

AROTECH CORP  
Form DEFA14A  
March 22, 2019

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

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

AROTECH CORPORATION

(Exact Name of Registrant as Specified in Charter)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.

(3) Filing Party:

(4) Date Filed:

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\*\*\* Exercise Your Right to Vote \*\*\*

Important Notice Regarding the Availability of Proxy Materials for the  
Stockholder Meeting to Be Held on May 6, 2019.

AROTECH CORPORATION Meeting Information

Meeting  
Type: Annual Meeting

For  
holders March 15, 2019

as of:

May

Date: 6, Time: 8:00 a.m., local time  
2019

Location: IEC Electronics LLC

5916 Howard Street

Hanahan, South Carolina

For directions to the Annual Meeting  
of Stockholders, please call (843)  
552-8682

You are receiving this communication

AROTECH CORPORATION because you hold shares in the  
INVESTOR RELATIONS company named above.

1229 OAK VALLEY DRIVE

ANN ARBOR, MI 48108

This is not a ballot. You cannot use  
this notice to vote these shares. This  
communication presents only an  
overview of the more complete proxy  
materials that are available to you on  
the Internet. You may view the proxy  
materials online at  
[www.proxyvote.com](http://www.proxyvote.com) or easily request  
a paper copy (see reverse side).

We encourage you to access and  
review all of the important information  
contained in the proxy materials  
before voting.

See the reverse side of this notice to  
obtain proxy materials and voting  
instructions.

- Before You Vote -

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT      2018 ANNUAL REPORT

How to View Online:

Have the information that is printed in the box marked by the arrow à XXXX XXXX XXXX (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

1) BY INTERNET: [www.proxyvote.com](http://www.proxyvote.com)

2) BY TELEPHONE: 1-888-579-1639

3) BY E-MAIL\*: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow à XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 22, 2019 to facilitate timely delivery.

- How To Vote -

Please Choose One of the Following Voting Methods

**Vote In Person:** Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow à XXXX XXXX XXXX available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

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Voting

Items

The Board of Directors  
recommends a vote  
FOR the nominees and FOR  
each of Proposals  
2 through 4

1. To elect two Class III directors for a three-year term ending in 2022 and continuing until their respective successors are duly elected and qualified:

NOMINEES:

- 01) Kenneth W. Cappell (Class III)  
02) Adm. James J. Quinn (Class III)

2. To consider and act upon a proposal to ratify the appointment of BDO USA, LLP as our independent auditors for the fiscal year ending December 31, 2019

3. To consider and act upon a proposal to adopt the Arotech 2019 Equity Incentive Plan and to reserve 3,000,000 shares of common stock for issuance under such plan

4. To consider and act upon a proposal to

approve, on an advisory basis, the compensation of our named executive officers (“say-on-pay”)

The Board of Directors recommends you vote THREE YEARS on the following proposal:

5. To consider and act upon a proposal to recommend, on an advisory basis, the frequency of executive compensation votes (“say-on-frequency”)

These items of business are more fully described in the proxy statement. The record date for the annual meeting is March 15, 2019. Only stockholders of record at the close of business on that date may vote at the meeting or any postponements or adjournments thereof.

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VOTE BY INTERNET - www.proxyvote.com

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE STOCKHOLDER COMMUNICATIONS

AROTECH CORPORATION INVESTOR RELATIONS 1229 OAK VALLEY DRIVE ANN ARBOR, MI 48108

If you would like to reduce the costs incurred by Arotech Corporation in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access stockholder communications electronically in future years.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage paid envelope we have provided or return it to Arotech Corporation, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

E24485-Z69858 KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED

For Withhold For All To withhold

All All Except authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.

AROTECH CORPORATION

- 1. To elect two Class III directors for a three-year

term ending  
in 2021 and  
continuing  
until their  
respective  
successors  
are duly  
elected and  
qualified:

NOMINEES:

- Kenneth  
W.  
01) Cappell  
(Class  
III)  
Adm.  
James J.
- 02) Quinn  
(Class  
III)

The Board of Directors recommends you vote FOR the following proposals:

For      Against      Abstain

2. To consider and act upon a proposal to ratify the appointment of BDO USA, LLP as our independent auditors for the fiscal year ending December 31, 2019

3. To consider and act upon a proposal to adopt the Arotech 2019 Equity Incentive Plan and to reserve 3,000,000 shares of common stock for issuance under such plan

4. To consider and act upon a proposal to approve, on an advisory basis, the compensation of our named executive officers (“say-on-pay”)

The Board of Directors recommends you vote THREE YEARS on following proposal:

1 Year   2 Years   3 Years   Abstain

5. To consider and act upon a proposal to recommend, on an advisory basis, the frequency of executive compensation votes (“say-on-frequency”)

To change the address on your account, please check the box at right and indicate

your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Mark here if you plan to attend the meeting.

YesNo

PLEASE SIGN, DATE AND RETURN THIS PROXY FORM PROMPTLY USING THE ENCLOSED ENVELOPE.

Signature  
[PLEASE SIGN Date WITHIN BOX]

Signature  
(Joint Owners)      Date

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:  
The Notice and Proxy Statement and 2018 Annual Report are available at [www.proxyvote.com](http://www.proxyvote.com).

PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF  
AROTECH CORPORATION  
FOR ANNUAL MEETING OF STOCKHOLDERS TO BE HELD MAY 6, 2019

The undersigned, having received the Notice of the Annual Meeting of Stockholders and the Proxy Statement on behalf of the Board of Directors of Arotech Corporation (the "Company"), hereby appoint(s) Dean M. Krutty and Kelli L. Kellar, and each of them, proxies of the undersigned (with full power of substitution) to attend the Annual Meeting of the Company to be held on Monday, May 6, 2019 at 8:00 a.m. local time at the offices of the Company's subsidiary UEC Electronics LLC, 5916 Howard Street, Hanahan, South Carolina, and all postponements and adjournments thereof (the "Meeting"), and there to vote all shares of common stock of the Company that the undersigned would be entitled to vote, if personally present, in regard to all matters that may come before the Meeting, and without limiting the general authorization hereby given, the undersigned directs that his or her vote be cast as specified in this Proxy. This Proxy, when properly executed, will be voted in the manner specified herein. If no specification is made, the proxies intend to vote FOR the nominees, FOR proposals 2, 3, and 4, and THREE YEARS on proposal 5 as set forth herein and described in the Board of Directors' Proxy Statement. If either of the nominees is not available to serve, this Proxy may be voted for a substitute. This Proxy delegates discretionary authority with respect to matters not known or determined at the time of solicitation of this Proxy. The undersigned hereby revokes any other proxy previously granted to vote the same shares of stock for said Meeting.

SEE REVERSE SIDE. If you wish to vote in accordance with the recommendations of the Board of Directors, just sign on the reverse side. You need not mark any boxes.

PLEASE SIGN, DATE AND RETURN THIS PROXY FORM PROMPTLY USING THE ENCLOSED ENVELOPE.

Address Changes/Comments: \_\_\_\_\_

(If you noted and Address Changes/Comments above, please mark corresponding box on the reverse side.)

(Continued and to be signed on the reverse side)