

**ORBIT INTERNATIONAL CORP.**  
**80 Cabot Court**  
**Hauppauge, New York 11788**

**NOTICE OF 2018 ANNUAL MEETING OF STOCKHOLDERS**

To the Stockholders of Orbit International Corp.:

The 2018 Annual Meeting of Stockholders of Orbit International Corp. (the “Company”) will be held at the offices of the Company at 80 Cabot Court, Hauppauge, New York 11788, at 10:00 a.m., Eastern Daylight Savings Time, on June 21, 2018, for the following purposes:

1. To elect five (5) Directors to the Board of Directors to serve until the 2019 Annual Meeting of Stockholders.
2. To transact such other business as may properly come before the meeting.

All stockholders are invited to attend the meeting. Stockholders of record at the close of business on May 10, 2018, the record date fixed by the Board of Directors, are entitled to notice of, and to vote at, the meeting. Representation at the meeting in person or by proxy of at least one-third of all outstanding shares of common stock is required to constitute a quorum. A complete list of stockholders entitled to notice of, and to vote at, the meeting will be open to examination by the stockholders beginning ten days prior to the meeting for any purpose germane to the meeting during normal business hours at the office of the Secretary of the Company at 80 Cabot Court, Hauppauge, New York 11788.

**Your vote at the meeting is very important to us regardless of the number of shares you own. Please note, however, that if your shares are held of record by a broker, bank, or other nominee and you wish to vote at the meeting, you must obtain a proxy card issued in your name from that record holder.**

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR  
THE STOCKHOLDER MEETING TO BE HELD JUNE 21, 2018:**

**The proxy materials consist of our official notice of meeting, the proxy statement, proxy voting card and our 2017 Annual Report. THIS NOTICE OF ANNUAL MEETING, PROXY STATEMENT, PROXY VOTING CARD AND ANNUAL REPORT FOR THE PERIOD ENDING DECEMBER 31, 2017 IS AVAILABLE AT [www.orbitintl.com](http://www.orbitintl.com) under “Investor Relations”.**

**By Order of the Board of Directors**  
**MITCHELL BINDER**  
*President and Chief Executive Officer*

Hauppauge, New York  
May 15, 2018

**ORBIT INTERNATIONAL CORP.  
80 Cabot Court  
Hauppauge, New York 11788  
(631) 435-8300**

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**PROXY STATEMENT**

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The accompanying proxy is solicited by the Board of Directors of Orbit International Corp. (the “Company”) for use at the Annual Meeting of Stockholders (the “Annual Meeting”) to be held at 10:00 a.m., Eastern Daylight Savings Time, on June 21, 2018, at the offices of the Company at 80 Cabot Court, Hauppauge, New York 11788, and any adjournment thereof.

The Company is furnishing proxy materials exclusively over the internet. We are mailing to our shareholders of record a notice that the proxy materials are available at [www.orbitintl.com](http://www.orbitintl.com). The notice provides instructions on accessing the proxy materials and submitting your proxy vote.

**VOTING SECURITIES; PROXIES**

The Company will bear the cost of solicitation of proxies. In addition to the solicitation of proxies through electronic means, certain officers and employees of the Company, without additional remuneration, may also solicit proxies personally by fax and by telephone.

One-third of the outstanding shares of the Company’s common stock, par value \$.10 per share (the “Common Stock”), present in person or represented by proxy, shall constitute a quorum at the Annual Meeting. The approval of a plurality of the outstanding shares of Common Stock present in person or represented by proxy at the Annual Meeting is required for election of the nominees as directors.

The form of proxy solicited by the Board of Directors affords stockholders the ability to specify a choice among approval of, disapproval of, or abstention with respect to each matter to be acted upon at the Annual Meeting. Shares of Common Stock represented by the proxy will be voted, except as to matters with respect to which authority to vote is specifically withheld. Where the solicited stockholder indicates a choice on the form of proxy with respect to any matter to be acted upon, the shares will be voted as specified. Abstentions in connection with the vote for the election of directors will not affect the outcome of that vote, while abstentions on the other matters to be voted upon will have the same effect as a vote “against” such proposal. Broker non-votes, if any, will not affect the outcome of any of the matters to be voted upon at the Annual Meeting. A “broker non-vote” occurs when a beneficial owner of shares held in “street name” does not give instructions to the broker or nominee holding the shares as to how to vote on matters deemed “non-routine”. Generally, if shares are held in street name, the beneficial owner of the shares is entitled to give voting instructions to the broker or nominee holding the shares. If the beneficial owner does not provide voting instructions, the broker or nominee can still vote the shares with respect to matters that are considered to be “routine,” but not with respect to “non-routine” matters. “Non-routine” matters are matters that may substantially affect the rights or privileges of stockholders, such as mergers, stockholder proposals, election of directors (even if not consented) and matters that relate to executive compensation.

