

NORTECH SYSTEMS INC  
Form DEF 14A  
March 28, 2013

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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 the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
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**Nortech Systems Incorporated**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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## **Nortech Systems Incorporated**

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### **NOTICE OF ANNUAL MEETING OF SHAREHOLDERS To be Held May 8, 2013**

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#### **TO THE SHAREHOLDERS OF NORTECH SYSTEMS INCORPORATED:**

The Annual Meeting of Shareholders of Nortech Systems Incorporated (the "Company") will be held at the Wayzata Country Club, 200 West Wayzata Boulevard, Wayzata, Minnesota, on May 8, 2013, at 3:00 p.m., for the following purposes:

1. To consider and act upon the Board of Directors' recommendation to fix the number of authorized directors of the Company at six;
2. To elect a Board of Directors to serve for a one-year term and until their successors are elected and qualify;
3. To approve, on an advisory basis, the compensation of our named executive officers (referred to as the "Say-on-Pay" proposal);
4. To select, on an advisory basis, the frequency of future advisory votes on the compensation of our named executive officers (referred to as the "Say-on-Pay Frequency" proposal);
5. To transact such other business as may properly come before the meeting or any adjournment thereof.

Only shareholders of record at the close of business on March 13, 2013, will be entitled to notice of and to vote at the meeting or any adjournment thereof.

**Important Notice regarding the availability of proxy materials for the Annual Meeting of Shareholders to be held on May 8, 2013: The Notice and Proxy Statement and Annual Report on Form 10-K are available online at [www.proxyvote.com](http://www.proxyvote.com).**

**YOU ARE CORDIALLY INVITED TO ATTEND THE MEETING. WHETHER OR NOT YOU EXPECT TO BE PRESENT AT THE MEETING, PLEASE COMPLETE, DATE AND SIGN THE ENCLOSED PROXY AND RETURN IT PROMPTLY IN THE ENCLOSED ENVELOPE. IF YOU ATTEND THE MEETING, YOU MAY REVOKE THE PROXY AND VOTE YOUR SHARES IN PERSON.**

Your attention is called to the accompanying Proxy Statement.

March 29, 2013

By Order of the Board of Directors  
Bert M. Gross  
*Secretary*

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## **Nortech Systems Incorporated**

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### **PROXY STATEMENT**

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#### **ANNUAL MEETING OF SHAREHOLDERS, MAY 8, 2013**

This proxy statement is furnished to shareholders of NORTECH SYSTEMS INCORPORATED, a Minnesota corporation (the "Company"), in connection with the solicitation on behalf of the Company's Board of Directors of proxies for use at the annual meeting of shareholders to be held on May 8, 2013, and at any adjournment thereof, for the purposes set forth in the accompanying Notice of Annual Meeting of Shareholders.

The address of the principal executive office of the Company is 1120 Wayzata Boulevard East, Suite 201, Wayzata, Minnesota 55391. We will begin mailing this proxy statement and proxy card to shareholders on or about March 28, 2013.

#### **SOLICITATION AND REVOCATION OF PROXIES**

The Company will pay the costs and expenses of solicitation of proxies. In addition to the use of the mails, directors, officers and regular employees of the Company may solicit proxies personally or by telegraph, telephone or letter with extra compensation. The Company will reimburse brokers and other custodians, nominees or fiduciaries for their expenses in forwarding proxy material to principals and obtaining their proxies.

Proxies in the form enclosed are solicited on behalf of the Board of Directors. Any shareholder giving a proxy in this form may revoke it at any time before it is exercised. Such proxies, if received in time for voting and not revoked, will be voted at the annual meeting in accordance with the specifications indicated on the proxy.

#### **VOTING RIGHTS AND REQUIREMENTS**

Only shareholders of record as of the close of business on March 13, 2013, will be entitled to sign proxies or to vote. On that date, there were 2,742,992 shares issued, outstanding and entitled to vote. Each share of Common Stock is entitled to one vote. A majority of the outstanding shares present in person or by proxy at the meeting is required to transact business, and constitutes a quorum for voting on items at the meeting. If you vote, your shares will be part of the quorum. Abstentions and broker non-votes will be counted as being present at the meeting in determining the quorum, but neither will be counted as a vote in favor of a matter. A "broker non-vote" is a proxy submitted by a bank, broker or other custodian that does not indicate a vote for some of the proposals because the broker does not have or does not exercise discretionary voting authority on certain types of proposals and has not received instructions from its client as to how to vote on those proposals.

#### **Vote Required**

*Election of Directors and Fixing the Authorized Number of Directors at Six* The affirmative vote of a plurality of the shares of Common Stock present in person or by proxy and entitled to vote at this annual meeting is required for the election to the Board of each of the nominees for director. The same vote is required to fix the authorized number of directors at six. Shareholders do not have the right to cumulate their votes in the election of directors. "Plurality" means that the individuals who receive the greatest number of votes cast "For" are elected as directors.

