



VICON INDUSTRIES, INC.

135 Fell Court

Hauppauge, NY 11788

(631) 952-2288

**NOTICE OF 2017 ANNUAL MEETING OF SHAREHOLDERS  
TO BE HELD ON JULY 25, 2017**

**TO ALL VICON SHAREHOLDERS:**

We are pleased to invite you to attend the 2017 Annual Meeting of Shareholders of Vicon Industries, Inc., a New York corporation (the "Company"), which will be held at the Hyatt Regency Long Island, located at 1717 Motor Parkway, Hauppauge, New York 11788, on July 25, 2017 at 10:00 a.m., Eastern Daylight Time, for the following purposes:

*Proposal No. 1:* To approve the election of one (1) director for a term of three years.

*Proposal No. 2:* To approve, on an advisory (non-binding) basis, the compensation of the Company's named executive officers.

*Proposal No. 3:* To approve the ratification of the appointment of BDO USA, LLP as the Company's independent registered public accounting firm for the fiscal year ending September 30, 2017.

The Company will not transact any other business at the annual meeting except such business as may properly be brought before the annual meeting or any adjournment or postponement thereof.

The Company's board of directors has fixed June 6, 2017 as the record date for determining which shareholders have the right to receive notice of and to vote at the annual meeting or any adjournments or postponements thereof. Only holders of record of shares of common stock at the close of business on the record date have the right to receive notice of and to vote at the annual meeting. At the close of business on the record date, the Company had 9,348,388 shares of common stock outstanding and entitled to vote. The list of shareholders entitled to vote at the annual meeting will be available for examination by any shareholder at the Company's offices at 135 Fell Court, Hauppauge, New York, 11788, for at least 10 calendar days prior to the date of the annual meeting.

This booklet contains our Notice of Annual Meeting and Proxy Statement. You may access this booklet, as well as our 2016 Annual Report to Shareholders for the fiscal year ended September 30, 2016, at the following website: <http://www.edocumentview.com/VII>.

Your vote is important. Proxy voting permits shareholders unable to attend the annual meeting to vote their shares through a proxy. Most shareholders are unable to attend the annual meeting. By appointing a proxy, your shares will be represented and voted in accordance with your instructions. You can vote your shares by completing and returning your proxy card. Proxy cards that are signed and returned but do not include voting instructions will be voted by the proxies as recommended by the Board of Directors. Most shareholders can also vote shares by following the Internet or telephone voting instructions provided on the proxy card. You can change your voting instructions or revoke your proxy at any time prior to the annual meeting by following the instructions included in this proxy statement and on the proxy card.

**THE BOARD OF DIRECTORS HAS DETERMINED THAT EACH OF THE PROPOSALS OUTLINED ABOVE IS ADVISABLE TO AND IN THE BEST INTERESTS OF THE COMPANY AND ITS SHAREHOLDERS. ACCORDINGLY, THE BOARD OF DIRECTORS RECOMMENDS THAT SHAREHOLDERS VOTE "FOR" EACH SUCH PROPOSAL.**

The enclosed proxy statement contains important information about the matters to be considered and voted upon at the annual meeting. We urge you to read this proxy statement, including any documents incorporated by reference, carefully and in their entirety.

*This proxy statement is dated June 15, 2017  
and is being mailed with the form of proxy on or shortly after this date.*

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## INTERNET AVAILABILITY OF PROXY MATERIALS

In accordance with rules of the U.S. Securities and Exchange Commission, the Company is using the Internet as its primary means of furnishing proxy materials to shareholders. Therefore, most shareholders will not receive paper copies of these proxy materials. The Company will instead send these shareholders a Notice of Internet Availability of Proxy Materials with instructions for accessing the proxy materials, including its proxy statement and annual report, and voting via the Internet or by telephone. The Notice of Internet Availability of Proxy Materials also provides information on how shareholders may obtain paper copies of the Company's proxy materials if they so choose.

**Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be held on Tuesday, July 25, 2017 at 10:00 a.m. at the Hyatt Regency Long Island, 1717 Motor Parkway, Hauppauge, NY 11788. The Company's Proxy Statement and 2016 Annual Report to Shareholders will be available online at <http://www.edocumentview.com/VII>.**

By Order of the Board of Directors,

Thomas C. Hamilton  
Corporate Secretary

## QUESTIONS AND ANSWERS ABOUT THE MEETING

***Q: Why did I receive these proxy materials?***

A: Beginning on or shortly after June 15, 2017, this Proxy Statement is being provided to shareholders who were shareholders as of the June 6, 2017 record date, as part of the Board of Directors' solicitation of proxies for the Company's annual meeting and any postponements or adjournments thereof. This Proxy Statement and the Company's 2016 Annual Report to Shareholders (which have been made available to shareholders eligible to vote at the annual meeting) are being provided in accordance with regulations of the Securities and Exchange Commission (the "SEC") for proxy solicitations. It contains important information about the matters to be considered at the Company's annual meeting. You are urged to carefully read this proxy statement before voting on any of the matters discussed herein.

***Q: What is the Notice of Internet Availability of Proxy Materials that I received in the mail instead of a full set of proxy materials?***

A: The Company is pleased to be using the SEC rule that allows companies to furnish their proxy materials over the Internet, instead of mailing printed copies of those materials to all shareholders. Consequently, most shareholders will not receive paper copies of our proxy materials. These shareholders will instead receive a "Notice of Internet Availability of Proxy Materials" with instructions for accessing proxy materials, including the Company's proxy statement and 2016 Annual Report, and voting via the Internet or by telephone. The Notice of Internet Availability of Proxy Materials also contains instructions on how shareholders can obtain a paper copy of our proxy materials if they so choose. We believe this process will expedite shareholders' receipt of proxy materials, lower the costs of the annual meeting and conserve natural resources. If you previously elected to receive proxy materials electronically, these materials will continue to be sent via email unless you change your election. Shareholders who have elected to receive the proxy materials electronically will be receiving an email on or about June 15, 2017 with information on how to access shareholder information and instructions for voting.