As the stockholder of record, you have the right to vote in person at the meeting. If your shares are held in a brokerage account or by another nominee, you are considered the beneficial owner of shares held in street name. As the beneficial owner, you are also invited to attend the Annual Meeting. Since you are a beneficial owner and not the stockholder of record, you may not vote these shares in person at the meeting unless you obtain a “legal proxy” from the broker, trustee or nominee that holds your shares in its name, giving you the right to vote the shares at the meeting.

At the close of business on May 10, 2018, there were 3,619,504 shares of Common Stock outstanding and eligible for voting at the Annual Meeting. Each stockholder of record is entitled to one vote for each share of Common Stock held on all matters that come before the Annual Meeting. Only stockholders of record at the close of business on May 10, 2018, are entitled to notice of, and to vote at, the Annual Meeting.

### **Revocability of Proxy**

A stockholder who has given a proxy may revoke it at any time prior to its exercise by giving written notice of such revocation to the Secretary of the Company, by executing and delivering to the Company a later dated proxy reflecting contrary instructions, or by appearing at the Annual Meeting and taking appropriate steps to vote in person.

### **No Dissenter’s Rights**

Under Delaware law, stockholders are not entitled to dissenter’s rights of appraisal with respect to any of the matters to be voted upon at the Annual Meeting.

## **PROPOSAL 1**

### **ELECTION OF DIRECTORS**

The bylaws of the Company provide that each director serves from the date of election until the next annual meeting of stockholders and until his successor is duly elected and qualified. The specific number of directors is set by a resolution adopted by a majority of the entire Board of Directors. The number of directors is currently fixed at five. The Company has nominated five persons for election to the Board of Directors:

- Mitchell Binder
- Wayne Cadwallader
- William Collins
- David Goldman
- Bernard Karcinell

Proxies cannot be voted for a greater number of persons than the number of nominees named.

The persons named in the accompanying proxy card intend to vote for the election of the nominees listed herein as directors, unless the stockholder indicates to the contrary on the proxy card. Each nominee has consented to serve if elected. The Board of Directors has no reason to believe that any nominee will not serve if elected, but if any of them should become unavailable to serve as a director and if the Board of Directors designates a substitute nominee or nominees, the persons named as proxies will vote for the substitute nominee or nominees designated by the Board of Directors.

The following table sets forth certain information with respect to the nominees and executive officers of the Company and is based on the records of the Company and information furnished to it by such persons.

<u>Name of Nominee and Executive Officer</u>	<u>Age</u>	<u>Independent</u>	<u>Position</u>
Mitchell Binder	62	No	President, Chief Executive Officer and Director
David Goldman	48	No	Chief Financial Officer, Treasurer, Secretary and Director
Karl Schmidt	56	N/A	Chief Operating Officer
Wayne Cadwallader	61	Yes	Director
William Collins (1)	64	Yes	Director
Bernard Karcinell	79	Yes	Director

(1) Mr. Collins is standing for election as a member of the Board of Directors for the first time.

### **Biographical Information**

*Mitchell Binder* has been President and Chief Executive Officer since January 1, 2011. Prior thereto, he was Executive Vice President of the Company since 2006, Vice President-Finance from 1986 to 2006 and its Chief Financial Officer from 1983 to December 2010. He has been a director of the Company since 1985. In light of Mr. Binder's financial background and his extensive knowledge of our Company's business developed over the course of his long career at our Company, the Board has concluded he should be re-elected to the Board of Directors.