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*Say-on-Pay and Say-on-Pay Frequency Proposals* The advisory votes on executive compensation in Item 3 and the frequency of future votes on executive compensation in Item 4 are not binding on us; however, we will consider the shareholders to have approved our executive compensation if the number of shares voted "For" the proposal exceeds the number of shares voted "Against" the proposal, and we will consider the shareholders to have selected the frequency for future votes on executive compensation that receives the highest number of votes of the frequency alternatives presented (every 1 year, every 2 years or every 3 years). A shareholder who abstains with respect to either of these proposals will have no effect on the outcome of that proposal.

*Routine Versus Non-Routine Matters.* Brokers cannot vote on their customers' behalf on "non-routine" proposals such as Item 1, fixing the number of directors, Item 2, the election of directors, Item 3, the advisory vote on executive compensation and Item 4, the advisory vote on the frequency of future votes on executive compensation. Because brokers require their customers' direction to vote on such non-routine matters, it is critical that shareholders provide their brokers with voting instructions.

*Effect of Broker Non-Votes.* If you hold your shares in street name and do not provide voting instructions to your bank, broker or other custodian, your shares will not be voted on any proposal on which your broker does not have or does not exercise discretionary authority to vote (a "broker non-vote"), such as may be the case with a non-routine matter for which you do not provide voting instructions. A broker non-vote on any of the proposals presented at the annual meeting will have no effect on the outcome of the proposal.

### ELECTION OF DIRECTORS

The bylaws of the Company provide for a Board of Directors consisting of one or more members, and further provide that the shareholders at each annual meeting shall determine the number of directors. The Company's Board of Directors recommends that the number of directors be set at six and it is intended that the proxies accompanying this statement will be voted at the 2013 meeting to establish a Board of Directors consisting of six members. Only five directors are to be nominated by the Company at this time. If the shareholders approve a Board of six members there will be a vacancy in the Board, permitting the directors to appoint a sixth director before the 2014 annual shareholders meeting, as permitted by the Company's bylaws. All of the nominees are presently directors of the Company. Proxies solicited by the Board of Directors will, unless otherwise directed, be voted for the election of the following five nominees:

**MICHAEL J. DEGEN**  
**MYRON KUNIN**  
**KENNETH LARSON**  
**RICHARD W. PERKINS**  
**C. TRENT RILEY**

Following is information regarding the nominees:

| Name               | Age | Position                             |
|--------------------|-----|--------------------------------------|
| Michael J. Degen   | 69  | Chief Executive Officer and Director |
| Myron Kunin        | 84  | Chairman of the Board of Directors   |
| Kenneth Larson     | 72  | Director                             |
| Richard W. Perkins | 82  | Director                             |
| C. Trent Riley     | 73  | Director                             |

Mr. Kunin has served from 1983 to 2004 as chairman, and from 2004 to October 2008, as vice chairman, of the board of directors of Regis Corporation, the world's largest owner, operator and

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franchisor of hair care salons. He has been a director of the Company since 1990. Mr. Kunin's extensive business experience as the founder, long-time chief executive officer and director of Regis Corporation has given him a deep insight into the issues faced by publicly owned corporations. He holds more than 50% of the outstanding shares of the Company and therefore is in a unique position to represent the interests of the Company's shareholders.

Mr. Degen has served as president and chief executive officer of Nortech Systems Inc., since May 2002. In February 2013 he relinquished the title of president but remains CEO. Mr. Degen's experience includes 17 years with the Toro Company, a leader in the Lawn & Garden Industry, from 1983 to 2000. As managing director of Toro's Operations, Mr. Degen gained firsthand knowledge and experience in complex multi-plant operations, customer service and organization management. Mr. Degen has been a director of the Company since May 1998. Mr. Degen brings to our Board his experience and knowledge of our business derived from his current position as CEO.

Mr. Larson is currently the chairman of the board of Classic Space and was chairman of the board for Restaurant Technologies, Inc., an installer of automated cooking oil systems for the fast food restaurant industry, from 1999 until the company was sold in June 2011. Mr. Larson was president and chief operating officer of Polaris Industries, a leader in sales and service to the ATV and snowmobile industries, from 1988 to 1998. Mr. Larson has gained firsthand experience in corporate financial performance and all aspects of manufacturing within multidivisional operations. He has been a director of the Company since 2002 and is chairman of the Compensation Committee. He served on the board of Featherlite, Inc. a publicly held company until it was acquired in 2006. Mr. Larson brings to our Board his experience and knowledge from both his past executive positions and strong manufacturing background.

Mr. Perkins has served since 1985 as president, chief executive officer and a director of Perkins Capital Management, Inc., a registered investment advisor. He has been a director of the Company since 1993 and is currently the chairman of the Audit Committee. At certain times during the past five years he served as a director for China Nuvo Solar Energy, Inc., Vital Images, Inc., Lifecore Biomedical, Inc., and Synovis Life Technologies, Inc. In addition, Mr. Perkins serves as a director for several privately held companies. With his varied experiences as a director and investment manager working in the financial markets, Mr. Perkins has gained firsthand knowledge and experience in audit and internal controls over financial reporting and related matters dealing with shareholders and governance issues.