***Q: What am I being asked to vote on?***

A: Shareholders are being asked to vote on the following proposals at the annual meeting:

- *Proposal No. 1 - Election of Directors:* To approve the election of one (1) director for a term of three years;
- *Proposal No. 2 - Approval of the Compensation of Named Executive Officers:* To approve, on an advisory (non-binding) basis, the compensation of the Company's named executive officers; and
- *Proposal No. 3 - Approval of the Appointment of Independent Registered Public Accountants:* To approve the appointment of BDO USA, LLP as the Company's independent registered public accountants for the fiscal year ending September 30, 2017.

The Company knows of no other matters to be brought before the annual meeting, but if other matters are properly brought before the meeting, or at any adjournment or postponement thereof, the persons named in the proxy intend to take such action as in their judgment is in the best interests of the Company and its shareholders.

***Q: What do I need to do now?***

A: You are encouraged to carefully read and consider the information in this proxy statement, including the documents incorporated herein by reference. If your shares are registered directly in your name with the Company's transfer agent, Computershare, you are considered a "shareholder of record" with respect to those shares. If this is the case, this proxy statement has been sent or provided directly to you by the Company.

If you are the shareholder of record of your shares of common stock, you may instruct the proxy holders how to vote your shares by:

- Logging onto the website <http://www.envisionreports.com/VII> and following the prompts using your control number located on your proxy card to vote over the Internet anytime up to 1:00 a.m., Central Daylight Time, on July 25, 2017 and following the instructions provided on that site;
- Dialing 1-800-652-VOTE (8683) and listening for further directions to vote by telephone anytime up to 1:00 a.m., Central Daylight Time, on July 25, 2017 and following the instructions provided in the recorded message; or
- Signing and returning your proxy card in the postage-paid envelope provided.

If your shares are held in a brokerage account or by a bank or other nominee, you are considered the "beneficial owner" of the shares held for you in "street name." If this is the case, the proxy materials have been forwarded to you by your broker, bank or other nominee, which is considered the shareholder of record with respect to these shares. As the beneficial owner, you have the right to direct your broker, bank or other nominee how to vote your shares. Your broker, bank or nominee should provide a voting

instruction card for you to use in directing the broker, bank or nominee regarding how to vote your shares. Please follow the instructions provided by the nominee or contact the nominee directly if you need to receive a voting instruction card or have any questions about voting your shares held in street name.

Shareholders may also attend the annual meeting and vote in person. If you hold shares in street name and wish to be able to vote in person at the annual meeting, you must obtain a "legal proxy" from your broker, bank or other nominee and present it to the inspector of elections with your ballot at the annual meeting. Even if you plan to attend the annual meeting in person, we recommend that you submit your proxy in advance of the meeting as described above so that your vote will be counted if you later decide not to attend the meeting. Submitting your proxy in advance of the annual meeting will not affect your right to vote in person should you decide to attend the meeting.

**Q: What vote of shareholders is required to approve each item?**

A: Assuming a quorum is present at the annual meeting, the vote requirements for the various proposals are as follows:

- *Proposal No. 1 - Election of Director:* Your proxy enables you to vote "FOR" the election of the nominee proposed by the Board of Directors or to "WITHHOLD" authority to vote for the nominee being proposed. Directors are elected by a plurality of the votes cast, without regard to either: (i) broker non-votes or (ii) proxies to the extent they withhold authority to vote for the nominee being proposed.
- *Proposal No. 2 - Approval of the Compensation of Named Executive Officers:* Your proxy enables you to vote "FOR" or "AGAINST" the approval, on an advisory basis, of the Company's executive compensation or "ABSTAIN" with regard to such approval. The approval, on an advisory basis, of executive compensation shall be determined by a majority of the votes cast affirmatively or negatively, without regard to either: (i) broker non-votes or (ii) proxies marked "ABSTAIN" as to the proposal. Because this vote is advisory, it will not be binding on the Board or the Company. However, the Board will review the voting results and take them into consideration when making future decisions regarding executive compensation.
- *Proposal No. 3 - Approval of the Appointment of Independent Registered Public Accountants:* Your proxy enables you to vote "FOR" or "AGAINST" the ratification of independent registered public accountants or "ABSTAIN" with regard to such ratification. The ratification of independent registered public accountants shall be determined by a majority of the votes cast affirmatively or negatively, without regard to either: (i) broker non-votes or (ii) proxies marked "ABSTAIN" as to the proposal.

**Q: What is the quorum requirement for the annual meeting?**

A: For the annual meeting to be held, one-third of the Company's outstanding shares of common stock as of June 6, 2017 must be present at the meeting. This is referred to as a quorum. On May 25, 2017, the Company's Board of Directors approved an amendment to Section 7 of Article II of the Company's bylaws, reducing the quorum requirement for a meeting of shareholders. Prior to the amendment, the presence of a majority of the Company's outstanding shares of common stock was required for a quorum.

Your shares are counted as present at the meeting if you either: (i) attend the meeting, (ii) properly submit your proxy in your name or through your record holder or (iii) your shares are registered in the name of a bank or brokerage firm and you do not provide voting instructions and such bank or broker casts a broker non-vote on the ratification of accountants. In the event that there are insufficient votes for a quorum or to approve any proposal at the time of the annual meeting, the annual meeting may be adjourned in order to permit the further solicitation of proxies. On June 6, 2017, there were 9,348,388 shares of common stock outstanding and entitled to vote.

**Q: How many votes do I have?**

A: You are entitled to one vote for each share of common stock you owned at the close of business on the record date, provided that those shares are either held directly in your name as the shareholder of record or were held for you as the beneficial owner through a nominee.

**Q: What should I do if I receive more than one set of voting materials?**

A: You may receive more than one notice or set of voting materials, including multiple copies of this proxy statement and multiple proxy cards or voting instruction cards. For example, if you hold your shares in more than one brokerage account, you may receive a separate voting instruction card for each brokerage account in which you hold shares. In addition, if you are a shareholder of record and your shares are registered in more than one name, you will receive more than one proxy card. If you receive more than one proxy card, please vote promptly with respect to each proxy card that you receive to ensure that all of your shares are voted at the annual meeting.

**Q: What happens if I do not return a proxy card or otherwise provide proxy instructions?**

A: If you are the holder of record of your shares, the failure to return your proxy card means that your shares will not be counted for purposes of determining whether a quorum is present at the annual meeting and will not be counted toward the vote for any of the proposals. Executed proxies without instructions will be voted "FOR" each of the proposals to be considered at the annual meeting.

