

FENCERS CLUB

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Fencers Club is a 501(c)(3) non-profit organization dedicated to promoting excellence through the sport of fencing. We actively support a culture of sharing by performing community services that extend beyond fencing.

ANNUAL MEMBERSHIP MEETING

Friday, June 7, 2013

6:00 p.m. – 7:00 p.m.

Dear Fellow Fencers Club Member,

The Board of Directors of Fencers Club, Inc., a not-for-profit corporation incorporated under the laws of the State of New York (the “Club”), will host the Annual Membership Meeting of the Club on Friday, June 7, 2013 at the Club, 229 West 28th Street, 2nd Floor, New York, New York 10001, at 6:00 p.m. and any adjournment thereof.

The enclosed Proxy for the Annual Membership Meeting of Fencers Club, Inc. is furnished in connection with the solicitation of proxies for the Annual Meeting. In accordance with the by-laws, only regular, full-dues paying members who are at least 18 years of age (which includes parents of members who are minors, who shall receive one vote per household) shall be entitled to cast one vote either in person or by proxy on each matter to be voted upon at the Annual Meeting. Any member present at the Annual Meeting and eligible to vote, who prefers to vote in person, may do so by revoking his or her proxy before it has been voted. Proxies received will be voted at the Annual Meeting or any adjournment thereof as specified by the person giving the proxy. If no specification is made, the proxy will be voted for the election of the nominees set forth below as directors of the Club.

Please note that it is very important that you sign and return the proxy, whether you plan to attend the meeting or not, so as to ensure that sufficient votes are cast to validate the election of directors.

Preliminary Agenda Items. Julio Mazzoli, President of the Club, will conduct the Annual Meeting. Preliminary agenda items will include (a) the presentation of directors for election to the Board of Directors; (b) election of directors (see below and enclosed Proxy); (c) a financial report; and (d) an overview of various Club programs. In addition, the floor will be opened for your questions and discussion items.

Election of Directors. Pursuant to the by-laws, the Nominating Committee of the Board of Directors offers the nominees listed below as directors for election at the Annual Meeting for three-year terms expiring in 2015. Any member of the Club eligible to vote may nominate any other person at least eighteen years of age for director at the Annual Meeting. The directors of the Club who are elected by the members serve without compensation from the Club.

The director nominees are:

Mr. Philippe Bennett

Philippe Bennett is the partner-in-charge of the Intellectual Property Litigation Group at Alston & Byrd LLP’s New York office and has been named among the top intellectual property litigators in New York. Philippe has lectured and published on recent developments in patent law and patent litigation. Philippe has taught intellectual property at Stevens



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Institute of Technology, has lectured on patent law at Harvard University, Fordham University, The Cooper Union, the Japanese Institute of Intellectual Property in Tokyo, BioTechnica in Germany, and at the 2013 China IP Summit. Philippe also publishes and presents at seminars on various patent issues relating to the Hatch-Waxman Act. Philippe is admitted to practice before the Court of Appeals for the Federal Circuit.

Mr. Alan Getz (current Board member)

Mr. Getz is the Chairman/CEO of Vanguard Investors, as well as owner of the Fencing Academy of Westchester (FAW). His son, Kurt, was one of the top men's foil fencers in the country.

Ms. Anne Mathews (current Vice President)

Associate at the Center for Talent Innovation/Sylvia Ann Hewlett Associates. Previous positions include Director of Ancillary Markets for Sony Pictures Entertainment, management roles in international theatrical and television at Columbia/Tri Star Pictures, financial analyst - Zenith Electronics, and marketing associate with IBM in New Orleans. MBA from Thunderbird and a BA from Tulane University.

Mr. Julio Mazzoli (current President)

Julio Mazzoli is an attorney who has worked primarily in all areas of commercial operations in the energy and logistics industries. He is a former Secretary and Chair of the Michigan Division of the United States Fencing Division.