Mr. Riley was president of Riley Dettman & Kelsey LLC, management consultants, from 1996 until his retirement in 2009. Mr. Riley has gained insight in all compensation matters through his wide variety of consulting engagements with public, private and non-profit organizations. Mr. Riley has been a director of the Company since 2001 and is chairman of the Nominating and Corporate Governance Committee and his background adds valuable assistance to Compensation Committee issues. Mr. Riley brings to our Board his past leadership and project management experiences and his overall knowledge of our Company.

### DIRECTORS MEETINGS

There were six meetings of the Board of Directors during the last fiscal year. All directors attended all meetings of the Board and committees of the Board on which such director served.

The Board of Directors has established a Nominating and Corporate Governance Committee, a Compensation Committee, and an Audit Committee. The members of each committee are Messrs. Larson, Perkins and Riley. The Board of Directors has determined that Messrs. Larson, Perkins and Riley are independent directors under the rules established by the Securities and Exchange Commission and the Marketplace Rules of The NASDAQ Stock Market ("NASDAQ"). Further, the Board has determined that Mr. Perkins is an "audit committee financial expert" as defined by applicable regulations of the Securities and Exchange Commission. In the last fiscal year the Audit Committee met four times, and the Compensation Committee and the Nominating and Corporate Governance Committee each met twice. The charters of all committees are posted on the Company's website at [www.nortechsys.com](http://www.nortechsys.com). We encourage Board members to attend the annual meeting of shareholders. All members of the Board attended the 2012 annual meeting.

### BOARD LEADERSHIP STRUCTURE

The Board has determined that the positions of chairman of the board and chief executive officer should be held by different persons. The Board believes that this leadership structure has enhanced the Board's oversight of, and independence from, the Company's management and the Board's ability to carry out its roles and responsibilities on behalf of the shareholders.

### RISK OVERSIGHT

Management and the Company's general counsel and secretary discuss risks, both during board meetings and in direct discussions with Board members. These discussions identify Company risks which are prioritized and assigned to the appropriate Board committee or the full Board for oversight. Internal control and financial risks are overseen by the Audit Committee; compensation risks are overseen by the Compensation Committee; CEO succession planning is overseen by the Governance and Nominating Committee; and compliance risks are typically overseen by the full Board. Management regularly reports on each such risk to the relevant committee or the Board, and material risks identified by a relevant committee are then presented to the full Board. The Company's risk management program as a whole is reviewed annually at a meeting of the Board. Additional review or reporting on Company risks is conducted as needed or as requested by the Board or committee. Coordination of management's review of these risks is performed by the Company's general counsel and secretary, who reports to the CEO and who is a member of the Company's leadership.

### EXECUTIVE OFFICERS

The executive officers of the Company are as follows:

| Name                   | Age | Position   |
|------------------------|-----|--|
| Michael J. Degen       | 69  | Chief Executive Officer and Director   |
| Richard G. Wasielewski | 61  | President, Chief Operating Officer and Chief Financial Officer                     |
| Curtis J. Steichen     | 56  | Senior Vice President, Chief Marketing and Sales Officer                           |
| Shari J. Yantes        | 45  | Vice President, Human Resources  |
| Jill D. Hesselroth     | 56  | Vice President, Global Supply Chain Management and Electronic and Medical Products |

Mr. Degen has been chief executive officer of the Company since May 2002.

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Mr. Wasielewski has been senior vice president and chief financial officer of the Company from April 2004 when he joined the Company until February 14, 2013, when he was appointed to the additional positions of president and chief operating officer.

Mr. Steichen has been chief marketing and sales officer since January 2012. He has held senior marketing and operational positions with the Company since May 2005.

Ms. Yantes has been vice president, human resources since July 2010. She held the position of corporate director of human resources from December 2005 until June 2010.

Ms. Hesselroth was appointed vice president of global supply chain on June 6, 2011, and was given the additional responsibility over the Company's Electronic and Medical Products facilities on January 2, 2012. From August 2007 to June 2011 she held the position of vice president of global operations and logistics with Zimmer Spine, a division of Zimmer, Inc.

### COMPENSATION COMMITTEE

The Compensation Committee is composed of the independent outside directors whose names appear below. The Committee has a charter which is available on the Company's website ([www.nortechsys.com](http://www.nortechsys.com)). The Committee determines the compensation of executive officers of the Company. Compensation for executive officers includes three elements: base salaries, bonuses, and equity appreciation rights. Salaries are based on factors such as the individual's level of responsibility and the amount of salary paid to executives with similar responsibilities in comparable companies. Bonuses are awarded based on a combination of the executive's success in meeting certain pre-established individual goals and the Company's performance in meeting certain financial goals. Equity appreciation rights plans are designed to increase the incentive for an executive's interest in the Company's success as measured by the increase in the shareholders' equity and to align the interests of the executives with those of the Company's shareholders.

