

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

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD AT 9:00 A.M., CENTRAL TIME, WEDNESDAY, NOVEMBER 16, 2016

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 9:00 a.m. Central Time on Wednesday, November 16, 2016 at the Embassy Suites DFW Airport North, 2401 Bass Pro Drive, Grapevine, Texas 76051, 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 2016; 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 October 17, 2016, 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.

The Company’s financial results for the year ended December 31, 2015 can be found on its web address at www.upgi.com/investors/.

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 24, 2016

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, NOVEMBER 16, 2016

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.

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 October 17, 2016, at the Annual Meeting of
Shareholders of the Company to be held at the Embassy Suites DFW Airport North, 2401 Bass Pro Drive, Grapevine, Texas 76051, at
9:00 a.m. Central Time, on Wednesday, November 16, 2016, 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 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
2016.

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: _____, 2016

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.