of UEP, is employed pursuant to an employment agreement with UEP, which was amended and restated as of July 1, 2014. The agreement provides for a base salary of \$290,000 per year. Mr. Curd's base salary is subject to adjustment annually during the term of the agreement based on changes in the U.S. Consumer Price Index for All Urban Consumers, U.S. City Average (the "CPI"). Mr. Curd is also entitled to receive a bonus of up to 60% of his base salary pursuant to UEP's bonus or incentive plan at the end of each fiscal year. Mr. Curd's employment agreement provides for a three-and-a-half-year base term subject to automatic one-year extensions in December 2015 and each December thereafter unless such agreement is terminated by either party. In addition, Mr. Curd is entitled to receive the base salary that he would have received for the balance of the term of the agreement plus an amount equal to two years' salary as severance upon termination of his employment by UEP. The agreement also provides for the Company to provide for bonuses, profit sharing, employee benefits, executive split dollar life insurance and other benefit plans and programs accorded to other executive officers of UEP, as determined by the Board of Managers of UEP. UEP is also obligated to provide life insurance for the benefit of Mr. Curd and his heirs in amounts commensurate with amounts provided by companies similarly situated for their executive officers.

George L. Sanchez, Executive Vice President of UEP, is employed pursuant to an employment agreement with UEP, which was amended and restated as of July 1, 2014. The agreement provides for a base salary of \$275,000 per year. Mr. Sanchez's base salary is subject to adjustment annually during the term of the agreement based on changes in the U.S. Consumer Price Index for All Urban Consumers, U.S. City Average (the "CPI"). Mr. Sanchez is also entitled to receive a bonus of up to 60% of his base salary pursuant to UEP's bonus or incentive plan at the end of each fiscal year. Mr. Sanchez's employment agreement provides for a three-and-a-half-year base term subject to automatic one-year extensions in December 2015 and each December thereafter unless such agreement is terminated by either party. In addition, Mr. Sanchez is entitled to receive the base salary that he would have received for the balance of the term of the agreement plus an amount equal to two years' salary as severance upon termination of his employment by UEP. The agreement also provides for the Company to provide for bonuses, profit sharing, employee benefits, executive split dollar life insurance and other benefit plans and programs accorded to other executive officers of UEP, as determined by the Board of Managers of UEP. UEP is also obligated to provide life insurance for the benefit of Mr. Sanchez and his heirs in amounts commensurate with amounts provided by companies similarly situated for their executive officers.

## Grants of Plan-Based Awards

<u>Name</u>	<u>Grant Date</u>	<u>All Other Stock Awards: Number Of Shares of Stock or Units (#)</u>	<u>Grant Date Fair Value of Stock and Option Awards (\$)</u>
Howard R. Curd	July 30, 2015	100,000	106,720
	April 7, 2016	50,000	78,752
Howard F. Curd	July 30, 2015	75,000	80,404
	April 7, 2016	37,500	59,064
George L. Sanchez	July 30, 2015	50,000	53,360
	April 7, 2016	25,000	39,376

## Outstanding Equity Awards at Fiscal Year End

<u>Name</u>	<u>Option Awards</u>				<u>Stock Awards</u>	
	<u>Number of Securities Underlying Unexercised Options (#) Exercisable</u>	<u>Number of Securities Underlying Unexercised Options (#) Unexercisable</u>	<u>Option Exercise Price (\$)</u>	<u>Option Expiration Date</u>	<u>Number of Shares or Units of Stock That Have Not Vested (#)</u>	<u>Market Value of Shares or Units of Stock That Have Not Vested (\$)</u>
Howard R. Curd	100,000	-	2.37	July 30, 2025	-	-
	33,333	16,667	3.57	April 7, 2026	-	-
Howard F. Curd	75,000	-	2.37	July 30, 2025	-	-
	25,000	12,500	3.57	April 7, 2026	-	-
George L. Sanchez	50,000	-	2.37	July 30, 2025	-	-
	16,667	8,333	3.57	April 7, 2026	-	-

### Option Exercises and Stock Vested

None of the foregoing officers has exercised any options. The number of shares covered by vested stock options is shown in the second column of the immediately preceding table.