The chief executive officer's base compensation for 2012 was established under an employment agreement originally executed in 2005, which has been periodically renewed. Further, it was determined that the total compensation of the chief executive officer was comparable to compensation of chief executive officers of comparable companies. The base compensation of the other executive officers was set at the level necessary to attract and retain executives performing the functions being performed by such executives.

Kenneth Larson, Chair  
C. Trent Riley  
Richard W. Perkins  
*Members of the Compensation Committee*



**2012 SUMMARY COMPENSATION TABLE**

The table below shows the compensation of the Company's chief executive officer and each of the other two most highly compensated executive officers for services to the Company in 2012 and 2011.

| <b>Name and Principal Position</b><br><b>(a)</b>   | <b>Year</b><br><b>(b)</b> | <b>Salary</b><br><b>(c)</b><br><b>(\$)</b> | <b>Non-Equity<br/>Incentive<br/>Plan<br/>Compensation</b><br><b>(g)</b><br><b>(\$)(2)</b> | <b>All Other<br/>Compensation</b><br><b>(i)</b><br><b>(\$)(3)</b> | <b>Total</b><br><b>(j)</b><br><b>(\$)</b> |
|--|---------------------------|--|---|---|---|
| Michael J. Degen,<br>Chief Executive Officer(1)    | 2012                      | 352,000                                    | 26,558  | 78,455  | 457,013                                   |
|  | 2011                      | 341,271                                    | 31,189  | 76,226  | 448,686                                   |
| Richard G. Wasielewski,<br>Chief Financial Officer | 2012                      | 210,000                                    | 5,992   | 46,805  | 262,797                                   |
|  | 2011                      | 203,538                                    | 30,595  | 45,468  | 279,601                                   |
| Curtis J. Steichen,<br>Senior Vice President       | 2012                      | 187,500                                    | 5,992   | 41,791  | 235,283                                   |
|  | 2011                      | 181,615                                    | 30,595  | 40,565  | 252,775                                   |

(1)

The Company, in 2005, entered into an employment agreement with Mr. Degen, its chief executive officer, which has been periodically renewed, providing (a) for a base salary subject to increases related to the Company's general executive pay schedule during the term of the agreement, (b) that he will participate in any incentive plan for which the Company determines he is eligible, and (c) that if Mr. Degen becomes unable to perform his duties because of illness or other incapacity during the term of the agreement, his compensation and his medical, dental and life insurance shall be continued for a period of 24 months. The agreement also provides that if Mr. Degen initiates the termination of employment, he will not for a period of two years following his termination of employment, anywhere in the United States or Mexico, engage in any business or in any manner be connected with or employed by any organization, in direct competition with the Company's business.

(2)

In 2010 the Company established an Equity Appreciation Rights Plan for key employees selected by the Board of Directors. Under this Plan, the Company may award equity appreciation rights units to employees that give the holder the right to receive a cash payment equal to the appreciation in book value per share of Common Stock from the designated base date to their redemption date, the third anniversary of the base date.

**EQUITY APPRECIATION RIGHTS**

The following table sets forth as of December 31, 2012, the grants of equity appreciation rights, including the grant dates, base dates, redemption dates and number of units granted to each of the named executive officers ("NEOs").

| Name                   | Grant Date | Base Date | Redemption |        |
|------------------------|------------|-----------|------------|--------|
|                        |            |           | Date       | Units  |
| Michael J. Degen       | 11/3/10    | 12/31/09  | 12/31/12   | 50,000 |
|                        | 3/07/12    | 12/31/11  | 12/31/14   | 50,000 |
|                        | 3/07/12    | 12/31/12  | 12/31/15   | 50,000 |
|                        | 3/07/12    | 12/31/13  | 12/31/16   | 50,000 |
| Richard G. Wasielewski | 11/3/10    | 12/31/09  | 12/31/12   | 25,000 |
|                        | 3/07/12    | 12/31/12  | 12/31/15   | 25,000 |
|                        | 3/07/12    | 12/31/13  | 12/31/16   | 25,000 |
| Curtis J. Steichen     | 11/30/10   | 12/31/09  | 12/31/12   | 25,000 |
|                        | 3/07/12    | 12/31/12  | 12/31/15   | 25,000 |
|                        | 3/07/12    | 12/31/13  | 12/31/16   | 25,000 |

The value of the aggregate awards as of December 31, 2012, was as follows: Mr. Degen \$58,124, Messrs. Wasielewski and Steichen each \$21,398.

(3)

During 2002, the Company established an Executive Life Insurance Plan for its executive officers including all of the NEOs. Pursuant to this Plan, the Company will pay a bonus to each officer equal to 15% of the officer's base annual salary, as well as an additional bonus to cover federal and state income taxes incurred by the officer with respect to the 15% bonus. The officers are required to purchase life insurance and retain ownership of the life insurance policy once it is purchased. The Plan provides a five-year vesting schedule in which the officers vest in their bonus at a rate of 20% each year. Should an officer terminate employment prior to the fifth year of vesting, that officer must reimburse the Company for any unvested amounts.

