

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. \_\_\_)

Filed by the Registrant  /x/

Filed by a Party other than the Registrant  / /

Check the appropriate box:

/ / Preliminary Proxy Statement

/ / Confidential, for Use of the Commission Only (as permitted by Rule  
14a-6(e)(2))

/x/ Definitive Proxy Statement

/ / Definitive Additional Materials

/ / Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

AUDIOVOX CORPORATION

-----  
(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

/x/ No fee required

/ / Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed  
pursuant to Exchange Act Rule 0-11 (set forth the amount on which the  
filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

/ / Fee paid previously with preliminary materials.

/ / Check box if any part of the fee is offset as provided by Exchange Act Rule  
0-11(a)(2) and identify the filing for which the offsetting fee was paid  
previously. Identify the previous filing by registration statement number,  
or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

[LOGO]

AUDIOVOX (Registered)  
CORPORATION

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NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON MAY 6, 1999  
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Hauppauge, New York  
March 26, 1999

To the Stockholders of  
AUDIOVOX CORPORATION:

The Annual Meeting of Stockholders of Audiovox Corporation (the "Company") will be held on May 6, 1999, at the Sheraton Smithtown, the Seminar Room, 110 Vanderbilt Motor Parkway, Smithtown, NY 11788 at 10 A.M., Local Time, for the following purposes:

1. To elect a Board of eight Directors;
2. To consider and act upon such other business as may properly come before the meeting or any adjournment thereof.

The above matter is set forth in the Proxy Statement which accompanies this Notice and to which your attention is directed.

Only stockholders of record on the books of the Company at the close of business on March 17, 1999 will be entitled to vote at the Annual Meeting of Stockholders or any adjournment thereof. Please follow the instructions on the enclosed Proxy Card to vote either by mail, telephone or electronically via the Internet.

A copy of the Annual Report for the year ended November 30, 1998 is also enclosed.

AUDIOVOX CORPORATION

By order of the Board of Directors,  
CHRIS LIS JOHNSON,  
Secretary

AUDIOVOX CORPORATION  
150 MARCUS BOULEVARD  
HAUPPAUGE, NEW YORK 11788

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PROXY STATEMENT  
ANNUAL MEETING OF STOCKHOLDERS  
MAY 6, 1999  
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SOLICITATION AND REVOCATION OF PROXIES

The Annual Meeting of Stockholders of Audiovox Corporation, (the "Company"), will be held on May 6, 1999 at the Sheraton Smithtown, the Seminar Room, 110 Vanderbilt Motor Parkway, Smithtown, NY 11788 at 10:00 A.M. Local Time for the purpose set forth in the accompanying Notice of Annual Meeting. THE ENCLOSED PROXY IS SOLICITED BY AND ON BEHALF OF THE BOARD OF DIRECTORS OF AUDIOVOX CORPORATION FOR USE AT THE ANNUAL MEETING OF STOCKHOLDERS. Proxies given pursuant to this solicitation may be revoked at any time prior to the voting thereof (by written notice to the Secretary of the Company or attendance at the Annual Meeting of Stockholders and oral notice to the Secretary of such revocation); once voted, however, proxies may not be retroactively revoked. Duly executed proxies received prior to the meeting will be voted in accordance with the specifications therein. This Proxy Statement and form of proxy are being mailed to stockholders beginning approximately March 30, 1999.

OUTSTANDING VOTING SECURITIES

The Company has two classes of capital stock outstanding: Class A Common Stock, par value \$.01 per share and Class B Common Stock, par value \$.01 per share. As of March 19, 1999, there were issued and outstanding 17,297,878 shares of Class A Common Stock and 2,260,954 shares of Class B Common Stock. Proxies are solicited to give all stockholders of record on the books of the Company at the close of business on March 17, 1999 an opportunity to vote on matters that come before the meeting. Each share of Class A Common Stock is entitled to one vote and each share of Class B Common Stock is entitled to ten votes. The holders of the Class A Common Stock are entitled to vote for the election of two of eight directors and for all other matters properly presented to the meeting. The holders of the Class B Common Stock are entitled to vote for the election of six of eight directors and for all other matters properly presented to the meeting.

RECORD DATE

Only stockholders of record at the close of business on March 17, 1999 will be entitled to vote at the Meeting.