**Q: Can I change or revoke my vote after I return a proxy card or voting instruction card?**

A: Yes, you may change your mind at any time before the vote is taken at the annual meeting. If you are the holder of record of your shares, you may revoke or change a previously delivered proxy at any time before the annual meeting by delivering another proxy with a later date, by voting again via the Internet or by telephone, or by delivering written notice of revocation of your proxy to the Company's Corporate Secretary at its principal executive offices before the beginning of the annual meeting. You may also revoke your proxy by attending the annual meeting and voting in person, although attendance at the annual meeting will not, in and of itself, revoke a valid proxy that was previously delivered.

If you are the beneficial owner of your shares, you must contact your broker, bank or other nominee to revoke any prior voting instructions. You also may revoke any prior voting instructions by voting in person at the annual meeting if you obtain a legal proxy as described above.

**PROPOSALS TO BE VOTED ON AT THE ANNUAL MEETING**

**PROPOSAL 1. ELECTION OF ONE DIRECTOR**

The Board of Directors is currently comprised of four directors: one director whose term expires in 2017; one director whose term expires in 2018; and two directors whose terms expire in 2019. Directors are generally elected by the shareholders to serve a term of three years (subject to the election and qualification of their successors, or their earlier death, resignation or removal). Pursuant to Section 705 of the New York Business Corporation Law, directors elected by the Board to fill a vacancy hold office until the next annual meeting of shareholders or until their successors have been elected and qualified, and directors elected by shareholders to fill a vacancy serve the remainder of the original three-year vacancy term.

The nominee proposed for election at the annual meeting for a term expiring in 2020 is Mr. Arthur D. Roche. No person nominated as a director is being proposed for election pursuant to any agreement or understanding between any person and the Company.

In the event that this nominee is unable or declines to serve for any reason, the Board may appoint a replacement to fill the vacancy. The Board has no reason to believe that the person named will be unable or unwilling to serve.

**Vote Required**

The nominee for director who receives the most votes (also known as a "plurality" of the votes cast) will be elected. You may vote either "FOR" the nominee or WITHHOLD your vote from the nominee. Votes that are withheld will not be included in the vote tally for the election of the directors. Brokerage firms do not have authority to vote customers' unvoted shares held by the firms in street name for the election of the directors. As a result, any shares not voted by a customer will be treated as a broker non-vote. Such broker non-votes will have no effect on the results of this vote.

**Unless authority to vote for the nominee is withheld, it is intended that the shares represented by the enclosed proxy will be voted FOR the director nominee named in this proxy statement.**

**THE BOARD OF DIRECTORS RECOMMENDS THAT SHAREHOLDERS VOTE "FOR" THE ELECTION OF THE DIRECTOR NOMINEE NAMED IN THIS PROXY STATEMENT**

## Information with Respect to Nominee and Continuing Directors

The following sets forth the names of the nominee and continuing directors, their ages, a brief description of their recent business experience, including present occupations and employment, certain directorships held by each and the year in which each became a director of the Company.

<u>Nominee and Principal Occupation</u>	<u>Director Since</u>	<u>Age</u>
Arthur D. Roche Retired Executive Vice President - Vicon Industries, Inc. Retired Partner - Arthur Andersen & Co.	1992	78
<u>Continuing Director whose Term of Office Expires in 2018</u>		
Julian A. Tiedemann Executive Vice President and Chief Operating Officer - The InterTech Group, Inc.	2011	53
<u>Continuing Directors whose Term of Office Expires in 2019</u>		
Steven E. Walin Retired Chief Executive Officer - GVI Security Solutions, Inc.	2016	61
Warren J. White Retired Senior Vice President of Global Business Engineering - CGI Group, Inc.	2016	65

## Nominee Biography

**Arthur D. Roche - Director.** Mr. Roche has been a director of the Company since 1992. He served as Executive Vice President and co-participant in the Office of the President of the Company from August 1993 until his retirement in November 1999. For the six months prior to that time, Mr. Roche provided consulting services to the Company. In October 1991, Mr. Roche retired as a partner of Arthur Andersen & Co., an international accounting firm which he joined in 1960. Mr. Roche brings extensive Company knowledge and financial experience having served as the Company's Executive Vice President and formerly serving as a partner with an international public accounting firm. Mr. Roche brings particular insight to the Board based on his former management responsibilities and provides strategic planning and financial oversight. His current term on the Board ends at the 2017 Annual Meeting of Shareholders.

## Continuing Director Biographies

**Julian A. Tiedemann - Chairman of the Board of Directors.** Mr. Tiedemann has been a director of the Company since May 2011 and was elected Chairman of the Board in December 2014. Since 2008, he has been Executive Vice President and Chief Operating Officer of The InterTech Group, a holding company and operator of a diverse global group of companies. From 1996 to 2008, Mr. Tiedemann was Vice President of Human Resources, Risk Management and Administration for The InterTech Group. In addition, he previously served on the Board of Directors of Hudson's Bay Company, a multi-billion dollar Canadian national retailer. Mr. Tiedemann brings extensive knowledge and experience in operating and administration matters having served as Chief Operating Officer of a diverse group of global companies and having previously served as a director of a multi-billion dollar retailer. His current term on the Board will end at the 2018 Annual Meeting of Shareholders.

**Steven E. Walin - Director.** Mr. Walin has been a director of the Company since 2016. He served as the Chief Executive Officer of GVI Security Solutions, Inc., a developer and distributor of video surveillance solutions, where he retired from in 2011 to manage personal investments in both the security and consumer finance industries. He also served as the company's Chairman of the Board prior to its acquisition in 2009. Mr. Walin served as the President of General Electric's Security Enterprise Solutions Group from 2003 to 2006 and previously served as the Senior Vice President of North American Security for the Security Systems Division of Siemens Building Technologies since 2001. Prior to that, Mr. Walin served in various senior level capacities for companies serving the broad security market. Mr. Walin brings extensive knowledge of video and broader security markets having spent his entire career in the industry. He also brings general senior level operational experience to the Board. His current term on the Board will end at the 2019 Annual Meeting of Shareholders.

