

UNIVERSAL POWER GROUP, INC.
488 S. Royal Lane
Coppell, Texas 75019
(469) 892-1122

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD AT 10:00 A.M., PACIFIC TIME, WEDNESDAY, OCTOBER 18, 2017

To the Shareholders:

You are cordially invited to attend the Annual Meeting of Shareholders (the “**Meeting**”) of Universal Power Group, Inc., a Texas corporation (the “**Company**”), which will be held at 10:00 a.m. Pacific Time on Wednesday, October 18, 2017 at the Hilton San Diego, 1775 Mission Bay Drive, San Diego, California, 92109, to consider and act upon the following matters:

1. election of Ian Edmonds, William Tan, Leslie Bernhard, Robert Gutkowski and Hyun (Joyce) Park to serve as directors of the Company until the next Annual Meeting of Shareholders and until their respective successors have been duly elected and qualified;
2. approve, on an advisory basis, the appointment of BKD, LLP as the Company’s independent auditors for fiscal year 2017; and
3. transact such other business as may properly come before the meeting or any adjournment thereof.

Shareholders of record of the Company’s Common Stock (“**Common Stock**”) at the close of business on September 28, 2017, the record date set by the Company’s board of directors for the Meeting, are entitled to notice of, and to vote at, the Meeting and at any adjournment or postponements thereof.

Unless contrary instructions are indicated on the proxy card, all shares of Common Stock represented by valid proxies received pursuant to this solicitation (and not revoked before they are voted) will be voted “FOR” all of the foregoing proposals.

THOSE WHO CANNOT ATTEND ARE URGED TO SIGN, DATE AND OTHERWISE COMPLETE THE ENCLOSED PROXY CARD AND RETURN IT PROMPTLY IN THE ENCLOSED ENVELOPE. ANY SHAREHOLDER GIVING A PROXY HAS THE RIGHT TO REVOKE IT ANY TIME BEFORE IT IS VOTED.

By Order of the Board of Directors,

/s/ MIMI EDMONDS _____
Mimi Edmonds,
Corporate Secretary

Coppell, Texas
October 4, 2017

PROXY CARD

SHAREHOLDERS ARE URGED TO SPECIFY THEIR CHOICES AND TO DATE, SIGN, AND RETURN THE ENCLOSED PROXY IN THE ENCLOSED ENVELOPE. PROMPT RESPONSE IS HELPFUL AND YOUR COOPERATION WILL BE APPRECIATED.

UNIVERSAL POWER GROUP, INC.
488 S. ROYAL LANE
COPPELL, TX 75019
(469) 892-1122 Telephone
(469) 892-1199 Facsimile

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS
FOR THE ANNUAL MEETING OF SHAREHOLDERS ON WEDNESDAY, OCTOBER 18, 2017

The undersigned hereby appoints William Tan and Ian Edmonds as Proxies, each with the power to appoint his substitute, and hereby authorizes them or either of them to represent and to vote as designated below, all the shares of common stock of Universal Power Group, Inc. (the "Company"), held of record by the undersigned at the close of business on September 28, 2017, at the Annual Meeting of Shareholders of the Company to be held at the Hilton San Diego, 1775 Mission Bay Drive, San Diego, California, 92109, at 10:00 a.m. Pacific Time, on Wednesday, October 18, 2017, or any adjournment thereof.

INSTRUCTIONS: PLEASE INDICATE YOUR SELECTION BY PLACING AN "X" IN THE APPROPRIATE BOXES BELOW.

1. ELECTION OF DIRECTORS — Nominees: Ian Edmonds, William Tan, Leslie Bernhard, Robert M. Gutkowski and Hyun (Joyce) Park

FOR election of all nominees:

WITHHOLD vote from all nominees

FOR all nominees,

EXCEPT for nominee(s) listed below from whom Vote is withheld

2. ADVISORY APPROVAL OF THE APPOINTMENT OF BKD, LLP AS OUR INDEPENDENT AUDITORS FOR FISCAL YEAR 2017.

FOR AGAINST ABSTAIN

In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the annual meeting or any adjournment thereof.

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED SHAREHOLDER. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF ALL THE NOMINEES LISTED IN PROPOSAL 1 AND FOR PROPOSAL 2.

Dated: _____, 2017

Signature of Shareholder

Signature if held jointly

Please sign exactly as name appears herein. When shares are held by joint tenants, both should sign. When signing as attorney, as executor, administrator, trustee, or guardian, please give full title as such. If a corporation, please sign in full corporate name by President or other authorized officer. If a partnership, please sign in partnership name by authorized person.

PLEASE READ, COMPLETE, SIGN, DATE, AND RETURN THE PROXY CARD PROMPTLY USING THE ENCLOSED ENVELOPE.