### Equity Incentive Plans

The 2015 Stock Option Plan (the “2015 Plan”) was approved by the Board of Directors on April 29, 2015 and by the stockholders on June 25, 2015. The purpose of the 2015 Plan is to afford certain key persons who are responsible for the continued growth of the Company an opportunity to acquire a proprietary interest in the Company and thus to create in such persons an increased interest in and a greater concern for the welfare of the Company. The 2015 Plan provides for grants of options during a ten-year period. The maximum number of Shares that may be purchased pursuant to the exercise of options granted under the 2015 Plan in the aggregate is one million (1,000,000) shares of Common Stock, and no individual may receive grants in any single fiscal year that exceed one hundred thousand (100,000) shares in the aggregate. Shares to be acquired under the 2015 Plan may be either authorized but unissued shares, shares of issued stock held in the Company’s treasury or both, at the discretion of the Company. If and to the extent that options granted under the 2015 Plan expire, become unexercisable or terminate without having been exercised, the Shares covered by such expired, unexercisable or terminated options may again be subject to an option under the 2015 Plan. The 2015 Plan became effective on its approval by the stockholders and will terminate as to new grants on June 25, 2025.

The exercise price of Shares covered by the options will be the closing price of the Shares on the date of the grant.

The 2015 Plan is administered by a committee of one or more members of the Board of Directors appointed by the Board (the “Committee”). The members of the Committee are Messrs. Curd and King. The Committee has the authority, in its discretion, to determine the persons to whom options shall be granted, the time when such persons shall be granted options, the number of shares of Common Stock that will be subject to each option, the purchase price of each share of Common Stock which shall be subject to each option, the period(s) during which such options shall be exercisable (in whole or in part), and any other terms or provisions of the options. Options may be granted to officers, directors and executive, managerial, professional, technical or administrative employees of, and consultants to, the Company, a subsidiary of the Company or a joint venture of the Company.

Upon the exercise of an option under the 2015 Plan, the Company will cause the purchased Shares to be issued only when it has received the full purchase price for the Shares in cash or, where permitted by applicable law, delivery of Common Stock owned by the holder having a fair market value equal to the cash exercise price, according to procedures approved by the Committee. An option under the 2015 Plan may not be exercisable after the expiration of 10 years from the date the option is granted (or in the case of an incentive stock option granted to a person who at the time the option is granted owns more than 10% of the voting stock in the Company, the option may not be exercisable after the expiration of 5 years after the date of grant). The Committee has the right to accelerate in whole or in part, from time to time, conditionally or unconditionally, rights to exercise any option granted under the 2015 Plan. To the extent that an option is not exercised within the period of exercisability, it will expire as to the then unexercised part.

If a grantee is discharged (or the grantee's services are terminated) for cause, any option granted under the 2015 Plan will, unless otherwise specified by the Committee, forthwith terminate with respect to any unexercised portion thereof. For the purposes of the 2015 Plan, the term "for cause" means (a) with respect to an employee who is a party to a written employment agreement with, or, alternatively, participates in a benefit plan of the Company or a subsidiary of the Company, which agreement or plan contains a definition of "for cause" or "cause" (or words of like import) for purposes of termination of employment thereunder by the Company or such subsidiary corporation of the Company, "for cause" or "cause" as defined therein; or (b) in all other cases, (i) any dishonest act, (ii) any act which adversely reflects upon the integrity of that person or the Company, (iii) failure to implement and carry out policies set by the Board or management, (iv) insubordination and/or continued unauthorized or unexcused absence from duty, (v) any conduct which, in the opinion of the Company's Board, reflects adversely upon the Company's image in the community, (vi) engaging in conduct of an harassing or discriminatory nature in violation of the Company's policies or the law, (vii) failure to perform the duties competently, correctly and completely to the satisfaction of the Board and pursuant to the direction of the Board after notice, (viii) participation in a crime, a diversionary program to avoid a criminal proceeding, or a plea of guilty or no contest to, or conviction of a crime, (ix) an arrest for a crime involving moral turpitude, (x) bad acts or failures in an optionee's employment position, which would include participation in dishonest, disloyal or unethical conduct or otherwise performing at a level unacceptable to the Board, (xi) misrepresentation or participation in activities or conduct that may impair the reputation or standing of the Company or may tend to bring upon the Company or the optionee embarrassment, ridicule or disrepute, (xii) a material failure to perform the duties of the optionee's position which the optionee fails to cure within 30 days after the Company provides the optionee with written notice of such failure and an opportunity to cure any curable failure, (xiii) upon failing the Company's criminal background screening or drug testing; (xiv) insubordination, which includes violation of Board or Company policy or Board directive to the optionee, or (xv) ineffectiveness in the optionee's position.