**Warren J. White - Director.** Mr. White has been a director of the Company since 2016. He served as the Senior Vice President of Global Business Engineering for CGI Group Inc., a publicly listed international IT services provider, where he retired in 2012. He previously served as the Vice President of Information Technology and Global Procurement at Alcan Aluminum until 2003. Mr. White presently works as an independent consultant in Information Technology and teaches related subjects at the John Molson School of Business. He also serves on the Board of Directors for a number publicly listed companies, including Supremex Inc., Circa Enterprises Inc. and Titan Logix Corp. Mr. White brings extensive experience in information technology, international operations, strategic planning, public company oversight and finance, having started his career as a licensed accountant. His current term on the Board will end at the 2019 Annual Meeting of Shareholders.

## **THE ROLE OF THE BOARD OF DIRECTORS**

### **General**

The Board of Directors has the responsibility for establishing broad corporate policies and for the overall performance of the Company. Outside members of the Board are kept informed of the Company's business through various reports and documents sent to them, as well as through operating and financial reports made at Board and committee meetings by Mr. Badke and other officers.

### **Board Leadership Structure**

The Board of Directors believes that it should have the flexibility to establish a leadership structure that works best for the Company at a particular time, and reviews that structure from time to time. Mr. Julian A. Tiedemann currently serves as the Company's independent Chairman of the Board, having been appointed to such position by the Board of Directors in December 2014. Any decision to change the structure in the future will be based on what the Board believes is the most effective and efficient structure for the Company, taking into account the experience and expertise of the CEO, the skills, experience and expertise of the directors and the Company's circumstances and needs at that time.

### **Board Oversight of Risk**

The Board of Directors recognizes that although risk management is primarily the responsibility of the Company's management team, the Board plays a critical role in the oversight of risk. The Board believes that an important part of its responsibilities is to assess the major risks which the Company faces and review the Company's options for monitoring and controlling these risks. The Board has delegated responsibility for the Company's overall risk assessment and risk management policies to the Audit Committee. The Audit Committee also has specific responsibility for oversight of risks associated with financial accounting and audits, internal control over financial reporting and the Company's major financial risk exposures. The Compensation Committee oversees the risks relating to the Company's compensation policies and practices, as well as management development and leadership succession in the Company. The Board of Directors as a whole examines specific business risks in its periodic reviews of the individual business units and also on a company-wide basis as part of its regular reviews.

Outside of formal meetings, the Board and its committees have regular access to senior executives, including the Company's Chief Executive and Financial Officer. The Board believes that this structure allows it to maintain effective oversight over the Company's risks and ensures that management personnel are following prudent and appropriate risk management practices.

### **Board Composition**

The Company's Board of Directors is comprised of individuals with diverse experience at policy-making levels in a variety of industries and businesses in areas that are relevant to the Company's activities. Each director was nominated on the basis of the unique experience, qualifications, attributes and skills that he brings to the board, as well as how those factors blend with those of the others on the Board as a whole.

## **MEETINGS OF THE BOARD AND COMMITTEES OF THE BOARD**

The Board of Directors has a number of committees including the Compensation Committee, the Audit Committee and the Nominating and Corporate Governance Committee. Each member of each of the Committees is an "independent director" as defined by the NYSE MKT Listing Standards.

The Compensation Committee consists of Messrs. Walin (Chairman), Roche, Tiedemann and White, all of whom are "independent directors" as defined by the NYSE MKT Listing Standards. The function of the Compensation Committee is to establish and approve the appropriate compensation for Mr. Badke, recommend to the Board of Directors the award of stock

options, and to review and approve the recommendations of Mr. Badke with respect to the compensation of all other officers. A copy of the Compensation Committee Charter is available on the Company's website at <http://www.vicon-security.com>. The Committee met two times during the last fiscal year.

The Audit Committee consists of Messrs. Roche (Chairman), Tiedemann, Walin and White, each of whom is an "independent director" as defined by NYSE MKT Listing Standards. The primary function of the Audit Committee is to assist the Board of Directors in fulfilling its responsibility to oversee management's conduct of the Company's financial reporting process, including review of the financial reports and other financial information of the Company, the Company's system of internal accounting controls, the Company's compliance with legal and regulatory requirements and the qualifications, independence and performance of the Company's independent registered public accountants. The Audit Committee has sole authority to appoint, retain, compensate, evaluate and terminate the independent registered public accountants. The Board has determined that Mr. Roche is an "audit committee financial expert" under the rules of the SEC. The Audit Committee will periodically review the Audit Committee Charter in light of new developments in applicable regulations and may make additional recommendations to the Board of Directors for further revision of the Audit Committee Charter to reflect evolving best practices. A copy of the Audit Committee Charter is available on the Company's website at <http://www.vicon-security.com>. The Audit Committee met four times during the last fiscal year.

The Nominating and Corporate Governance Committee (the "Committee") consists of Messrs. White (Chairman), Roche, Tiedemann and Walin. The primary function of the Committee is to recommend individuals qualified to serve as directors and on committees of the Board; to advise the Board with respect to Board composition, procedures and committees; to evaluate the overall Board and Committee effectiveness and to evaluate and monitor the Company's corporate governance policies and programs. All director candidates, including those recommended by shareholders, are evaluated on the same basis. In its evaluation of director candidates, the Committee considers a variety of characteristics, including, but not limited to, core competencies, experience, independence, level of commitment, Board and company needs and considerations, and personal characteristics. The Committee may engage a third party to assist it in identifying potential director nominees. The Committee has generally identified nominees based upon recommendations from existing directors and will consider candidates recommended by shareholders if submitted to the Committee in writing and complying with shareholder proposal requirements outlined elsewhere in this proxy statement. The Committee does not have a specific policy with regard to the consideration of diversity in identifying director nominees. The Committee also makes recommendations to the Board on changes to the Company's corporate governance principles based upon emerging governance trends. The Board of Directors has determined that each member of the Committee meets the definition of an "independent director" as defined by NYSE MKT Listing Standards. A copy of the Nominating and Corporate Governance Committee Charter is available on the Company's website at <http://www.vicon-security.com>. The Committee met two times during the last fiscal year.