SECURITIES BENEFICIALLY OWNED

The following table sets forth, at the Record Date, the amount and percentage of the Company's outstanding Common Stock beneficially owned by each director and nominee for director, each executive officer named in the Summary Compensation Table, all directors and executive officers as a group and by all persons, to the knowledge of the Company, beneficially owning more than five percent (5%) of the Company's Common Stock. Unless otherwise indicated in the notes following the table, the individuals named below have sole voting and disposition powers over the shares beneficially owned by them.

NAME AND ADDRESS (1) -----	TITLE OF CLASS OF COMMON STOCK -----	SOLE VOTING OR INVESTMENT POWER -----	PERCENT OF OUTSTANDING SHARES -----
John J. Shalam .....	Class A	5,229,960 (2)	26.7% (2)
150 Marcus Blvd.	Class B	2,144,152	94.8%
Hauppauge, New York			
Philip Christopher .....	Class A	919,799 (3)	4.6%
150 Marcus Blvd.			
Hauppauge, New York			
Patrick M. Lavelle .....	Class A	123,417 (3)	(4)
150 Marcus Blvd.			
Hauppauge, New York			
Charles M. Stoehr .....	Class A	145,082 (3)	(4)
150 Marcus Blvd.			
Hauppauge, New York			
Richard Maddia .....	Class A	8,323 (3)	(4)
150 Marcus Blvd.			
Hauppauge, New York			
Ann M. Boutcher .....	Class A	9,323 (3)	(4)
150 Marcus Blvd.			
Hauppauge, New York			
Paul C. Kreuch, Jr. ....	Class A	7,000 (3)	(4)
590 Madison Ave., 32nd Floor			
New York, New York			
Dennis F. McManus .....	Class A	5,000 (3)	(4)
7 Olde Woods Lane			
Woodcliff Lake, NJ			
All directors and officers as a group (9 persons) ....	Class A	6,449,257	32.1%
	Class B	2,144,152	94.8%
NAME AND ADDRESS OF OTHER 5% HOLDERS OF COMMON STOCK -----			
Kennedy Capital Management, Inc. (5) .....	Class A	1,715,250	8.8%
10829 Olive Blvd.			
St. Louis, Missouri 63141			
Franklin Resources, Inc. (6) .....	Class A	1,720,000	10.0%
777 Mariners Island Blvd.			
San Mateo, California 94404			
Dimensional Fund Advisers Inc. (7) .....	Class A	1,076,900	6.24%
1299 Ocean Ave, 11th Floor			
Santa Monica, CA 90401			

(Footnotes on next page)

- (1) Cede & Co., nominee of Depository Trust Co., 55 Water Street, New York, New York 10041, was the owner of 13,124,381 shares of Class A and it is believed that none of such shares was beneficially owned.
- (2) Includes as beneficially owned for Mr. Shalam those shares of Class A Common Stock into which Class B Common Stock beneficially owned by him may be converted upon the exercise of the conversion right of the Class B Common Stock.
- (3) The number of shares stated as "beneficially owned" includes shares that certain persons, as of the Record Date, have the right to acquire beneficial ownership of within 60 days upon the exercise of outstanding options. If such options are exercised, Mr. Christopher, Mr. Lavelle, Mr. Stoehr, Mr. Maddia, Ms. Boutcher, Mr. Kreuch and Mr. McManus would acquire 605,000, 109,500, 124,500, 3,000, 4,000, 5,000 and 5,000 shares respectively.
- (4) Amount owned is less than one percent of the outstanding shares.
- (5) Information reported is derived from a Schedule 13G dated February 5, 1999, of Kennedy Capital Management, Inc. and filed with the Securities and Exchange Commission. As reported in the Schedule 13G, the person filing the statement has the sole power to vote or direct the vote of 1,613,250 shares, and has the sole power to dispose or to direct the disposition of 1,715,250 shares.
- (6) Information reported is derived from a Schedule 13G dated January 22, 1999 of Franklin Resources, Inc. and filed with the Securities and Exchange Commission.
- (7) Information reported is derived from a Schedule 13G dated February 12, 1999 of Dimensional Fund Advisors Inc. and filed with the Securities and Exchange Commission.

ELECTION OF DIRECTORS  
(ITEM 1 ON PROXY CARD)

NOMINEES FOR ELECTION OF DIRECTORS

Each of the nominees for director named below, has served as a member of the present Board of Directors since the last meeting of stockholders and each has served continuously since the year indicated. The directors will hold office until the next annual meeting of stockholders and until their successors are elected and qualified.

If any nominee becomes unable or unwilling to accept nomination or election, the proxies will be voted for another person, designated by the Board of Directors. The management has no reason to believe that any of said nominees will be unable or unwilling to serve if elected to office.