## OUTSTANDING EQUITY AWARDS AT 2012 FISCAL YEAR-END

| Name<br>(a)            | Option Awards   |   | Option<br>Exercise<br>Price<br>\$<br>(d) | Option<br>Expiration<br>Date<br>(e) |
|------------------------|---|---|--|-------------------------------------|
|                        | Number of<br>Securities<br>Underlying<br>Unexercised<br>Options<br>Exercisable<br>(b) | Number of<br>Securities<br>Underlying<br>Unexercised<br>Options<br>Unexercisable<br>(c) |  |                                     |
| Michael J. Degen       | 20,000(1)   |   | 7.79                                     | 10/31/2016                          |
|                        | 15,000(2)   |   | 7.44                                     | 3/7/2016                            |
|                        | 50,000(3)   |   | 7.22                                     | 2/11/2013                           |
| Richard G. Wasielewski | 10,000(1)   |   | 7.79                                     | 10/31/2016                          |
|                        | 7,500(2)  |   | 7.44                                     | 3/7/2016                            |
|                        | 20,000(4)   |   | 7.46                                     | 5/3/2014                            |
| Curtis J. Steichen     | 10,000(1)   |   | 7.79                                     | 10/31/2016                          |
|                        | 7,500(2)  |   | 7.44                                     | 3/7/2016                            |
|                        | 20,000(5)   |   | 5.28                                     | 5/16/2015                           |

- (1) Stock options granted on 11/1/06 vested and became exercisable in one-third increments on 1/1/08, 1/1/09, and 1/1/10.
- (2) Stock options granted on 3/07/06 vested and became 100% exercisable on 12/31/08.
- (3) Stock options granted on 2/11/03 vested and became 100% exercisable on 11/15/05.
- (4) Stock options granted on 5/03/04 vested and became 100% exercisable on 11/15/05.
- (5) Stock options granted on 5/16/05 vested and became 100% exercisable on 11/15/05.

## POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE-IN-CONTROL

In the event of an involuntary termination of any of the NEOs after a change in control of the Company, each officer would receive for 36 months (or in a lump sum, at the officer's option) his base salary, annual bonus at time of termination, and continued participation in the Company's health, disability and life insurance plans, and additionally up to \$10,000 for professional outplacement services. Assuming that the triggering event took place on December 31, 2012, the amounts payable to the NEOs would be as follows:

|                         |              |
|-------------------------|--------------|
| Michael J. Degen        | \$ 1,381,038 |
| Richard G. Wasielewski. | \$ 798,392   |
| Curtis J. Steichen      | \$ 715,848   |

## ITEM 3

## APPROVAL OF ADVISORY VOTE ON COMPENSATION OF NAMED EXECUTIVE OFFICERS

We are providing shareholders with the opportunity to vote at the annual meeting on the following advisory resolution regarding the compensation of our NEOs as described in this Proxy Statement (commonly referred to as "Say-on-Pay"):

"RESOLVED, that the shareholders of Nortech Systems Incorporated approve, on an advisory basis, the compensation paid to the Company's NEOs as disclosed in the compensation tables and narrative discussion contained in the 'Executive Compensation' section in this Proxy Statement."



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Our executive compensation programs are based on our belief that attracting, retaining and motivating talented executives is critical to the maintenance of our competitive advantage in the electronic contract manufacturing industry and to the achievement of the business goals set by the Board. Accordingly, our executive compensation programs are designed to reward executives for achievement of our pre-determined financial and business goals, while also aligning our executives' interests with those of our shareholders. We believe that we best achieve these goals by providing our executives with a mix of compensation elements that incorporate cash and equity, as well as short-term and long-term components, and that are tied to our business goals.

For a description of our executive compensation program, philosophy and objectives, including the specific elements of executive compensation that comprised the program in fiscal 2012, please refer to the Summary Compensation Table and other executive compensation tables (and accompanying narrative disclosures) beginning on page 5.

This advisory vote will not affect any compensation already paid or awarded to our NEOs and will not be binding on the Board or the Compensation Committee. However, the Compensation Committee will review and carefully consider the outcome of the vote. If there are a significant number of negative votes, the Compensation Committee will seek to understand the concerns that influenced the vote and consider them in making future executive compensation decisions.