The Board of Directors held twelve meetings in the Company's 2016 fiscal year, including all regularly scheduled and annual meetings. No Board member attended fewer than 75% of the aggregate of (1) the total number of meetings of the Board (held during the period for which they were directors) and (2) the total number of meetings held by all committees on which they served (during the periods that they served). The prior year annual meeting was attended by all of the directors.

### **Term Limits**

Directors may not stand for re-election after 70, except that any director may serve additional three-year terms after age 70 with the unanimous consent of the Board of Directors.

### **Certain Relationships and Related Transactions**

To date, the Company has not adopted a formal written policy with respect to related party transactions. However, an informal unwritten policy has been in place whereby all such related-party transactions are reported to, and approved by, the full Board of Directors (other than any interested director).

### **Director Independence**

All directors are independent directors in accordance with the NYSE MKT Listing Standards.

### **Code of Ethics and Business Conduct**

The Company has adopted a Code of Ethics and Business Conduct that applies to all its employees, including its chief executive, financial and accounting officer, controller, and any persons performing similar functions. Such Code of Ethics and Business Conduct is published on the Company's internet website at <http://www.vicon-security.com>.



## **Ability of Shareholders to Communicate with the Board of Directors**

Shareholders may contact the Board of Directors by sending a written communication addressed to the Board of Directors in care of the Corporate Secretary of Vicon Industries, Inc., 135 Fell Court, Hauppauge, NY 11788. The Company's Corporate Secretary will relay all such communications to the Board of Directors, or individual members, as appropriate.

## **Report of the Audit Committee**

The Audit Committee reviews the Company's financial reporting process on behalf of the Board of Directors. Management has the primary responsibility for the financial statements and the reporting process, including the systems of internal control.

In fulfilling its oversight responsibilities, the Committee reviewed and discussed with management the audited consolidated financial statements as of and for the fiscal year ended September 30, 2016. Additionally, the Committee has reviewed and discussed with management and the independent registered public accountants the Company's unaudited interim financial statements as of and for the end of each fiscal quarter. Such discussions occur prior to issuance of news releases reporting quarterly results.

The Committee has discussed with the independent registered public accountants the matters required to be discussed under generally accepted auditing standards, including Auditing Standard No. 16, "Communication with Audit Committees" of the Public Company Accounting Oversight Board.

The Committee has received the written disclosures and the letter from the independent registered public accountants required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountants' communications with the audit committee concerning independence, and has discussed with the independent accountants the independent accountants' independence.

Based on the reviews and discussions referred to above, the Committee recommended to the Board of Directors that the audited fiscal year-end financial statements referred to above be included in the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2016.

Submitted by the Audit Committee,

Arthur D. Roche, Chairman  
Steven E. Walin

Julian A. Tiedemann  
Warren J. White

## OFFICERS OF THE COMPANY

The Company has four officers. They are:

<u>Name and Age</u>	<u>Title</u>
John M. Badke, age 58	Chief Executive Officer and Chief Financial Officer
Bret M. McGowan, age 51	Senior Vice President, Sales and Marketing (Americas)
Peter A. Horn, age 62	Vice President, Operations
Mark S. Provinsal, age 50	Managing Director, Vicon Industries, Ltd.

Mr. Badke was appointed Chief Executive Officer of the Company in August 2016. He also serves as the Company's Chief Financial Officer, a position he has held since 1999. Mr. Badke originally joined the Company in 1992 as its Controller. Prior to joining the Company, Mr. Badke was Controller for NEK Cable, Inc. and an audit manager with the international accounting firms of Arthur Andersen & Co. and Peat Marwick Main & Co.

Mr. McGowan has been Senior Vice President, Sales and Marketing (Americas) since June 2012. Previously, he served in varying Sales and Marketing vice president capacities since 2001. Prior to that, he served as Director of Marketing since 1998 and as Marketing Manager since 1994. He joined the Company in 1993 as a Marketing Specialist.

Mr. Horn has been Vice President, Operations since June 1999. From 1995 to 1999, he was Vice President, Compliance and Quality Assurance. Prior to that time, he served as Vice President in various capacities since his promotion in May 1990.

Mr. Provinsal joined the Company in January 2010 as its Vice President, Marketing and Product Management and in January 2012, transferred to the Company's U.K. based subsidiary, Vicon Industries, Ltd., to serve as its Director of Sales and Marketing until becoming its Managing Director in June 2014. Prior to joining the Company, Mr. Provinsal served as Executive Vice President of Dedicated Micros Inc. (U.S.) since 2008 and prior to that as its Vice President Marketing and Product Strategy since joining the company in 2006. From 2000 to 2006, he served as the Director of Marketing and Product Development of IPIX Corporation.

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information, as of June 6, 2017, based on information furnished by the persons named below, obtained by the Company from its transfer agent or obtained from filings made by the persons named below with the SEC, with respect to the beneficial ownership of shares of common stock by (i) each person known by the Company to be the beneficial owner of more than 5% of its outstanding shares of common stock, (ii) each director and named executive officer of the Company and (iii) all directors and executive officers of the Company as a group.

<b><u>Name and Address Of Beneficial Owner</u></b>	<b><u>Number of Shares Beneficially Owned (1)</u></b>	<b><u>% of Class</u></b>
Anita G. Zucker, as Trustee of the Article 6 Marital Trust, a transferee of the Jerry Zucker Revocable Trust c/o The InterTech Group, Inc. 4838 Jenkins Avenue North Charleston, SC 29405	1,885,000 (2)	17.4%
Gordian, Inc. and Gregory A. Bone 424 Peachtree Lane Paso Robles, CA 93446	1,382,111 (3)	14.8%
Shenzhen Infinova Limited Guan Lan High Tech Park, Huan Guan Road South, Bao An District, Shenzhen, Guangdong Province, 518110, P.R. China	543,715	5.8%
Arthur D. Roche	93,421 (4)	1.0%
John M. Badke	87,146 (5)	*
Bret M. McGowan	43,535 (6)	*
Julian A. Tiedemann	22,750 (7)	*
Steven E. Walin	—	*
Warren J. White	—	*
Total all Executive Officers and Directors as a Group (8 persons)	371,447 (8)	3.9%