The following persons have been nominated and are proposed to be elected:

NAME AND PRINCIPAL OCCUPATION	AGE	DIRECTOR SINCE
<b>CLASS A DIRECTORS</b>		
Paul C. Kreuch, Jr. Principal, Secura Burnett Co., LLC.....	61	1997
Dennis F. McManus Telecommunications Consultant.....	48	1998
<b>CLASS B DIRECTORS</b>		
John J. Shalam President and Chief Executive Officer.....	65	1960
Philip Christopher Executive Vice President.....	50	1973
Charles M. Stoehr Senior Vice President and Chief Financial Officer.....	52	1987
Patrick M. Lavelle Senior Vice President.....	47	1993
Ann M. Boutcher Vice President.....	48	1995
Richard Maddia Vice President.....	40	1996

Paul C. Kreuch, Jr. was elected to the Board of Directors in February 1997. Mr. Kreuch has been a Principal of Secura Burnett Co., LLC since October 1998. From December 1997 through September 1998, he was the President and Chief Executive Officer of Lafayette American Bank. From June 1996 through November 1997, he was a Senior Vice President at Handy HRM Corp., an executive search firm. From 1993 through 1996, Mr. Kreuch was an Executive Vice President of NatWest Bank N.A. and prior thereto, was President of National Westminster Bank USA.

Dennis F. McManus was elected to the Board of Directors in March 1998. Mr. McManus has been self-employed as a telecommunications consultant since January 1, 1998. Prior thereto he was employed by NYNEX Corp. for over 27 years, most recently as a Senior Vice President and Managing Director. Mr. McManus was in this position from 1991 through December 31, 1997.

John J. Shalam has served as President, Chief Executive Officer and Director of the Company since 1987. Mr. Shalam also serves as president and a director of most of the Company's operating subsidiaries. From 1960 to 1987, Mr. Shalam was president and a director of the Company's predecessor, Audiovox Corp.

Philip Christopher, Executive Vice President of the Company, has been with the Company since 1970 and has held his current position since 1983. Prior thereto he was Senior Vice President of the Company. Mr. Christopher is also Chief Executive Officer and President of the Company's cellular subsidiary, Audiovox Communications Corp. From 1973 through 1987 he was a director of the Company's predecessor, Audiovox Corp.

Charles M. Stoehr has been Chief Financial Officer since 1979 and was elected Senior Vice President in 1990. Mr. Stoehr has been a director of the Company since 1987. From 1979 through 1990 he was a Vice President of the Company.

Patrick M. Lavelle, was elected Senior Vice President of Automotive Electronics in 1996 and has been a Vice President of the Company since 1982. He has responsibility for marketing and selling the Auto Sound, Auto Security and Accessory product lines. Mr. Lavelle was elected to the Board of Directors in 1993.

Ann M. Boutcher has been a Vice President of the Company since 1984. Ms. Boutcher's responsibilities include the development and implementation of the Company's advertising, sales promotion and public relations programs. Ms. Boutcher was elected to the Board of Directors in 1995.

Richard Maddia has been a Vice President of the Company since 1992. Prior thereto, Mr. Maddia was Assistant Vice President, MIS. Mr. Maddia's responsibilities include development and maintenance of the Company's information systems. Mr. Maddia was elected to the Board of Directors in 1996.

MANAGEMENT RECOMMENDS VOTING "FOR" THE ELECTION OF KREUCH, MCMANUS, SHALAM, CHRISTOPHER, STOEHR, LAVELLE, BOUTCHER AND MADDIA AS DIRECTORS. UNLESS OTHERWISE DIRECTED BY A SHAREHOLDER, PROXIES WILL BE VOTED "FOR" THE ELECTION OF SUCH NOMINEES.

RECENT HISTORY AND CERTAIN TRANSACTIONS

The Company leases certain of its equipment, office, warehouse and distribution facilities from certain executive officers of the Company or from entities in which such individuals own a controlling interest. The following table identifies leases to which any such executive officer or entity is a party and which, either alone or when combined with all other leases in which such executive officer has an interest, involve more than \$60,000. The table identifies the property which is subject to such lease, the owner of such property, and the amount of rent paid by the Company during the fiscal year ended November 30, 1998.