**Upon recommendation of the Compensation Committee of the Board, the Board unanimously recommends a vote FOR the approval of the compensation of our NEOs.**

### ITEM 4

#### SELECTION OF ADVISORY VOTE ON FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION

We are providing our shareholders with an opportunity to select, on an advisory basis, the frequency of future advisory votes on the compensation of our NEOs (commonly referred to as "Say-on-Pay Frequency"). Shareholders may vote to recommend that future advisory Say-on-Pay votes be held every year, every two years or every three years, or abstain from voting on this matter entirely. After careful consideration of the various supporting arguments, as well as the advantages and disadvantages of each frequency alternative, the Board currently believes that submitting future advisory votes on the compensation of our NEOs to our shareholders every year is appropriate. The Board's current position is based primarily on the following factors:

compensation decisions are made annually, and shareholders should have an opportunity to vote on such decisions on a real-time basis;

executive compensation is an important aspect of corporate governance on which shareholders should have a regular opportunity to share their views; and

an annual Say-on-Pay vote provides the highest level of accountability and direct communication with our shareholders on this important corporate governance topic.

The advisory vote on the frequency of future advisory votes on executive compensation will not be binding on the Board or the Nominating and Corporate Governance Committee. However, the Board will review and carefully consider the outcome of the vote when selecting the frequency for holding future advisory votes on the compensation of our NEOs.

**Upon recommendation of the Nominating and Corporate Governance Committee, the Board unanimously recommends a vote for "1 YEAR" as the frequency of future advisory votes on executive compensation.**

**2012 DIRECTOR COMPENSATION**

| <b>Name</b>        | <b>Fees Paid<br/>in<br/>Cash<br/>(\$)</b> | <b>Stock<br/>Awards<br/>(\$)(1)</b> | <b>Option<br/>Awards<br/>(\$)(1)</b> | <b>Total<br/>(\$)</b> |
|--------------------|---|-------------------------------------|--------------------------------------|-----------------------|
| Myron Kunin        | 26,000                                    |                                     |                                      | 26,000                |
| Kenneth Larson     | 28,500                                    |                                     |                                      | 28,500                |
| Richard W. Perkins | 29,000                                    |                                     |                                      | 29,000                |
| C. Trent Riley     | 27,000                                    |                                     |                                      | 27,000                |

The aggregate number of restricted stock awards and the aggregate number of option awards outstanding on December 31, 2012, for each of the above-named directors are as follows:

|             | <b>Stock</b> | <b>Options</b> |
|-------------|--------------|----------------|
| Mr. Kunin   |              | 21,000         |
| Mr. Larson  |              | 22,000         |
| Mr. Perkins |              | 30,000         |
| Mr. Riley   |              | 24,000         |

**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE**

The Company has established a Nominating and Corporate Governance Committee of the Board of Directors. All the members of this Committee are independent as defined in the NASDAQ Marketplace Rules.

*Shareholder Nominees*

The Committee has adopted a policy of considering director candidates recommended by shareholders. Any shareholder desiring to submit such a recommendation should transmit the candidate's name and qualifications in a letter addressed to:

Nominating and Corporate Governance Committee  
Nortech Systems Incorporated  
1120 Wayzata Boulevard East, Suite 201  
Wayzata, MN 55391

*Director Qualifications*

The Company's directors play a critical role in overseeing the management of the Company and its strategic direction. Qualifications for candidates are based on various criteria, such as broad business and professional skills and experiences as management or directors of other companies. Director candidates are expected to have the necessary time available to perform their duties and responsibilities to the Company.

The Nominating and Corporate Governance Committee and the Board of Directors have established minimum requirements for attracting qualified director candidates as follows: at least 10 years of relevant business experience, ability to read and understand financial statements, no conflict of interest with the Company, and meet Company's Code of Business Conduct and Ethics. The Nominating and Corporate Governance Committee and the Board of Directors retain the right to modify these minimum requirements from time to time.

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The Nominating and Corporate Governance Committee and the Board of Directors seek directors with diversity of skills and experiences. To determine whether the Board has the appropriate diversity or a new member could improve the diversity the following issues are considered:

Skills and experiences that are currently represented on the Board

Desired size of the Board

To determine whether the Board has the appropriate diversity or a new member could improve the diversity the following skills and experiences are considered:

Mergers and acquisitions experience

Financial and compliance expertise

Leadership of a company that has sustained growth

Contract manufacturing expertise

For new candidates, the Nominating and Corporate Governance Committee and the Board of Directors also consider whether the person will provide gender or racial diversity.

### *Identifying and Evaluating Nominees for Directors*

The Nominating and Corporate Governance Committee uses a variety of methods for identifying and evaluating qualified nominees for directors. The Committee periodically assesses the appropriate size and needs of the Board and whether any vacancies are anticipated. If vacancies are anticipated or if the Committee determines that the number of directors should be increased, the Committee considers possible director candidates and follows the director qualification guidelines. Candidates may come to the Committee's attention through present Board members, shareholders or other persons. All candidates will be evaluated by the Committee and the Committee's recommendations will then be transmitted to the entire Board. Assessment of candidates will include a variety of issues, including diversity, skills and experience in the fields of finance and banking, accounting, sales and marketing, technology, international manufacturing, and an understanding of contract manufacturing and the Company's industry.