*David Goldman* has been Chief Financial Officer since January 1, 2011, Treasurer since June 2004, Secretary since June 2016, and a Director since June 2017. In addition, from April 2003 to December 2010 he served as Controller. Mr Goldman was employed as Assistant Controller of Frequency Electronics Inc., a commercial and defense electronics supplier, from April 1999 until April 2003 and its Accounting Supervisor from May 1995 to April 1999. In light of Mr. Goldman's financial background and his extensive knowledge of our Company's business developed over the course of his career at our Company, the Board has concluded he should be elected to the Board of Directors.

*Karl Schmidt* has been Chief Operating Officer since 2013 and Executive Vice President of the Power Group since May 2012. He served as Vice President of Operations of the Orbit Instrument Division from July 2011 until May 2012 and as the Power Group's Vice President of Operations since its acquisition by the Company of Behlman Electronics Inc. in 1996.

*Wayne Cadwallader* has been a director of the Company since February 2013. Mr. Cadwallader is currently Managing Partner-Research with Elkhorn Partners Limited Partnership ("Elkhorn"), an investment fund focused on companies in a variety of industries. Based on information provided to the Company, Elkhorn beneficially owns 1,689,602 shares or 46.7% of Orbit's common stock. Mr. Cadwallader also serves on the Board of COMARCO, INC. From October 2000 to June 2010, Mr. Cadwallader served as a Senior Investment Analyst for Hamblin Watsa Investment Counsel Ltd., a subsidiary of Fairfax Financial Ltd. In light of Mr. Cadwallader's extensive finance background, the Board has concluded that Mr. Cadwallader should be re-elected to the Board of Directors.

*William Collins* is the Chief Executive Officer of Brencourt Capital Management LLC. Previously, he was CEO and Chief Investment Officer of Brencourt Advisors, an event driven fund which had \$2.5 billion of assets under management with offices in New York, London and Hong Kong. Mr. Collins also served on the Board of Directors of Werner Worldwide Holdings from 2008-2017 and MortgageIT, a mortgage REIT listed on the NYSE, from 2004-2007. Mr. Collins currently serves as Chairman of the Board of Trustees for St. Johns University in New York. Mr. Collins is an investor in Elkhorn. In light of Mr. Collins' extensive business and finance background, the Board has concluded that he should be elected to the Board of Directors.

*Bernard Karcinell* has been a director of the Company since 2000. Mr. Karcinell is a retired certified public accountant. He performs financial advisory services to several individuals and corporations. Prior thereto, he was a Partner at KPMG LLP and former President and CEO of Designcraft Jewel Industries and CCR Video Corp. In light of Mr. Karcinell's extensive knowledge of and experience in accounting, auditing and financial reporting matters, the Board has concluded that Mr. Karcinell should be re-elected to the Board of Directors.

We believe that the nominees for our Board of Directors provide an appropriate mix of experience and skills relevant to the size and nature of our business. As more specifically described in such person's individual biographies set forth above, the directors possess relevant and industry-specific experience and knowledge, which we believe enhances the Board's ability to oversee, evaluate and direct our overall corporate strategy.

There are currently no family relationships among any of the directors or executive officers of the Company. The Company's executive officers serve in such capacity at the pleasure of the board.

There were no legal proceedings involving the nominees to the Board of Directors in the past ten years.

### **Stockholder Vote Required**

Election of each director requires a plurality of the votes of the shares of Common Stock present in person or requested by proxy at the meeting and entitled to vote on the election of directors.

**The Board of Directors recommends a vote "FOR" the election of each of the nominees for election to the Board of Directors named above.**

### **Information about the Board of Directors**

The Board of Directors (the "Board") held five (5) meetings and acted three (3) times by unanimous written consent during the fiscal year ended December 31, 2017. All directors attended at least 75% of the meetings held by the Board. Additionally, each director attended at least 75% of the meetings held by each committee of the Board in which they are a member.

The Company's 2017 annual meeting of stockholders was attended by all of the Company's directors. Attendance at the Company's annual meetings is strongly encouraged, although it is not mandatory.

Stockholders may contact the Board by mail addressed to the entire Board, or to one or more individual directors, at 80 Cabot Court, Hauppauge, New York 11788, Attn: Secretary. All communications directed to the Board or individual directors in this manner will be relayed to the intended recipients.