In general, if a grantee's employment with the Company is terminated (or the grantee's services are terminated) for cause, any unexercised options will expire immediately. If the grantee is dismissed for reasons other than cause, the grantee will have three months in which to exercise any remaining vested options under the 2015 Plan. In the event of the grantee's death before the grantee's employment with the Company is terminated, the grantee's estate or heir will have a year to exercise his vested options after his death. The Committee may modify these general rules in the specific terms of a grant.

No option granted under the 2015 Plan will be transferable, whether by operation of law or otherwise, other than by will or descent and distribution, and any option granted under the 2015 Plan will be exercisable during the lifetime of the holder only by such holder, unless the Committee in the terms of the grant permits a transfer to an immediate family member or a trust for immediate family members.

The number of Shares subject to the Plan and any option granted under the Plan may be adjusted by the Board of Directors to reflect changes in the capitalization of the Company. In the event of a "change of control" of the Company (acquisition by another entity of more than 50% of the combined voting power of all classes of stock of the Company normally entitled to vote in the election of directors, approval by the Board of Directors of the sale of all or substantially all of the property or assets of the Company, or approval by the Board of Directors of the consolidation or merger of the Company with another corporation, the consummation of which will result in more than 50% of the total combined voting power of all classes of stock of the Company being acquired by another entity), then all outstanding options immediately become exercisable, and the exercise period may be extended.

The Board of Directors may, from time to time, amend the 2015 Plan, provided that no amendment shall be made without the approval of the stockholders of the Company, that will (a) increase the total number of Shares reserved for options under the Plan (other than an increase resulting from an adjustment by reason of a change in the capitalization of the Company), (b) reduce the exercise price of any option, (c) modify the provisions of the Plan relating to eligibility, or (d) materially increase the benefits accruing to participants under the Plan. The Committee is authorized to amend the 2015 Plan and the options granted thereunder to permit the options granted thereunder to qualify as incentive stock options within the meaning of Section 422 of the Code and the Treasury Regulations promulgated thereunder. The rights and obligations under any option granted before any such amendment may not be adversely affected by amendment of the 2015 Plan or the option without the consent of the holder of such option.

The Board of Directors amended the 2015 Plan on July 30, 2015 to ensure that eligibility for grants of stock options under the 2015 Plan was extended to all employees who contribute to the success of the Company and its subsidiaries, including both those who are employed inside the United States and those who are employed outside the United States; to limit application of provisions of the 2015 Plan that would violate laws or regulations of foreign countries in which the employees of the Company or its subsidiaries might be living at the time of option issuance or exercise; to clarify that an employee will be considered as continuously employed for purposes of option vesting and expiration of the option only until the date that the employee stops active employment; to ensure that employees of the Company's non-corporate subsidiaries are permitted to participate in the 2015 Plan; to eliminate mandatory 100% vesting on an employee's reaching age 65, in order to prevent potential violation of age discrimination laws in non-U.S. countries; and to correct typographical errors.

#### **Limitation of Liability and Indemnification of Officers and Directors; Insurance**

Our officers and directors are indemnified to the fullest extent provided by Nevada law.

We maintain a policy of directors' and officers' liability insurance to indemnify our directors and officers with respect to actions taken by them on our behalf.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers, or persons controlling our company pursuant to the foregoing provisions, we have been informed that, in the opinion of the Securities and Exchange Commission, such indemnification is against public policy as expressed in such Act and is therefore unenforceable.