EQUIPMENT/ PROPERTY LOCATION	EXPIRATION DATE	OWNER OF PROPERTY	RENT PAID DURING FISCAL YEAR 1998
150 Marcus Blvd. .... Hauppauge, NY	October 31, 2003	150 Marcus Blvd. Realty, LLC(1)	\$ 429,500.00
16808 Marquardt Avenue .... Cerritos, CA	January 31, 1999	Marquardt Associates(2)	119,011.00
55 Plant Ave. .... Hauppauge, NY	Month to Month	55 Plant Ave. Realty, LLC(3)	13,228.00
555 Wireless Blvd. .... Hauppauge, NY	December 1, 2026	Wireless Blvd. Realty, LLC(4)	337,599.00
555 Wireless Blvd. .... Hauppauge, NY	March 31, 2003	Wireless Blvd. Realty, LLC(4)	307,981.00

- (1) 150 Marcus Blvd. Realty, LLC is a New York Limited Liability Company of which John J. Shalam owns 99% and Mr. Shalam's three sons own the remaining 1%.
- (2) Marquardt Associates is a California partnership consisting of four individuals of which John J. Shalam owns 60% of the partnership, Philip Christopher owns 10%, James Wohlberg owns 5%, and John J. Shalam's brother-in-law owns 25%.
- (3) 55 Plant Ave. Realty, LLC is a New York Limited Liability Company consisting of four members of which John J. Shalam owns 99% and Mr. Shalam's three sons own the remaining 1%.
- (4) Wireless Blvd. Realty, LLC is a New York Limited Liability Company is owned 98% by the Shalam Long Term Trust, 1% by John J. Shalam and 1% by Mr. Shalam's three sons. The Shalam Long Term Trust is a grantor trust of which Mr. Shalam is the Grantor and his three sons are the beneficiaries.

The Company believes that the terms of each of the foregoing leases are no less favorable to the Company than those that could have been obtained from unaffiliated third parties. To the extent that conflicts of interest arise between the Company and such persons in the future, such conflicts will be resolved by a committee of independent directors.



## THE BOARD OF DIRECTORS AND COMMITTEES

### Board of Directors

The Board of Directors has an Executive Committee, an Audit Committee and a Compensation Committee but does not have a standing nominating committee. The Board of Directors held six meetings and acted by Consent twice during the fiscal year ended November 30, 1998. All incumbent directors attended 75% or more of the aggregate number of Board and related committee meetings during the year.

### Executive Committee

The Executive Committee which held no meetings during fiscal 1998, consisted of five members, namely, John J. Shalam, Philip Christopher, Charles M. Stoehr, Paul C. Kreuch, Jr. and Dennis F. McManus. The primary function of the Executive Committee is to act upon matters when the Board is not in session. The Committee has full power and authority of the Board in the management and conduct of the business and affairs of the Company.

### Audit Committee

The Audit Committee, which held one meeting in fiscal 1998, consisted of two members, namely Mr. Paul C. Kreuch, Jr. and Dennis F. McManus. The Audit Committee reviews and approves the accounting principles and policies of the Company and the appropriate internal control procedures, supervises the Company's independent auditors and exercises all other powers normally associated with an audit committee of a publicly held company.

### Compensation Committee

The Compensation Committee, which held two meetings and acted by consent once in fiscal 1998, consisted of two members, namely, Messrs. Kreuch and McManus. The Compensation Committee recommends to the Board of Directors remuneration arrangements for senior management and the directors, approves and administers other compensation plans, including the profit sharing plan of the Company, in which officers, directors and employees participate.

## EXECUTIVE COMPENSATION

### CASH COMPENSATION

The following table sets forth a summary for the 1998, 1997 and 1996 fiscal years of all compensation paid to the Chief Executive Officer and the four most highly compensated executive officers whose individual compensation exceeded \$100,000.

SUMMARY COMPENSATION TABLE

NAME AND PRINCIPAL POSITION(1)	YEAR	ANNUAL COMPENSATION		LONG TERM COMPENSATION AWARDS		ALL OTHER COMPENSATION(2)
		SALARY	BONUS	RESTRICTED STOCK	SECURITIES UNDERLYING OPTIONS	
John J. Shalam, President and CEO.....	1998	\$450,000	114,000	--	--	\$ 6,083
	1997	450,000	573,000	--	350,000	8,272
	1996	450,000	180,000	--	--	1,865
Philip Christopher, Executive Vice President.....	1998	450,000	76,011	--	--	3,379
	1997	450,000	382,000	--	500,000	9,020
	1996	450,000	120,000	--	--	2,216
Charles M. Stoehr, Senior Vice President and CFO.....	1998	300,000	38,005	--	--	3,711
	1997	288,000	190,000	--	100,000	5,201
	1996	288,000	30,000	--	--	2,393
Patrick M. Lavelle, Senior Vice President.....	1998	200,000	320,000	--	--	3,953
	1997	200,000	405,000	--	100,000	6,294
	1996	200,000	200,600	48,750	17,500	2,234

(1) Only three executive officers, in addition to the CEO, had total compensation in excess of \$100,000 for the fiscal year ended November 30, 1998.