### *Board Leadership*

The Board has no formal policy with respect to separation of the positions of Chairman and Chief Executive Officer or with respect to whether the Chairman should be a member of management or an independent director and believes that these are matters that should be discussed and determined by the Board from time to time. Currently, we do not have a Chairman of the Board of Directors. The Board of Directors will annually designate a Lead Independent Director. The Board appointed Fredric Gruder to this position on June 22, 2017. Mr. Gruder will not be standing for re-election as a member of the Board of Directors. Assuming his election to the Board of Directors, Mr. Collins will assume the role of Lead Independent Director. The Lead Independent Director shall (i) coordinate the activities of the independent directors of the corporation; (ii) coordinate with the Chief Executive Officer and Secretary of the corporation to set agendas for meetings of the Board of Directors; (iii) chair executive sessions of the independent directors of the corporation; and (iv) and in the absence of the Chairman of the Board of Directors, the Chief Executive Officer and the President of the Corporation, shall act as chairman and preside over all regular meetings or special meetings of the Board of Directors.

### *Risk Management*

The Board believes that risk management is an important component of the Company's corporate strategy. While the Board assesses specific risks at its committee levels, the Board, as a whole, oversees our risk management process, and discusses and reviews with management major policies with respect to risk assessment and risk management. The Board is regularly informed through its interactions with management and committee reports about risks we face in the course of our business including economic, financial, operational, legal and regulatory risks.

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

The Board has established an Audit Committee, Nominating and Corporate Governance Committee and Compensation Committee to assist it in the discharge of its responsibilities. The principal responsibilities of each committee and the members of each committee are described below. Actions taken by any committee of the Board are reported to the Board.

#### *Audit Committee*

The Audit Committee of the Board currently consists of Bernard Karcinell (Chairman) and Fredric Gruder. Mr. Gruder will not be standing for re-election as a member of the Board of Directors. Mr. Collins will become a member of the Audit Committee assuming his election to the Board of Directors. Although our common stock is not currently listed on a national securities exchange, we have used the standards outlined by The NASDAQ Stock Market as they relate to Audit Committee membership and we have determined that all members of the Audit Committee meet all listing standards of the NASDAQ Stock Market for Audit Committee membership and are independent as defined by NASDAQ Stock Market listing standards. The Audit Committee held five (5) meetings during the fiscal year ended December 31, 2017. Each year it appoints a firm of independent public accountants to examine the financial statements of the Company and its subsidiaries for the coming year. In making this appointment, it reviews the nature of audit services rendered, or to be rendered, to the Company and its subsidiaries. The Audit Committee reviews with representatives of the independent public accountants the auditing arrangements and scope of the independent public accountants' examination of the financial statements, results of those audits, their fees and any problems identified by the independent public accountants regarding internal accounting controls, together with their recommendations. It also meets with the Company's Chief Financial Officer to review reports on the functioning of the Company's

programs for compliance with its policies and procedures regarding ethics and those regarding financial controls. The Audit Committee is also prepared to meet at any time upon request of the independent public accountants or the Chief Financial Officer to review any special situation arising in relation to any of the foregoing subjects. The Board has adopted an Audit Committee Charter which sets forth the composition of the Audit Committee, the qualifications of Audit Committee members and the responsibilities and duties of the Audit Committee. A copy of the Audit Committee Charter will be provided to any person without charge upon written request to the Company's address to the attention of the Secretary. A copy of the Audit Committee Charter is available at [www.orbitintl.com](http://www.orbitintl.com) under "Investor Relations."

#### *Nominating and Corporate Governance Committee*

The Nominating and Corporate Governance Committee was formed in March 2003 and met on an informal basis during the fiscal year ended December 31, 2017. The Committee currently consists of Wayne Cadwallader (Chairman), Bernard Karcinell and Fredric Gruder. Mr. Gruder will not be standing for re-election as a member of the Board of Directors. Mr. Collins will become a member of the Nominating and Corporate Governance Committee assuming his election to the Board of Directors. Although our common stock is not currently listed on a national securities exchange, we have used the definition of "independence" of The NASDAQ Stock Market to make this determination. The Committee evaluates the appropriate size of the Board, recommends a change in the composition of members of the Board to reflect the needs of the business, interviews prospective candidates and formally proposes the slate of directors to be elected at each Annual Meeting of Stockholders. A copy of the Nominating and Corporate Governance Committee's charter is available at [www.orbitintl.com](http://www.orbitintl.com) under "Investor Relations."