### **PROPOSAL 2**

#### **AUTHORIZATION OF THE BOARD OF DIRECTORS TO EFFECT A 1-FOR-5 REVERSE STOCK SPLIT**

The Board of Directors has determined that it is in the best interests of the Company and its stockholders to implement a 1-for-5 reverse stock split (the "Reverse Stock Split") in order to reduce the number of shares of common stock outstanding. Immediately following the completion of the Reverse Stock Split, the number of shares of common stock issued and outstanding will be reduced proportionately based on the 1-for-5 split ratio. The Board of Directors will implement the Reverse Stock Split at such time as they deem it appropriate. The Reverse Stock Split proposal is not part of a going-private transaction.

The Reverse Stock Split is intended to provide the capital structure that may facilitate further potential business and financing transactions and also increase the trading price of the Company's common stock. The Board of Directors believes that if we are successful in maintaining a higher stock price, the stock will generate greater interest in the investment community and provide us with greater liquidity and a stronger investor base.

However, there are negative factors associated with reverse stock splits. These factors include the negative perception of reverse stock splits held by many investors, analysts and other stock market participants, as well as the fact that the stock price of some companies that have effected reverse stock splits has subsequently declined back to pre-reverse stock split levels. However, the Board of Directors has determined that these negative factors are outweighed by the potential benefits.

Stockholders should recognize that once the Reverse Stock Split is affected, they will own a smaller number of shares than they currently own (a number equal to the number of shares owned immediately prior to the Reverse Stock Split divided by five). While we expect that the Reverse Stock Split will result in an increase in the per share price of our common stock, the Reverse Stock Split may not increase the per share price of our common stock in proportion to the reduction in the number of share of common stock outstanding or at all. It also may not result in a permanent increase in the per share price, which depends on many factors, including our performance, prospects and other factors that may be unrelated to the number of shares outstanding. The history of similar reverse stock splits for companies in similar circumstances is varied. Furthermore, the liquidity of our common stock could be adversely affected by the reduced number of shares that would be outstanding after the reverse split. Consequently, there can be no assurance that the Reverse Stock Split will achieve the desired results that have been outlined above.

Stockholders will not receive fractional shares of common stock in connection with the Reverse Stock Split. Instead, stockholders who would have been entitled to a fractional share will instead receive a cash payment in lieu of the fractional shares.

Based on the 17,070,928 shares of ordinary common stock and 1,619,102 shares of Class B common stock issued and outstanding as of April 8, 2019, immediately following the Reverse Stock Split the Company will have approximately 3,414,185 shares of ordinary common stock and 323,820 shares of Class B common stock issued and outstanding, respectively. In addition, all outstanding securities entitling their holders to purchase shares of common stock will be adjusted as a result of the Reverse Stock Split, as required by the terms of these securities. In particular, the conversion ratio for each instrument will be reduced, and the exercise price, if applicable, will be increased, in accordance with the terms of each instrument and based on the ratio of the Reverse Stock Split.

The Reverse Stock Split will affect all holders of the Company's common stock uniformly and will not change the proportionate equity interests of such stockholders, nor will the respective voting rights and other rights of holders of the Company's common stock be altered, except for possible changes due to the treatment of fractional shares resulting from the Reverse Stock Split.

The Reverse Stock Split will not affect total stockholders' equity on the Company's balance sheet. As a result of the Reverse Stock Split, the stated capital component attributable to the Company's common stock will be reduced to an amount equal to one-fifth of its present amount, and the additional paid-in capital component will be increased by the amount by which the common stock is reduced. Amounts for earnings (loss) per common share will be restated for the effects of the Reverse Stock Split and will be higher than the previously disclosed amounts because there will be fewer shares of the Company's common stock outstanding.

Under the Nevada Revised Statutes, stockholders will not be entitled to exercise appraisal rights in connection with the Reverse Stock Split, and the Company will not independently provide stockholders with any such right.