\* Less than 1%

- (1) All information was determined in accordance with Rule 13d-3 under the Securities Exchange Act of 1934 and based on 9,348,388 shares of common stock outstanding on June 6, 2017. Unless otherwise indicated, the Company believes that all persons named in the table have sole voting and investment power over the shares of stock owned.
- (2) Includes 1,500,000 shares issuable upon exercise of warrants owned directly by NIL Funding Corporation, a subsidiary of the Article 6 Marital Trust, and indirectly by Anita G. Zucker, as trustee and beneficiary of the Trust; and 385,000 shares owned directly by the Article 6 Marital Trust, a transferee of the Jerry Zucker Revocable Trust, and indirectly by Anita Zucker, as trustee and beneficiary of the Trust.
- (3) Includes 1,306,350 shares held by Gordian, Inc. and 75,761 shares held by Gregory A. Bone. Mr. Bone is the President, a director and the principal shareholder of Gordian, Inc. and therefore may be deemed to beneficially own the securities held by Gordian, Inc.
- (4) Includes 15,000 shares held by Mr. Roche's wife and currently exercisable options to purchase 28,250 shares.
- (5) Includes currently exercisable options to purchase 42,300 shares.
- (6) Includes currently exercisable options to purchase 25,300 shares.
- (7) Includes currently exercisable options to purchase 18,750 shares.
- (8) Includes currently exercisable options to purchase 176,000 shares.

## EXECUTIVE COMPENSATION

### COMPENSATION DISCUSSION AND ANALYSIS

#### Compensation Philosophy and Objectives of Our Compensation Program

The Company's compensation programs are intended to enable it to attract, motivate, reward and retain the management talent required to achieve corporate objectives, and thereby increase shareholder value. It is the Company's policy to provide incentives to senior management to achieve both short-term and long-term objectives and to reward exceptional performance and contributions to the development of the business. To attain these objectives, the executive compensation program includes four key components:

**Base Salary.** Base salary for the Company's executives is intended to provide competitive remuneration for services provided to the Company over a one-year period. Base salaries are set at levels designed to attract and retain the most appropriately qualified individuals for each of the key management level positions within the Company.

**Cash Incentive Bonuses.** The Company's bonus programs are intended to reward executive officers for the achievement of various annual performance goals approved by the Company's Board of Directors.

For fiscal 2015, a performance based bonus plan was established for certain of the Company's executive officers including, among others: Eric S. Fullerton, former Chief Executive Officer; John M. Badke, Senior Vice President, Finance and Chief Financial Officer; and Bret M. McGowan, Senior Vice President, Sales and Marketing (Americas), whereby Messrs. Fullerton, Badke and Mr. McGowan could earn amounts up to \$75,000, \$50,000 and \$65,000, respectively, for the achievement of certain operating results as defined for the fiscal year ended September 30, 2015. These financial results targets were based principally on the achievement of specific integration restructuring plan activities pursuant to the IQinVision merger. Such bonuses were fully earned by the named executive officers. For fiscal 2016, there were no bonus plans established and no bonuses were paid to the Company's executive officers.

**Equity-based Compensation.** Equity-based compensation is designed to provide incentives to the Company's executive officers to build shareholder value over the long term by aligning their interests with the interest of shareholders. The Compensation Committee of the Board of Directors believes that equity-based compensation provides an incentive that focuses the executive's attention on managing the company from the perspective of an owner with an equity stake in the business. Among our executive officers, the number of shares of stock awarded or common stock subject to options granted to each individual generally depends upon the level of that officer's responsibility. The largest grants are generally awarded to the most senior officers who, in the view of the Compensation Committee, have the greatest potential impact on the Company's profitability and growth. Previous grants of stock options or stock grants are reviewed in determining the size of any executive's award in a particular year.

In March 2007, the Board of Directors adopted the Company's 2007 Stock Incentive Plan, which was approved by the Company's shareholders at its 2007 Annual Meeting of Shareholders held on May 18, 2007. Under such plan, a total of 500,000 shares of common stock were reserved for issuance and include the grant of stock options, restricted stock and other stock awards as determined by the Compensation Committee. The purpose of the Stock Incentive Plan is to attract and retain executive management by providing them with appropriate equity-based incentives and rewards for superior performance and to provide incentive to a broader range of employees. In fiscal 2015, the Compensation Committee awarded a total of 28,000 stock options to named executive officers, consisting of 14,000 to Mr. Badke and 14,000 to Mr. McGowan. No option awards were made to named executive officers in fiscal 2016.

**Retirement, Health and Welfare Benefits and Other Perquisites.** The Company's executive officers are entitled to a specified retirement/severance benefit pursuant to employment agreements as detailed below.

In addition, the executive officers are entitled to participate in all of the Company's employee benefit plans, including medical, dental, group life, disability, accidental death and dismemberment insurance and the Company's sponsored 401(k). The Company also has provided its named executive officers with either a leased car or automobile allowance.

## Employment Agreements

The Company has entered into employment agreements with certain of its named executive officers that provide certain benefits upon termination of employment or change in control of the Company without Board of Director approval. All such agreements provide the named executive officer with a payment of three times their average annual compensation for the previous five year period if there is a change in control of the Company without Board of Director approval, as defined. Such payment can be taken in a present value lump sum or equal installments over a three year period. The agreements also provide the named executive officers with certain severance/retirement benefits upon certain occurrences including termination of employment without cause as defined, termination of employment due to the Company's breach of specified employment conditions (good reason termination), death, disability or retirement at a specified age. Such severance/retirement benefit provisions survive the expiration of the agreements and include a fixed stated benefit of \$350,000 for Mr. Badke and \$290,000 for Mr. McGowan. In addition, Mr. Badke receives an additional deferred compensation benefit upon termination of employment in certain circumstances in the form of 6,561 shares of the Company's common stock. In August 2016, the Board of Directors approved a change in Mr. Badke's title to Chief Executive Officer from Interim Chief Executive Officer, and an increase in Mr. Badke's annual base salary to \$225,000 per annum for serving as the Company Chief Executive Officer.