When considering whether directors and nominees have the experience, qualifications, attributes or skills, taken as a whole, to enable the Board of Directors to satisfy its oversight responsibilities effectively in light of the Company's business and structure, the Nominating and Corporate Governance Committee focuses primarily on each person's background and experience as reflected in the information discussed in each of the directors' individual biographies set forth above. The Nominating and Corporate Governance Committee annually reviews and makes recommendations regarding the composition and size of the Board so that the Board consists of members with the proper expertise, skills, attributes, and personal and professional backgrounds needed by the Board, consistent with applicable regulatory requirements.

The Nominating and Corporate Governance Committee believes that all directors, including nominees, should possess the highest personal and professional ethics, integrity, and values, and be committed to representing the long-term interests of our stockholders. The Nominating and Corporate Governance Committee will consider criteria including the nominee's current or recent experience as a senior executive officer, whether the nominee is independent, the business, scientific or engineering experience currently desired on the Board, geography, the nominee's industry experience, and the nominee's general ability to enhance the overall composition of the Board.

The Nominating and Corporate Governance Committee does not have a formal policy on diversity; however, in recommending directors, the Board considers the specific background and experience of the Board members and other personal attributes in an effort to provide a diverse mix of capabilities, contributions and viewpoints which the Board believes enables it to function effectively as the Board of Directors of a company with our size and nature of its business.

Although the Nominating and Corporate Governance Committee has not established minimum qualifications for director candidates, it will consider, among other factors:

- Broad experience; diversity,
- Judgment, skill, and integrity,
- Understanding of the Company’s business environment,
- Experience with businesses and other organizations of comparable size,
- Ability to make independent analytical inquiries,
- The interplay of the candidate’s experience with the experience of other Board members,
- The extent to which the candidate would be a desirable addition to the Board and any committees of the Board,
- Willingness to devote adequate time to the Board, and
- Whether a particular candidate is independent under the NASDAQ Stock Market listing standards.

The Nominating and Corporate Governance Committee will consider all director candidates recommended by stockholders. Any stockholder who desires to recommend a director candidate may do so in writing, giving each recommended candidate’s name, biographical data and qualifications, by mail addressed to the Chairman of the Nominating and Corporate Governance Committee, in care of Orbit International Corp., 80 Cabot Court, Hauppauge, New York 11788. A written statement from the candidate consenting to being named as a candidate and, if nominated and elected, to serve as a director, must accompany any stockholder recommendation. Members of the Nominating and Corporate Governance Committee will assess potential candidates on a regular basis.

#### *Compensation Committee*

The Compensation Committee of the Board currently consists of Fredric Gruder (Chairman), Wayne Cadwallader, and Bernard Karcinell, each of whom is independent as such term is defined under the NASDAQ Stock Market listing standards. Mr. Gruder will not be standing for re-election as a member of the Board of Directors. Mr. Collins, who is considered independent as such term is defined under the NASDAQ Stock Market listing standards, will become a member and Chairman of the Compensation Committee assuming his election to the Board of Directors. Although our common stock is not currently listed on a national securities exchange, we have used the definition of “independence” of The NASDAQ Stock Market to make this determination. The Compensation Committee held three (3) meetings and met on an informal basis during the fiscal year ended December 31, 2017. The Committee makes recommendations to the Board as to the salary of the Chief Executive Officer, sets the salaries of the other elected officers and reviews salaries of certain other senior executives. It grants incentive compensation to elected officers and other senior executives and reviews guidelines for the administration of the Company’s incentive programs. The Compensation Committee also reviews and approves or makes recommendations to the Board on any proposed plan or program which would benefit primarily the senior executive group. The Compensation Committee also reviewed and approved financial measures and targets for annual incentive plans under employment agreements for the two senior executive officers of the Company. A copy of the Compensation Committee Charter will be provided to any person without charge upon written request to the Company’s address to the attention of the Secretary. A copy of the Compensation Committee Charter is available at [www.orbitintl.com](http://www.orbitintl.com) under “Investor Relations.”