(2) For fiscal 1998, includes: for Mr. Shalam: \$1,099 allocated to his profit sharing account, \$554 in 401(k) Company matching contribution and \$4,430 in executive life insurance premiums; for Mr. Christopher: \$1,099 allocated to his profit sharing account, \$1,200 in 401(k) Company matching contribution and \$1,080 in executive life insurance premiums; for Mr. Lavelle: \$1,099 allocated to his profit sharing account, \$2,000 in 401(k) Company matching contribution and \$854 in executive life insurance premiums; and for Mr. Stoehr: \$1,099 allocated to his profit sharing account, \$1,346 in 401(k) Company matching contribution and \$1,266 in executive life insurance premiums.

OPTION GRANTS IN LAST FISCAL YEAR (1998)

There were no options granted to the named executive officers during the fiscal year ended November 30, 1998.

AGGREGATED OPTION EXERCISES IN LAST FISCAL YEAR  
AND FISCAL YEAR-END OPTION VALUES(1)

NAME	NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS AT NOVEMBER 30, 1998	VALUE OF UNEXERCISED IN-THE-MONEY OPTIONS AT NOVEMBER 30, 1998
	EXERCISABLE/ UNEXERCISABLE	EXERCISABLE/ UNEXERCISABLE
John J. Shalam.....	175,000/350,000	\$119,000/\$0
Philip Christopher.....	605,000/0	204,800/\$0
Charles M. Stoehr.....	124,500/13,000	97,320/\$0
Patrick M. Lavelle.....	109,500/13,000	104,120/\$0

(1) No options were exercised by the named individuals in fiscal 1998.

COMPENSATION OF DIRECTORS

For their service, members of the Board of Directors who are not salaried employees of the Company receive an annual retainer of \$15,000.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

The Compensation Committee is currently comprised of two outside directors, Paul C. Kreuch, Jr. and Dennis McManus.

COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION

RESPONSIBILITIES OF THE COMMITTEE

The Compensation Committee of the Board of Directors which consists entirely of outside directors, reviews and approves compensation for Audiovox' executive officers and oversees and administers Audiovox' stock option and restricted stock plans. The Compensation Committee recommends compensation for the Chief Executive Officer subject to the Board of Directors approval of such recommendations. The Chief Executive Officer submits recommended compensation levels for other executive officers of Audiovox to the Compensation Committee for its review and approval, which then submits it to the full Board of Directors for its consideration.

COMPENSATION PHILOSOPHY

Audiovox' executive compensation policies and programs are designed to attract and retain talented executives and motivate them to achieve business objectives that will enhance stockholder value. Compensation for Audiovox' executive officers consists of salary, bonus and long-term incentive awards, typically in the form

of stock options or restricted stock. Executive officers also participate in a profit sharing plan, a medical plan and other benefits available to employees generally.

The Committee's philosophy is to provide compensation programs based on an individual's responsibilities, achievements and performance as well as Audiovox' overall performance. Audiovox does not have employment agreements with any of its executive officers.

#### BASE SALARY AND BONUS

Salaries for the executive officers are designed to attract and retain qualified and dedicated executive officers. Annually, the Committee reviews salary recommendations made by Audiovox' Chief Executive Officer, and evaluates individual responsibility levels and performance. Base salaries for Audiovox' executive officers are fixed at levels commensurate with the competitive amounts paid to senior executives with comparable qualifications at companies engaged in the same or similar businesses.

Bonus compensation provides Audiovox with a means of rewarding performance based upon attainment of corporate profitability during the fiscal year. Mr. Lavelle's bonus compensation for fiscal 1998 was closely tied to his individual success in achieving financial performance goals within his division. Messrs. Christopher and Stoehr's bonus compensation for fiscal 1998 were based upon their continued dedication to the improvement of the overall profitability of Audiovox.

Audiovox' performance is evaluated in terms of the achievement of corporate objectives, both short-term and long-term, which impact its growth and economic stability.