The following is a summary of certain U.S. federal income tax consequences of the Reverse Stock Split generally applicable to beneficial holders of shares of the Company's common stock and does not purport to be a complete discussion of all possible tax consequences. This discussion does not address all U.S. federal income tax considerations that may be relevant to particular stockholders in light of their individual circumstances or to stockholders that are subject to special rules such as financial institutions, tax-exempt organizations, insurance companies, dealers in securities, and foreign stockholders. The following summary is based on the provisions of the Internal Revenue Code, applicable Treasury Regulations thereunder, judicial decisions and current administrative rulings, as of the date hereof, all of which are subject to change, possibly on a retroactive basis. Tax consequences under state, local, foreign, and other laws are not addressed herein. Each stockholder should consult his, her or its own tax advisor as to the particular facts and circumstances that may be unique to such stockholder and also as to any estate, gift, state, local or foreign tax considerations arising out of the Reverse Stock Split.

The Reverse Stock Split will qualify as a recapitalization for U.S. federal income tax purposes. As a result:

- Stockholders should not recognize any gain or loss as a result of the Reverse Stock Split.
- The aggregate basis of a stockholder's pre-reverse split shares will become the aggregate basis of the shares held by such stockholder immediately after the Reverse Stock Split.
- The holding period of the shares owned immediately after the Reverse Stock Split will include the stockholder's holding period before the Reverse Stock Split.

The above discussion is not intended or written to be used, and cannot be used by any person, for the purpose of avoiding U.S. Federal tax penalties. It was solely written in connection with the proposed Reverse Stock Split of the Company's common stock.

### **PROPOSAL 3**

#### **APPROVAL TO AMEND THE AMENDED AND RESTATED ARTICLES OF INCORPORATION TO EFFECT THE 1-FOR-5 REVERSE STOCK SPLIT**

The Board of Directors has recommended that the Amended and Restated Articles of Incorporation be amended, at such time as the Company's Board of Directors deems it appropriate, to reduce the total number of shares of the Company's common stock authorized for issuance in proportion to the 1-for-5 reverse stock split. The Board of Directors believes this is appropriate because it maintains the relative amount of common shares that the Company is authorized to issue as compared to the total amount currently outstanding.

### **PROPOSAL 4**

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

The Board of Directors has selected Frazier & Deeter as independent public accountants for the Company for the fiscal year ending December 29, 2019, subject to approval by the stockholders. The Board of Directors recommends that such appointment be ratified.

Representatives of Frazier & Deeter will be present at the meeting and will have the opportunity to make a statement, if they desire to do so, and respond to appropriate questions.

### **Fees Paid to Independent Registered Public Accounting Firm**

The following is a summary of the fees billed to us by Frazier & Deeter for professional services rendered for 2018 and 2017:

	<u>2018</u>	<u>2017</u>
Audit Fees	\$ 422,750	\$ 295,500
Audit-Related Fees	-	12,216
Tax Fees	23,357	15,250
All Other Fees	-	-
Total Fees	<u>\$ 446,107</u>	<u>\$ 322,966</u>

*Audit Fees.* Audit Fees consist of fees billed by Frazier & Deeter for professional services rendered for the audit of our financial statements included in our Annual Report on Form 10-K, and the review of financial statements included in our Quarterly Reports on Form 10-Q.

*Audit-Related Fees.* Audit-Related Fees consist of fees billed by Frazier & Deeter for professional services rendered for assurances related to our consolidated financial statements and are not reported under "Audit Fees" above.

*Tax Fees.* Tax Fees consist of fees billed by Frazier & Deeter for professional services rendered for tax services, income tax return preparation, tax advice and tax planning.

*All Other Fees.* All Other Fees consist of fees billed by Frazier & Deeter relating to products and services provided by Frazier & Deeter other than those reported above under "Audit Fees," "Audit-Related Fees," and "Tax Fees."

### **OTHER MATTERS THAT MAY COME BEFORE THE MEETING**

Management of the Company knows of no matters other than those stated above which are to be brought before the meeting. However, if any such other matters should be presented for consideration and voting, it is the intention of the persons named in the proxy to vote on such matters in accordance with their judgment.



**YOUR VOTE IS IMPORTANT. PLEASE VOTE TODAY.**

Vote by Internet – QUICK \*\*\* EASY  
IMMEDIATE – 24 Hours a Day, 7 Days a Week or by Mail

**Uniroyal Global  
Engineered Products, Inc.**

Your Internet vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card. Votes submitted electronically over the Internet must be received by 11:59 p.m., Eastern Time, on June 4, 2019.