## Corporate Governance

### *General*

In furtherance of our Board's goals of providing effective governance of our business and affairs for the long-term benefit of our stockholders and promoting a culture and reputation of the highest ethics, integrity and reliability, our Board of Directors has adopted the following corporate governance measures:

- Charters for our Audit Committee, Nominating and Corporate Governance Committee and Compensation Committee, as described above;
- Code of Ethics; and
- Employee Whistle Blower Policy.

The Audit Committee Charter, Compensation Committee Charter, Code of Ethics and Employee Whistle Blower Policy are available, free of charge, on the Company's website at [www.orbitintl.com](http://www.orbitintl.com) and in print upon written request to the Company's address to the attention of the Secretary. The information on our website is not a part of this Proxy Statement.

### *Code of Ethics*

The Board of Directors has adopted a Code of Ethics, which applies to all directors, officers and employees, including the Company's principal executive officer and principal financial officer. The Code of Ethics addresses, among other things:

- Ethical business conduct;
- Compliance with legal requirements;
- Confidentiality of our business information;
- Use of property;
- Avoidance of conflicts of interest;
- Conduct of our accounting operations, preparation of financial reports, and making of public disclosures; and
- Reporting of any violation of law or the Code of Ethics, unethical behavior, improper or questionable accounting or auditing, or inaccuracy in our financial reports or other public disclosures.

### *Whistle Blower Policy*

The Audit Committee has adopted a Whistle Blower Policy that governs the receipt, retention and treatment of complaints received by us regarding accounting, internal controls, auditing matters and questionable financial practices. The Whistle Blower Policy is designed to protect the confidential, anonymous submission by our employees of any concerns that they may have regarding questionable accounting or auditing matters. The Whistle Blower Policy permits the reporting of those concerns by various means, including email, letter, or telephone. Complaints will be reviewed under the Audit Committee's direction, with oversight by the Chairman of the Audit Committee, Compliance Officer or such other persons as the Audit Committee determines to be appropriate.

### *Policies and Procedures Regarding Related Party Transactions*

All directors and executive officers are required to complete an annual questionnaire. Pursuant to the questionnaire, each director and executive officer is required to disclose each outside relationship, activity and interest that creates a potential conflict of interest. In addition, pursuant to the questionnaire, each director and executive officer is required to disclose any transactions in which the Company is or

is to be a participant, on the one hand, and in which such director or executive officer or any member of his family has a direct or indirect material interest, on the other. The Board of Directors is of the opinion that these procedures are sufficient to allow for the review, approval or ratification of any transactions with related persons.

*Complaint Procedure; Communications with Directors*

The Company currently has procedures in place to receive, retain and respond to complaints received regarding accounting, internal accounting controls or auditing matters and to allow for the confidential and anonymous submission by employees of concerns regarding questionable accounting or auditing matters. Any employee of the Company may report concerns regarding these matters in the manner specified in the Company's Whistle Blower Policy which is posted at the Company's Hauppauge facility. A printed copy of the Company's Whistle Blower Policy will be provided to any stockholder upon request to the Company at 80 Cabot Court, Hauppauge, New York 11788, or by telephone (631) 435-8300.

Stockholders and any other parties interested in communicating directly with the non-management directors of the Company as a group may do so by writing the Secretary of Orbit International Corp., 80 Cabot Court, Hauppauge, New York 11788. Any communications must state the number of shares of the Company owned by such stockholder.

## EXECUTIVE COMPENSATION

### Summary Compensation Table

The following table sets forth, with respect to the Company's fiscal years ended December 31, 2017, December 31, 2016, and December 31, 2015, all compensation earned by the Company's executive officers required to be listed pursuant to SEC Item 402(m)(2) of Regulation S-K.

Name and Principal Position	Year	Salary (\$)	Bonus(\$)	Stock Awards* (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)(1)(2)	All Other Compensation (\$)(3)	Total (\$)
Mitchell Binder President and Chief Executive Officer	2017	369,000	0	0	0	62,850	23,350	455,200
	2016	364,000	0	0	0	60,000	21,395	445,395
	2015	359,000	0	0	0	48,528	23,479	431,007
David Goldman Chief Financial Officer and Treasurer	2017	170,068	5,000	0	0	14,456	13,187	202,711
	2016	167,389	0	0	0	21,872	12,594	201,855
	2015	165,240	0	0	0	11,161	17,077	193,478
Karl Schmidt Chief Operating Officer	2017	234,266	0	0	0	29,925	15,523	279,714
	2016	226,599	0	0	0	26,350	14,709	267,658
	2015	223,691	0	0	0	34,971	17,810	276,472
Ronald Storm, Former President of the Orbit Power Group (4)	2017	195,472	0	0	0	0	15,693	211,165
	2016	244,734	0	0	0	7,030	16,137	267,901
	2015	241,593	0	0	0	21,898	17,070	280,561