### 2016 Summary Compensation Table

The following table sets forth all compensation for the fiscal year ended September 30, 2016 awarded to or earned by the Company's Chief Executive Officer and by each of its other named executive officers whose total compensation exceeded \$100,000 during such period.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)(2)	Option Awards (\$)(3)	All Other Compensation (\$)(4)	Total (\$)
<b>John M. Badke</b> Chief Executive Officer and Chief Financial Officer	2016	193,096	—	—	7,843	200,939
	2015	190,000	50,000	13,090	8,045	261,135
<b>Eric S. Fullerton</b> Former Chief Executive Officer	2016	253,846 (1)	—	—	5,000	258,846
	2015	300,000	75,000	—	6,000	381,000
<b>Bret M. McGowan</b> Senior Vice President, Sales and Marketing (Americas)	2016	190,000	—	—	6,000	196,000
	2015	190,000	65,000	13,090	6,000	274,090

(1) Mr. Fullerton's employment with the Company terminated on August 5, 2016.

(2) Represents earned cash bonus approved by the Board of Directors upon the recommendation of its Compensation Committee.

(3) Represents the aggregate grant date fair value of option awards computed in accordance with ASC 718. See Note 1 to the accompanying financial statements for assumptions made in the valuation of these awards.

(4) Represents automobile expense paid by the Company.

## Outstanding Equity Awards at Fiscal 2016 Year-End

The following table sets forth information with respect to the outstanding equity awards of the named executive officers as of September 30, 2016.

<u>Name</u>	<u>Number of securities underlying unexercised options (#) exercisable</u>	<u>Number of securities underlying unexercised options (#) unexercisable</u>	<u>Option exercise price (\$)</u>	<u>Option expiration date</u>
<b>John M. Badke</b> Chief Executive Officer and Chief Financial Officer	10,000 (1)	— (1)	\$4.79	5/22/2018
	8,000 (1)	— (1)	\$5.00	11/5/2018
	7,000 (1)	— (1)	\$4.06	10/15/2020
	5,200 (1)	1,300 (1)	\$3.31	10/25/2021
	6,000 (1)	4,000 (1)	\$2.62	12/4/2022
	2,800 (2)	11,200 (2)	\$1.48	6/9/2025
<b>Bret M. McGowan</b> Senior Vice President, Sales and Marketing (Americas)	5,000 (1)	— (1)	\$4.79	5/22/2018
	7,000 (1)	— (1)	\$4.06	10/15/2020
	5,200 (1)	1,300 (1)	\$3.31	10/25/2021
	3,000 (1)	2,000 (1)	\$2.62	12/4/2022
	2,800 (2)	11,200 (2)	\$1.48	6/9/2025

- (1) Options vest over a five year period in five equal annual installments beginning on the first anniversary of the grant date. Options expire after the tenth anniversary of the grant date.
- (2) Options vest over a four year period in four equal annual installments beginning on the first anniversary of the grant date. Options expire after the tenth anniversary of the grant date.

## Fiscal 2016 Directors' Compensation

The table below summarizes the compensation paid by the Company to non-employee directors for the fiscal year ended September 30, 2016.

<u>Name</u>	<u>Fees Earned or Paid in Cash (\$)</u>	<u>Option Awards (\$)(1)</u>	<u>Total (\$)</u>
<b>Joseph A. Budano</b>	37,750 (2)	—	37,750
<b>Gioia Messinger</b>	36,750 (2)	—	36,750
<b>Arthur D. Roche</b>	49,000	—	49,000
<b>Julian A. Tiedemann</b>	58,000	—	58,000
<b>Steven E. Walin</b>	11,250 (3)	4,815	16,065
<b>Warren J. White</b>	11,250 (3)	4,815	16,065

- (1) Reflects the aggregate grant date fair value computed in accordance with ASC 718. As of September 30, 2016, the aggregate number of outstanding option awards for each director were as follows: Mr. Budano - 3,750; Ms. Messinger - 3,750; Mr. Roche - 32,000; Mr. Tiedemann - 22,500; Mr. Walin - 7,500; and Mr. White - 7,500.
- (2) Term on the Board ended on June 21, 2016.
- (3) Term on the Board started on June 22, 2016.

## Director Compensation

Non-employee directors are compensated at the rate of \$35,000 per year retainer and \$1,000 per committee meeting attended in person or by teleconference, with the non-executive Chairman of the Board receiving an additional annual retainer of \$15,000. Also, the Chairman of the Audit Committee receives an additional annual retainer of \$8,000 and the Chairperson of each of the Compensation and Nominating and Governance Committees receives an additional annual retainer of \$6,000. Employee directors are not compensated for Board or committee meetings.

### **PROPOSAL 2. APPROVAL, ON AN ADVISORY BASIS, OF EXECUTIVE COMPENSATION**

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 enables the Company's shareholders to vote to approve, on an advisory (nonbinding) basis, the compensation of its named executive officers as disclosed in this proxy statement in accordance with applicable SEC rules.

The Company's compensation programs are designed to enable it to attract, motivate, reward and retain the management talent required to achieve corporate objectives, and thereby increase shareholder value. It is the Company's policy to provide incentives to senior management to achieve both short-term and long-term objectives and to reward exceptional performance and contributions to the development of the businesses. Please see the "Executive Compensation - Compensation Discussion and Analysis" section and the related compensation tables above for additional details about the Company's executive compensation programs, including information about the fiscal year 2016 compensation of named executive officers.

The Company is asking its shareholders to indicate their support for its named executive officer compensation as described in this proxy statement. This proposal, commonly known as a "say-on-pay" proposal, gives shareholders the opportunity to express their views on the Company's named executive officers' compensation. The Company currently conducts an advisory vote on the compensation of its named executives annually and the next such shareholder advisory vote after its 2017 Annual Meeting of Shareholders will take place at its 2018 Annual Meeting of Shareholders. This vote is not intended to address any specific item of compensation, but rather the overall compensation of the Company's named executive officers and the philosophy, policies and practices described in this proxy statement. Accordingly, the Company requests that its shareholders vote "FOR" the following resolution at the annual meeting:

**"RESOLVED**, that the Company's shareholders approve, on an advisory (nonbinding) basis, the compensation of the named executive officers, as disclosed in the Company's Proxy Statement for the 2017 Annual Meeting of Shareholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission."

The say-on-pay vote is advisory, and therefore not binding on the Company, the Compensation Committee or the Board of Directors. The Board of Directors and Compensation Committee value the opinions of its shareholders and they will consider the results of the vote in future compensation deliberations.