Mr. Michael Nissan (current Secretary)

Michael Nissan is a partner at Weil, Gotshal & Manges specializing Tax, Benefits, and Executive Compensation. Mr. Nissan has been awarded the highest ranking by Chambers Global World's Leading Lawyers. He was the founding chairman of the Private Investment Fund Forum and continues to serve as a member of its Executive Committee. Mr. Nissan also has been active in pro bono matters and community service. He served as chairman of the firm's Pro Bono Committee from 1994 to 2000. Currently, he serves as pro bono general counsel to Baby Buggy, Inc., an organization dedicated to providing gently used and new items for needy families in New York City with infants and young children. He also has served as a trustee of the American Red Cross in Greater New York and as counsel to its board of trustees and also as a member of the board of directors of New York Lawyers for the Public Interest, The Legal Aid Society, Lawyers Alliance of New York and Big Apple Greeters, Inc. Mr. Nissan currently teaches Private Investment Funds at Columbia Law School and lectures on a variety of topics relating to private equity and has spoken at numerous conferences including the Private Equity Analyst Conference, the Private Equity Roundup and the Buyouts Symposium.

Mr. Roger Pierro, Jr.

Roger Pierro manages his own legal practice and has worked with a number of not for profit corporations. He serves on the Board of Directors for Neighborhood Housing Services of Jamaica, Inc.

Mr. Denis Tolkachev

Denis Tolkachev graduated from the Fisher College of Business, Ohio State University 2007 with Summa Cum Laude and has worked at Goldman Sachs as an analyst in the Investment Banking Division, and currently works as an analyst at Kingdon Capital Management. Mr.



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Tolkachev was recruited by Ohio State for his outstanding international fencing results and reputation for being a team player. He represented the Russian Fencing Team numerous times at world championships and has won several Russian National Championships. Mr. Tolkachev has been volunteering as the Head Coach of the Fencers Club Schools Partnership Enrichment Program. Mr. Tolkachev will be starting his MBA program at Columbia in the fall of 2013.

Mr. Peter Westbrook (current Board Member)

Mr. Westbrook is the founder and CEO of the Peter Westbrook Foundation. The Foundation uses the sport of fencing to assist young people in developing their spirits, minds and bodies so that they are emotionally physically and spiritually prepared to meet life's challenges and is dedicated to the advancement and expansion of the sport of fencing throughout the inner-cities. The youth have received scholarships to colleges and universities. They have won NCAA titles, currently ranked number one in the United States and third in the world. They have represented the United States at the World Championships for the last four years. Peter Westbrook is listed in the Guinness Book of World Record as the all-time winning American record holder in the United States National Sabre championships. Westbrook is America's first African-Asian American Olympic Sabre-Fencing Champion, capturing a Bronze Medal, in the 1984 Los Angeles Games. And holds three Gold Medals from the Pan-American games where he competed on six-teams as well. In the closing ceremony at the 1992 Olympic Games, and in the opening ceremony of the 1995 Pan-American Games, Westbrook was chosen by all of the other athletes to carry the American Flag for the team. He has received numerous awards and accolades for his achievements. Westbrook served on the Board of Directors of the United States Olympic Committee for eight years.

Ms. Julia Whitehead

Ms. Whitehead has more than 20 years experience with Whitehead Miller Advisors, Inc., which provides advice to corporations, public pension plans, private equity funds, management and creditors in areas as diverse as turnaround management, valuation, debt restructuring, bankruptcy reorganization, real estate financing and the recovery of value in distressed investments. Also has consulted on numerous complex litigation matters involving financial markets, disclosure and accounting issues for clients who include some of the country's largest financial institutions, investors and professional service firms. Julia's three children, Pearson, Katherine and Malcolm, are all epee fencers.