- (1) With respect to Messrs. Binder and Goldman, Non-Equity Incentive Plan Compensation consists of the accrued incentive bonus based on financial metrics established in an executive annual incentive plan that is approved by the Compensation Committee.
- (2) With respect to Mr. Schmidt, Non-Equity Incentive Plan Compensation consists of the accrued incentive bonus on pre-tax income as defined in each executive's employment agreement.
- (3) All other compensation includes 401(k) plan employer matching contributions, life insurance premiums, car lease/allowance, long-term disability premiums and medical reimbursement plan.
- (4) Mr. Storm retired as President of the Orbit Power Group effective October 6, 2017.

#### The Binder Employment Agreement

On December 20, 2017, the Company entered into a new employment agreement with Mitchell Binder (the "Agreement"). The term of the Agreement is from January 1, 2018 to December 31, 2020 (the "Term"). The Agreement provides for a base salary of \$425,000 ("Base Salary") during the first year of the Term with annual cost of living increases thereafter for the remainder of the Term. During the Term, Mr. Binder may submit a written request to the Company's Compensation Committee detailing specifics for the Compensation Committee to consider a discretionary bonus. The determination of whether to authorize a discretionary bonus and the timing and amount of such discretionary bonus, shall be made by the Company's Compensation Committee, at its sole and absolute discretion. Mr. Binder is entitled to

receive other benefits under the Agreement, including vehicle expenses, and is entitled to participate in employee and/or executive benefit plans on the same basis as these benefits are made to other senior company executives.

If the Company; (i) decides not to extend the Agreement or enter into a successor employment agreement with Mr. Binder or, (ii) Mr. Binder elects not to continue his employment with the Company at the end of the term, Mr. Binder is entitled to receive a severance amount equal to the sum of \$450,000 payable in forty-five (45) consecutive monthly installments. In addition, all non-vested shares or options shall accelerate and vest on the date of termination and health insurance coverage will be provided for either two years after termination or until Mr. Binder's 65<sup>th</sup> birthday (whichever comes first and provided Mr. Binder elects COBRA and pays the employee's portion of the premium).

If the Company; (i) terminates Mr. Binder without Cause or, (ii) Mr. Binder resigns for Good Reason (specifically relating to certain reasons in the Agreement), Mr. Binder is entitled to receive a severance amount equal to the sum of (a) \$450,000 payable within thirty (30) days of termination of employment and (b) an amount equal to the most recent annual base salary payable in twelve (12) monthly installments. Such severance payments are subject to modification based on certain conditions defined in the Agreement. In addition, all non-vested shares or options shall accelerate and vest on the date of termination and health insurance coverage will be provided for either two years after termination or until Mr. Binder's 65<sup>th</sup> birthday (whichever comes first and provided Mr. Binder elects COBRA and pays the employee's portion of the premium).

Mr. Binder is subject to certain non-competition and non-solicitation provisions in the Agreement that extend for a period of two years following the termination of the Term.

### **Compensation of Directors**

Directors of the Company who are not employed by the Company received director fees of \$5,625 per quarter (\$22,500 per annum) during 2017. Employee directors are not compensated for services as a director. All directors are reimbursed for expenses incurred on behalf of the Company. The following table sets forth compensation earned or paid to each non-employee director during 2017:

<u>Name</u>	<u>Fees Earned or Paid in Cash</u>	<u>Stock Awards</u>	<u>Stock Option Awards</u>	<u>Non-Equity Incentive Plan Comp.</u>	<u>All Other Compensation</u>	<u>Total</u>
Bernard Karcinell	\$22,500	-	-	-	-	\$22,500
Fredric Gruder (1)	\$22,500	-	-	-	-	\$22,500
Wayne Cadwallader	\$22,500	-	-	-	-	\$22,500

(1) Mr. Gruder will not be standing for re-election as a member of the Board of Directors

### **Compensation Committee Interlocks and Insider Participation**

The Compensation Committee of the Board of Directors is responsible for determining the compensation of executive officers of the Company, as well as compensation awarded pursuant to the Company's Plans.

