

FREQUENCY ELECTRONICS, INC.
2023 ANNUAL MEETING OF STOCKHOLDERS
October 5, 2023
RULES OF CONDUCT AND PROCEDURES

Welcome to the Frequency Electronics, Inc. 2023 Annual Meeting of Stockholders.

Our Bylaws provide that our Chairman of the Board of Directors will preside over all meetings of the stockholders and the Board of Directors may prescribe rules and procedures for the conduct of the meeting of the stockholders as it deems appropriate. The following have been established by the Board of Directors as the rules of conduct for the 2023 Annual Meeting of Stockholders (the “Annual Meeting”) and may be applied or supplemented as the Chairman deems necessary or advisable in his opinion for the orderly transaction of business at the meeting.

In the interest of conducting an orderly meeting, please observe the following rules and procedures:

1. All stockholders and proxy holders must register at the reception desk before entering the meeting room.
2. The taking of photographs and the use of audio or video recording equipment is prohibited.
3. Please silence all cell phones and other electronic devices.
4. The business of the Annual Meeting will be conducted in the order indicated on the Agenda provided to all stockholders upon entering the meeting.
5. Only stockholders as of the close of business on August 11, 2023, the record date, or their duly authorized proxies, are entitled to submit questions and vote at the Annual Meeting. Stockholders may vote until the polls close. If you have voted your shares before the start of the Annual Meeting, your vote has been received and there is no need to vote again during the Annual Meeting, unless you wish to revoke or change your vote. If you have not yet voted and wish to vote, or if you wish to revoke or change your vote, you will be given the opportunity to request a ballot and to vote before the polls are closed.
6. There will be an opportunity for questions and comments during the General Question and Answer Period of the Annual Meeting. We have allotted a maximum of thirty minutes for discussion during the General Question and Answer Period. If you wish to ask a question during the General Question and Answer Period of the Annual Meeting, during the appropriate time, please raise your hand and wait to be recognized by the Chairman of the meeting. Upon being recognized, please state your name, your status as a stockholder or proxy holder, and present your question or comment. All questions and comments should be directed to the Chairman.

7. To ensure all stockholders have the opportunity to participate, we will respond to no more than two questions from a single stockholder, each of which must be no more than five minutes in length. If you have already asked a question, please allow others who raise their hands to speak first before asking a second question. Please permit each speaker the courtesy of concluding their remarks without interruption.

8. Stockholders' views, constructive comments, and criticisms are welcome, but please note that we will not address questions that:

- (a) Do not relate to the business of the company.
- (b) Relate to pending or threatened litigation.
- (c) Relate to material nonpublic information of the company.
- (d) Relate to a personal grievance, individual personnel matters, or a complaint about the company's products or services.
- (e) Are derogatory references to individuals or are otherwise in bad taste.
- (f) Are repetitious of questions or statements already submitted or made by another stockholder.
- (g) Are not a matter of interest to stockholders generally.
- (h) Are out of order or not otherwise suitable for the conduct of the Annual Meeting as determined by the Chairman in his reasonable judgment.

9. The Chairman may adjourn the meeting or call a recess at any time and for any reason, including disorder or any other significant problem that disrupts the meeting.

Violation of any of these rules will be considered cause for expulsion from the meeting. Thank you for your cooperation and for joining Frequency Electronics, Inc.'s 2023 Annual Meeting.