 **INTERNET/MOBILE –**  
**www.cstproxyvote.com**  
Use the Internet to vote your proxy. Have your proxy card available when you access the above website. Follow the prompts to vote your shares.

**MAIL** – Mark, sign and date your proxy card and return it in the postage-paid envelope provided.

**PLEASE DO NOT RETURN THE PROXY CARD IF YOU ARE VOTING ELECTRONICALLY.**

▲ FOLD HERE - DO NOT SEPARATE - INSERT IN ENVELOPE PROVIDED ▲

**PROXY**

Please mark your vote in this box 

**THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED AS INDICATED, OR IF NO DIRECTION IS INDICATED, WILL BE VOTED "FOR" PROPOSALS 1, 2, 3 AND 4 AND IN THE PROXIES' DISCRETION ON ANY OTHER MATTERS COMING BEFORE THE MEETING. THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS.**

1. To elect three (3) directors for a term of one year.  
Nominees are:  
(01) Howard R. Curt  
(02) Edmund C. King  
(03) John E. Scates

	FOR all Nominees listed to the left	WITHHOLD AUTHORITY to vote (except as marked to the contrary for all nominees listed to the left)
	<input type="checkbox"/>	<input type="checkbox"/>

4. To ratify the selection of Frazier & Deeler to serve as the independent public accountants for the Company for the fiscal year ending December 29, 2019.

	FOR	AGAINST	ABSTAIN
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

(Instruction: To withhold authority to vote for any individual nominee, strike a line through that nominee's name in the list above)

2. To authorize the Company's Board of Directors to effect a 1-for-5 reverse stock split of the outstanding shares of the Company's common stock at such time as the Company's Board of Directors deems appropriate.

	FOR	AGAINST	ABSTAIN
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

5. To transact such other business as may properly come before the meeting and any adjournment of the meeting.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" PROPOSALS 1, 2, 3 AND 4.**

3. To approve an amendment to the Amended and Restated Articles of Incorporation, at such time as the Company's Board of Directors deems it appropriate, to effect the 1-for-5 reverse stock split and reduce proportionately the total number of shares of the Company's common stock that the Company is authorized to issue.

	FOR	AGAINST	ABSTAIN
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

CONTROL NUMBER

Signature \_\_\_\_\_ Signature, if held jointly \_\_\_\_\_ Date \_\_\_\_\_, 2019.  
Note: Please sign exactly as name appears hereon. When shares are held by joint owners, both should sign. When signing as attorney, executor, administrator, trustee, guardian, or corporate officer, please give title as such.

**Important Notice Regarding the Availability of Proxy Materials for  
the Annual Meeting of Stockholders to be held June 5, 2019**

**The Proxy Statement and Annual Report to Stockholders are  
available at  
<https://www.cstproxy.com/Uniroyalglobalengineeredproducts/2019>**

▲ FOLD HERE - DO NOT SEPARATE - INSERT IN ENVELOPE PROVIDED ▲

**PROXY**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

**Uniroyal Global Engineered Products, Inc.**

The undersigned appoints Howard R. Curd and Edmund C. King, and each of them, as proxies, each with the power to appoint his substitute, and authorizes each of them to represent and to vote, as designated on the reverse hereof, all of the shares of common stock, held of record by the undersigned at the close of business on April 8, 2019 at the Annual Meeting of Stockholders of Uniroyal Global Engineered Products to be held on June 5, 2019, or at any adjournment thereof.

**THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED AS INDICATED. IF NO CONTRARY INDICATION IS MADE, THE PROXY WILL BE VOTED IN FAVOR OF ELECTING THE THREE NOMINEES TO THE BOARD OF DIRECTORS, AND IN FAVOR OF PROPOSALS 2, 3 AND 4, AND IN ACCORDANCE WITH THE JUDGMENT OF THE PERSONS NAMED AS PROXY HEREIN ON ANY OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE ANNUAL MEETING. THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS.**

(Continued, and to be marked, dated and signed, on the other side)

---