Messrs. Gruder, Cadwallader and Karcinell currently serve on the Compensation Committee, with Mr. Gruder serving as Chairman.

No member of the Compensation Committee is or has been an officer or employee of the Company or any of its subsidiaries. In addition, no member of the Compensation Committee had any relationships with the Company or any other entity that require disclosure under the proxy rules and regulations promulgated by the SEC.

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth, as of April 25, 2018, certain information with respect to persons known by the Company to be the beneficial owners of more than 5% of the Common Stock. The information contained below relating to the beneficial stock ownership of Elkhorn Partners Limited Partnership was obtained from information provided to the Company. As such, the Company does not make any representation regarding the accuracy of this figure.

<u>Name and Address</u>	<u>Beneficial Ownership of Common Stock</u>	
	<u>Number of Shares</u>	<u>Percentage of Class</u>
Elkhorn Partners Limited Partnership (1) Alan S. Parsow-General Partner 222 Skyline Drive Elkhorn, NE 68022	1,689,602	46.7%

- (1) Based on information provided to the Company in June 2017.  
Includes shares owned individually by the partnership's general partner.

## Ownership by Directors and Executive Officers

The following table sets forth, as of April 25, 2018, information concerning the beneficial ownership of Common Stock by each director, each of the executive officers named in this proxy statement and all current directors and executive officers as a group. Each person reflected in the table below has both sole voting and investment power with respect to the shares included in the table, except as described in the footnotes below.

<u>Name of Beneficial Owner**</u>	<u>Number of Shares Owned Directly or Indirectly</u>	<u>Shares Subject to Exercisable Options</u>		<u>Percent of Class (4)</u>
		<u>Total</u>		
Mitchell Binder, President and Chief Executive Officer (1)	164,601	0	164,601	4.54%

David Goldman, Chief Financial Officer and Treasurer (2)	24,200	0	24,200	*
Karl Schmidt, Chief Operating Officer (3)	30,250	0	30,250	*
Wayne Cadwallader, Director (5)	1,000	0	1,000	*
William Collins, Director (6)	157,508	0	157,508	4.35%
Bernard Karcinell, Director	<u>7,124</u>	<u>0</u>	<u>7,124</u>	<u>*</u>
All officers and directors <u>as a group (6 persons)</u>	384,683	0	384,683	10.63%

\* Less than one percent

\*\* Address is c/o Orbit International Corp., 80 Cabot Court, Hauppauge, New York 11788

- (1) Includes 12,000 restricted shares subject to forfeiture.
- (2) Includes 6,000 restricted shares subject to forfeiture.
- (3) Includes 7,500 restricted shares subject to forfeiture.
- (4) Based on 3,619,504 shares issued and outstanding as of April 25, 2018. Except as otherwise noted in the footnotes to this table, the named person owns directly and exercises sole voting and investment power over the shares listed as beneficially owned by such person. Includes any securities that such person has the right to acquire within sixty days pursuant to options, warrants, conversion privileges or other rights.
- (5) Mr. Cadwallader is the Managing Partner-Research of Elkhorn which beneficially owns 1,689,602 shares of the Company's common stock pursuant to information provided to the Company.
- (6) Includes shares owned by Brencourt Capital Management LLC, a family office in which Mr. Collins serves as CEO. Does not include shares owned by Elkhorn in which Mr. Collins is an investor.

## ANNUAL REPORT

In November 2014, the Company terminated the registration of its common stock under the Exchange Act and de-registered its Common Stock from listing on The NASDAQ Stock Market. As a result, the Company's obligation to file reports under the Exchange Act, including an annual report under Form 10-K, has been suspended. The Company intends to continue make unaudited quarterly and audited annual financial information available to its stockholders by posting on the OTC Disclosure and News service found at [www.otcm Markets.com](http://www.otcm Markets.com).

## OTHER MATTERS

Our Board of Directors knows of no other matters to be brought before the meeting. However, if other matters should come before the meeting, it is the intention of each person named in the proxy to vote such proxy in accordance with his or her judgment on such matters.