### **Vote Required**

Proposal No. 2 to approve, on a non-binding, advisory basis, the compensation of the Company's named executive officers requires approval by a majority of the total votes cast, in person or by proxy, at the annual meeting at which a quorum is present. You may vote either "FOR" or "AGAINST" the proposal or "ABSTAIN" as to the proposal. Because this proposal is a non-routine matter, brokerage firms and other nominees do not have the discretion to vote uninstructed shares held by beneficial owners. Accordingly, broker non-votes may result from this proposal. Abstentions and broker non-votes will not have any effect on the results of this vote.

**Unless marked to the contrary, the shares represented by the enclosed proxy will be voted FOR approval, on an advisory basis, of the compensation of the Company's named executive officers as disclosed in this Proxy Statement.**

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" APPROVAL, ON AN ADVISORY BASIS, OF THE COMPANY'S EXECUTIVE COMPENSATION AS DISCLOSED IN THIS PROXY STATEMENT**

**PROPOSAL 3. RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS**

The Board of Directors of the Company has appointed BDO USA, LLP as its independent registered public accountants for the fiscal year ending September 30, 2017 and further directed that management submit the Board's appointment of the Company's public accountants to shareholders at the annual meeting for ratification. BDO USA, LLP has served as the Company's independent registered public accountants since February 2004.

A representative of BDO USA, LLP is expected to attend the annual meeting and have an opportunity to make a statement and/or respond to appropriate questions from shareholders.

The following table details: the aggregate fees billed by BDO USA, LLP for professional services rendered for the audit of the Company's consolidated annual financial statements and review of the financial statements included in the Company's quarterly reports on Form 10-Q; the aggregate fees billed by BDO USA, LLP for audit related matters and; the aggregate fees billed by BDO USA, LLP for tax compliance, tax advice and tax planning during fiscal years ended September 30, 2016 and 2015:

	<u>2016</u>	<u>2015</u>
Audit fees	\$268,000	\$263,000
Audit related fees	—	—
Tax fees	56,000	82,000
Totals	<u>\$324,000</u>	<u>\$345,000</u>

**Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Registered Public Accountants**

The Audit Committee pre-approves all audit and permissible non-audit services provided by the independent auditors. These services may include audit services, audit related services, tax services and other services. The Audit Committee has adopted a policy for the pre-approval of services provided by the independent auditors. Under the policy, pre-approval generally is provided for an annual period and any pre-approval is detailed as to the particular service or category of services and is subject to a specific limit. In addition, the Audit Committee may also pre-approve particular services on a case-by-case basis, which must be accompanied by a detailed explanation for each proposed service. The Audit Committee may delegate pre-approval authority to one or more of its members. Such member must report any decisions to the Audit Committee at the next scheduled meeting.

The Audit Committee has concluded that non-audit services provided by BDO USA, LLP were compatible with maintaining their independence. BDO USA, LLP will have a representative at the Annual Meeting of Shareholders, who will have an opportunity to make a statement, if they should so desire.

**Vote Required**

Proposal No. 3 to approve the ratification of the appointment of BDO USA, LLP as the Company's independent registered public accounting firm requires a majority of the votes cast, in person or by proxy, at the annual meeting at which a quorum is present. You may vote either "FOR" or "AGAINST" the proposal or "ABSTAIN" as to the proposal. Abstentions will have no effect on the results of this vote. Brokerage firms have authority to vote uninstructed shares on this proposal.

**Unless marked to the contrary, the shares represented by the enclosed proxy will be voted FOR the ratification of the appointment of BDO USA, LLP as the Company's independent registered public accountants.**

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE RATIFICATION OF THE APPOINTMENT OF BDO USA, LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS.**



## OTHER MATTERS

As of the date of this proxy statement, the Board of Directors knows of no matters that will be presented for consideration at the annual meeting other than as described in this proxy statement. If any other matters come before the annual meeting and shall be voted upon, the proposed proxy will be deemed to confer authority to the individuals named as authorized therein to vote the shares represented by the proxy as to any matters that fall within the purposes set forth in the notice of the annual meeting. It is intended that the persons named in the enclosed proxy and acting thereunder will vote in accordance with their best judgment on such matters.

## FINANCIAL STATEMENTS

A copy of the Company's Annual Report to Shareholders, including financial statements, for the fiscal year ended September 30, 2016 has been provided to all shareholders as of the Record Date. Shareholders are referred to the report for financial and other information about the Company, but such report is not incorporated in this proxy statement and is not a part of the proxy soliciting material.

## MISCELLANEOUS INFORMATION

### Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), requires the Company's executive officers, directors and persons who own more than ten percent of a registered class of equity securities ("Reporting Persons") to file reports of ownership and changes in ownership on Forms 3, 4 and 5 with the SEC and NYSE MKT. These Reporting Persons are required by SEC regulation to furnish the Company with copies of all Forms 3, 4 and 5 they file with the SEC and NYSE MKT. Based solely upon review of the copies of the Forms 3, 4 and 5 filed with the SEC, the Company believes that all Reporting Persons complied on a timely basis with all filing requirements applicable to them under Section 16(a) of the Exchange Act with respect to transactions during fiscal 2016.

### Cost of Solicitation

The cost of soliciting proxies in the accompanying form will be paid by the Company. To the extent necessary in order to assure sufficient representation, the Company's officers and regular employees may request the return of proxies personally, by telephone or email. The extent to which this will be necessary depends entirely upon how promptly proxies are received, and shareholders are urged to submit their proxies without delay.

### Deadline for Submission of Shareholder Proposals for the 2018 Annual Meeting of Shareholders

Pursuant to Rule 14a-8 under the Exchange Act, proposals of shareholders intended to be presented at the 2018 Annual Meeting of Shareholders must be received by the Corporate Secretary of the Company at Vicon Industries, Inc., 135 Fell Court, Hauppauge, NY 11788 no later than December 15, 2017 and must comply with all other legal requirements in order to be included in the Company's proxy statement and form of proxy for that meeting. The Company's Certificate of Incorporation and Bylaws do not otherwise provide procedures for shareholders to properly present proposals at annual meetings.

By Order of the Board of Directors,

Hauppauge, New York  
June 15, 2017

Thomas C. Hamilton  
Corporate Secretary