### **SECURITY HOLDERS COMMUNICATIONS WITH THE BOARD**

Security holders may send communications to the Company's Board of Directors, or to any individual Board member, by means of a letter to such individual Board member or the entire Board addressed to:

Board of Directors (or named Board member)  
Nortech Systems Incorporated  
1120 Wayzata Boulevard East, Suite 201  
Wayzata, MN 55391

**REPORT OF AUDIT COMMITTEE**

The Board of Directors of the Company has adopted a charter for the Audit Committee. The charter charges the Committee with the responsibility for, among other things, reviewing the Company's audited financial statements and the financial reporting process. The Company's management is responsible for the Company's internal controls and the financial reporting process, including the system of internal controls. The Company's independent registered public accounting firm is responsible for expressing an opinion on the conformity of the Company's audited consolidated financial statements with generally accepted U.S. accounting principles. In carrying out their responsibility, the Committee has reviewed and discussed with management the Company's audited financial statements as of and for the year ended December 31, 2012. The Committee has also discussed the audited financial statements with McGladrey LLP, including the matters required to be discussed by Public Company Accounting Oversight Board AU Section 380, "Communications with Audit Committees," and received the written disclosures and the letter from McGladrey LLP required by Rule 3526 of the Public Company Accounting Oversight Board, "Communications With Audit Committees Concerning Independence", and has discussed with McGladrey LLP their independence. The Committee has also considered whether McGladrey LLP provided non-audit services which could impact their independence. No such services were provided by McGladrey LLP.

Based on these reviews and discussions, the Committee recommended to the Board of Directors that the Company's audited financial statements be included in the Company's Annual Report on Form 10-K for the Company's fiscal year ended December 31, 2012.

The members of the Audit Committee are "independent" under the rules of the Securities and Exchange Commission and the NASDAQ listing standards.

Richard W. Perkins, Chair  
Kenneth Larson  
C. Trent Riley  
*Members of the Audit Committee*

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**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth as of March 13, 2013, the ownership of Common Stock of the Company by each shareholder who is known by the Company to own beneficially more than 5% of the outstanding shares of the Company, by each director and by each executive officer identified in the Summary Compensation Table, and by all executive officers and directors as a group. The parties listed in the table have the voting and investment powers with respect to the shares indicated.

| <b>Name of Beneficial Owner</b>   | <b>Number of Shares Beneficially Owned(1)</b> | <b>Percent of Class</b> |
|---|---|-------------------------|
| Myron Kunin   | 1,414,335                                     | 51.6%                   |
| Michael J. Degen  | 45,501  | 1.7%                    |
| Richard W. Perkins  | 61,000  | 2.2%                    |
| Richard G. Wasielewski  | 44,000  | 1.6%                    |
| Curtis J. Steichen  | 40,000  | 1.5%                    |
| C. Trent Riley  | 31,000  | 1.1%                    |
| Kenneth Larson  | 28,000  | 1.0%                    |
| All executive officers and directors as a group (9 persons)                   | 1,713,714(2)                                  | 62.5%                   |
| Lafitte Capital Management LP(3)<br>701 Brazos, Suite 310<br>Austin, TX 78701 | 144,434                                       | 5.3%                    |

- (1) Includes the following shares not currently outstanding but deemed beneficially owned because of the right to acquire such shares pursuant to options exercisable within sixty (60) days: 21,000 shares by Mr. Kunin, 35,000 shares by Mr. Degen, 30,000 shares by Mr. Perkins, 37,500 shares by Mr. Wasielewski, 37,500 shares by Mr. Steichen, 24,000 shares by Mr. Riley, and 22,000 shares by Mr. Larson.
- (2) Includes 220,000 shares subject to options exercisable within sixty (60) days.
- (3) Based solely upon the most recent report filed with the Securities and Exchange Commission pursuant to Rule 13(f) of the Securities Exchange Act of 1934, as amended.

**2012 ANNUAL REPORT**

The Company's annual report on Form 10K for the year 2012 is available on the Company's website at [www.nortechsys.com](http://www.nortechsys.com). The Company will upon written request provide without charge a paper copy of this report, including the financial statements and financial statement schedules. Such written request shall be directed to Richard G. Wasielewski, Chief Financial Officer, at 1120 Wayzata Boulevard East, Suite 201, Wayzata, MN 55391.

**NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS**

**The Notice of Annual Meeting, Proxy Statement, and the Company's Annual Report on Form 10-K are available at [www.proxyvote.com](http://www.proxyvote.com)**

**INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM****Appointment of Principal Accountants**

The Audit Committee of the Board of Directors has engaged McGladrey LLP ("McGladrey"), as the independent registered public accounting firm of the Company for 2013. Members of the firm are expected to be present at the annual meeting of shareholders and available to respond to appropriate questions and will have the opportunity to make a statement if they desire to do so.

