

PROXY:

Know All Men By These [redacted] ents that the undersigned does hereby constitute and appoint Warren H. Chase, B. R. T. [redacted] Jr., and W. Russell Clark, and each of them, with full power in each of them to act in the absence of each other, and with full power of substitution in each of them, to be my lawful attorney, substitute and proxy for me and in my name to attend and vote at the Annual Meeting of the members of the American Institute of Electrical Engineers (AIEE) to be held on the 18th day of June, 1962, and at any adjourned meeting thereof, as fully and with the same effect as I might or could do if I were personally present at such meeting with respect to the numbered proposals on the reverse side of this card, hereby ratifying and confirming all that said attorneys, agents and proxies, and each of them or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof, and I do hereby revoke any and all proxies heretofore given by me for use at such meeting or at any adjournments thereof.

NOTE: IF NO SPECIAL INSTRUCTIONS ARE GIVEN WITH RESPECT TO ANY OF THE NUMBERED PROPOSALS ON THE REVERSE SIDE OF THIS CARD, THE VOTE REPRESENTED BY THIS PROXY WILL BE CAST IN FAVOR OF SAID PROPOSALS, AND THE PERSONS NAMED HEREIN WILL HAVE DISCRETIONARY AUTHORITY AS TO OTHER MATTERS TO CAST THE VOTE REPRESENTED BY THIS PROXY IN ACCORDANCE WITH THEIR JUDGMENT.

(CONTINUED AND TO BE SIGNED ON OTHER SIDE)

4.23.62

AMERICAN INSTITUTE OF ELECTRICAL ENGINEERS

345 EAST 47th STREET

NEW YORK 17, N. Y.



PROPOSALS

FOR AGAINST

1. The merger agreement made as of March 9, 1962, between the said AIEE and The Institute of Radio Engineers, Inc., the principles of consolidation and the Constitution of AIEE, the continuing corporation, as annexed to the said merger agreement.

2. The adoption of a Constitution in the form set out in Exhibit A annexed to the said merger agreement, to take effect only when, as and if the said merger agreement is approved by the Supreme Court of the State of New York and the said merger finally consummated.

3. A change of name of AIEE to Institute of Electrical and Electronic Engineers, Inc., as provided for in said merger agreement, and to authorize the officers of AIEE to cause the necessary papers to be executed and filed in the appropriate offices and to duly effectuate such change of name as soon as practicable after the final consummation of the merger.

MARK BOXES AS PREFERRED

4. Upon such other business as may properly come before the meeting or any adjournment or adjournments thereof.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this _____ day of _____ 1962.

DO NOT WRITE IN THIS AREA

L.S.