Ms. Annik Wolf

Annik Wolf is a marketing and strategic planning professional to consumer and retail businesses. Most recently, Annik was the Director of Brand Marketing at IMAX Corporation where she built the global consumer marketing platform including the development of a strategic brand marketing and communications program, expansion and management of the social media plan and creation of key strategic partnerships to expand the Company's product offerings in the digital space. Earlier in her career, she was the Director of New Product Development for the Beverage Division of The Seagram Company. Before joining Seagram, Ms. Wolf was the Director of the OTC/HBA division of Johnson & Johnson Spain. She led the expansion of the Tylenol product line into Europe and was a member of the team that drove development of new formats and packaging for Tylenol's growth in major European markets. Previously, she was a Brand Manager at Beecham Products, directing consumer promotion, sales promotion, advertising and marketing for several of the Company's secondary brands including ACE (Rubbermaid), Geritol and the AquaFresh



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(GlaxoSmithKline) line of products. Ms. Wolf earned an MBA from the Columbia University, Graduate School of Business in New York City and a BA from The Fashion Institute of Technology of the State University of New York (SUNY). Annik is the mother of Myles Wolf who fences foil with Simon and Irene Gershon.

The following directors of the Club, whose terms of office do not expire until 2014, do not need to stand for election as directors at the 2013 Annual Meeting:

Mr. Rex Chung (current Chairman)

Mr. Chung is part of the Kohlberg Kravis Roberts & Co. (“KKR”) Client and Partner Group, and he has further responsibilities as head of KKR Capital Markets Asia Ltd., Director of KKR Korea LLC, and Managing Director of KKR Asia Ltd. Two of Mr. Chung’s children are Fencers Club members. If elected to the Board, the Executive Committee will recommend to the Board that Mr. Chung be elected Chairman, where Mr. Chung could expand the Board’s fundraising outreach.

Dr. Jean-Marc R. Oppenheim

Dr. Oppenheim is a historian of the Middle East at Columbia University, on the faculty of the Social Studies Program at Teachers College and the Outreach Lecturer for the Middle East Institute. He has been a Fencers Club member for over a decade and a Board member since 2007, and he currently chairs the Financial Scholarship Committee.

Mr. Eric Pho (Treasurer)

Mr. Pho is an audit manager at EisnerAmper LLC, a leading regional accounting firm in the northeast. Mr. Pho is a Fencers Club member and has been a generous provider of accounting support services to the Executive Director. If elected to the Board, the Executive Committee will recommend to the Board that Mr. Pho be elected Treasurer, where Mr. Pho would chair the Board’s Finance and Audit Committee.

Time will be provided during the meeting for discussion of the general affairs of the Club. If any other business should come before the meeting, your proxy will be voted with respect thereto in accordance with the best judgment of the persons authorized therein, and discretionary authority to do so is included in the proxy.

Best Regards,

Julio Mazzoli, President



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PROXY FOR ANNUAL MEMBERSHIP MEETING OF FENCERS CLUB, INC.

I, the undersigned, a voting member of Fencers Club, Inc. (the "Club"), hereby appoint Julio Mazzoli and Anne Mathews, or each of them, to vote as my proxy at the Annual Meeting of the Club to be held on June 7, 2013 or any adjournment thereof, with full power of substitution of each, to cast my vote in favor of the election of each of the individuals listed below for election to the Board of Directors of the Club for three-year terms and for the transaction of any business which may legally come before the Annual Meeting, and for me and in my name, to act as fully as I could do if personally present; and I herewith revoke any other proxy heretofore given.

Mr. Philippe Bennett
Mr. Alan Getz
Ms. Anne Mathews
Mr. Julio Mazzoli
Mr. Michael Nissan
Mr. Roger Pierro
Mr. Denis Tolkachev
Mr. Peter Westbrook
Ms. Julia Whitehead
Ms. Annik Wolf
Dr. Jean-Marc R. Oppenheim
Mr. Eric Pho

Please print your name here*

Please sign here

* Parents of members who are minors are entitled to one vote per household. If voting as a parent, please print both your name and the name of your child/children who are members, indicating that you are voting "as parent" or "on behalf of" your child/children.

Dated: _____



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