**Fees incurred by the Company for services of Principal Accountants**

The following table shows the fees billed to the Company for the audit and other services provided by McGladrey for fiscal years 2012 and 2011, including the estimated fees remaining to be billed by McGladrey for the 2012 audit.

|                    | 2012       | 2011       |
|--------------------|------------|------------|
| Audit Fees(1)      | \$ 162,500 | \$ 150,000 |
| Audit-Related Fees | 0          | 0          |
| Tax Fees           | 0          | 0          |
| All Other Fees     | 0          | 0          |

(1)

Audit fees include fees for the annual audit, quarterly reviews and related regulatory filings.

The Audit Committee has established a policy for pre-approving the services provided by the Company's independent registered public accounting firm in accordance with the auditor independence rules of the SEC. This policy requires the review and pre-approval by the Audit Committee of all audit and permissible non-audit services provided by the independent registered public accounting firm and an annual review of the financial plan for audit fees.

**QUORUM AND VOTE REQUIRED**

The presence in person or by proxy of the holders of a majority of the voting power of the shares of Common Stock issued, outstanding and entitled to vote at a meeting for the transaction of business is required to constitute a quorum. The election of each director will be decided by plurality votes. As a result, any shares not voted for a director (whether by withholding authority, broker non-vote or otherwise) have no impact on the election of directors except to the extent the failure to vote for an individual results in another individual receiving a larger number of votes. If your shares are held by a broker or nominee, you should contact such holder to determine if you may vote your shares electronically and, if so, the method and deadline for voting electronically. The deadline for voting electronically is 11:59 p.m. (ET) on May 8, 2013, for all holders registered or beneficial. If your shares are held directly and you decide to vote electronically, please follow the directions on your proxy card.

**SHAREHOLDER PROPOSALS**

Any proposal by a shareholder for the annual shareholders' meeting to be held in May 2014 must be received by the secretary of the Company at 1120 Wayzata Boulevard East, Suite 201, Wayzata, Minnesota 55391, not later than the close of business on January 9, 2014. Proposals received by that date will be included in the 2014 proxy statement if the proposals are proper for consideration at an annual meeting and are required for inclusion in the proxy statement by, and conform to, the rules of the Securities and Exchange Commission.

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The Company's bylaws provide that a shareholder may nominate a director for election at the annual meeting or may present from the floor a proposal that is not included in the proxy statement if proper written notice is received by the secretary of the Company at its principal offices in Wayzata, Minnesota, at least 120 days in advance of the date of the proxy statement for the prior year's annual meeting. For the 2014 annual meeting, director nominations and shareholder proposals must be received on or before January 9, 2014. Shareholder proposals that are received by the Company after that date may not be presented in any manner at the 2014 annual meeting.

### OTHER MATTERS

Management does not know of any other matters that may be presented for consideration at the annual meeting of shareholders. If any other matters are properly presented at the meeting, the persons named in the accompanying proxy will vote upon them in accordance with their best judgment.

By Order of the Board of Directors

BERT M. GROSS

*Secretary*

Minneapolis, Minnesota  
March 29, 2013

**NORTECH SYSTEMS INCORPORATED**

**PROXY FOR ANNUAL MEETING OF SHAREHOLDERS**

**May 8, 2013**

**NORTECH SYSTEMS INCORPORATED**

**Proxy**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS** and will be voted as directed herein. If no direction is given, this proxy will be voted FOR the proposal to fix the number of directors at six and FOR all the nominees listed in paragraph 2.

The undersigned hereby appoints Michael J. Degen and Richard G. Wasielewski and either of them, proxies for the undersigned, with full power of substitution, to represent the undersigned and to vote all of the shares of the Common Stock of Nortech Systems Incorporated (the Company) which the undersigned is entitled to vote at the annual meeting of shareholders of the Company to be held on May 8, 2013, and at any and all adjournments thereof.

*(Continued, and TO BE COMPLETED AND SIGNED on the reverse side)*

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Please detach here

1. To fix the number of directors of the Company at six.  For  Against  Abstain
2. Election of directors:
- 01 Michael J. Degen  FOR all nominees above, except vote withheld from individual nominees  WITHHOLD AUTHORITY to vote for all nominees listed above
- 02 Kenneth Larson
- 03 Myron Kunin
- 04 Richard W. Perkins
- 05 Trent Riley

**(Instructions: To withhold authority to vote for any indicated nominee, write the number(s) of the nominee(s) in the box provided to the right.)**

3. Approval of an advisory vote on the compensation of the Company's named executive officers (a Say-on-Pay Vote ).

For  Against  Abstain

4. An advisory vote on the frequency of future Say-on-Pay Votes

1 Year      2 Years      3 Years      Abstain

                                  

5. In their discretion, on such other matters as may properly come before the meeting.

For  Against  Abstain

Date \_\_\_\_\_, 2013

Signature(s) in Box

Where stock is registered jointly in the names of two or more persons ALL should sign. Signature(s) should correspond exactly with the name(s) as shown above. Please sign and date and return promptly in the enclosed envelope. No postage need be affixed if mailed in the United States.

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