#### STOCK OPTION INCENTIVES

During fiscal 1998, no stock options were granted to key employees, including the Company's executive officers. The Compensation Committee reviews the recommendations of the Chief Executive Officer regarding each executive officer's contributions to Audiovox during the fiscal year and likely future contributions. Based on this review, the Committee determines if options should be granted, and if so, the number of options, the exercise price and the vesting date.

#### CHIEF EXECUTIVE OFFICER COMPENSATION

The Compensation Committee has fixed the base salary of the Chief Executive Officer based on competitive compensation data, the Committee's assessment of Mr. Shalam's past performance and its expectation as to his future contributions in guiding and directing Audiovox and its business. Mr. Shalam's bonus for fiscal 1998 was calculated on Audiovox' pre-income tax profit before certain non-operating events in accordance with Audiovox' CEO Bonus Plan that was approved by the shareholders in 1995.

PAUL C. KREUCH, JR.  
DENNIS F. MCMANUS

PERFORMANCE GRAPH

[LINE GRAPH]

COMPARISON OF CUMULATIVE TOTAL RETURN  
OF COMPANY, INDUSTRY INDEX AND BROAD MARKET

	FISCAL YEAR ENDING					
	1993	1994	1995	1996	1997	1998
AUDIOVOX CORP.	100	41.01	37.41	30.22	50.72	37.05
INDUSTRY INDEX	100	96.31	116.81	130.25	147.57	112.05
BROAD MARKET	100	95.18	119.60	129.01	147.37	145.59

The annual changes for the five year period are based on the assumption that \$100 had been invested on December 1, 1993, and that all quarterly dividends were reinvested. The total cumulative dollar returns shown on the graph represent the value that such investments would have had on November 30, 1998.

RELATIONSHIP WITH INDEPENDENT AUDITORS

The Board has again appointed the firm of KPMG LLP as independent auditors for the fiscal year ending November 30, 1999. A representative of KPMG LLP will be present at the Annual Meeting of Stockholders to respond to appropriate questions from stockholders and will have the opportunity to make a statement if he so desires.

OTHER MATTERS

Management does not know of any matters to be presented for action at the meeting other than as set forth in Item 1 of the Notice of Annual Meeting. However, if any other matters come before the meeting, it is intended that the holders of the proxies will vote thereon in their direction.

DATE FOR RECEIPT OF STOCKHOLDER PROPOSALS

Proposals of stockholders intended to be presented at the next Annual Meeting of stockholders currently scheduled for May 4, 2000, must be received by the Secretary of the Company not later than November 30, 1999 for inclusion in the proxy statement.

The proposals must comply with all applicable statutes and regulations.

REQUEST TO VOTE, SIGN AND RETURN PROXIES

If you do not intend to be present at the Annual Meeting of Stockholders on May 6, 1999, please vote the enclosed proxy at your earliest convenience.

A COPY OF THE COMPANY'S ANNUAL REPORT ON FORM 10-K FOR 1998 AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION, INCLUDING THE REQUIRED FINANCIAL STATEMENTS AND FINANCIAL STATEMENT SCHEDULES, WILL BE FURNISHED WITHOUT CHARGE, BY FIRST CLASS MAIL, UPON THE WRITTEN OR ORAL REQUEST OF ANY STOCKHOLDER, INCLUDING ANY BENEFICIAL OWNER, ENTITLED TO VOTE AT THE MEETING. ANY SUCH REQUEST SHOULD BE DIRECTED TO THE ATTENTION OF CHRIS LIS JOHNSON, THE COMPANY'S SECRETARY, 150 MARCUS BOULEVARD, HAUPPAUGE, NEW YORK 11788, TELEPHONE: (516) 231-7750.

BY ORDER OF THE BOARD OF DIRECTORS

CHRIS LIS JOHNSON  
Secretary  
Audiovox Corporation

Hauppauge, New York  
March 26, 1999

PROXY AUDIOVOX CORPORATION (THE "COMPANY") PROXY PROXY FOR CLASS A COMMON STOCK AND CLASS B COMMON STOCK THE UNDERSIGNED APPOINTS EACH OF PHILIP CHRISTOPHER AND CHARLES M. STOEHR PROXIES WITH POWER OF SUBSTITUTION TO VOTE FOR THE UNDERSIGNED AT THE ANNUAL MEETING OF STOCKHOLDERS AT THE SMITHTOWN SHERATON, 110 VANDERBILT MOTOR PARKWAY, SMITHTOWN, NEW YORK, ON MAY 6, 1999 AT 10:00 A.M., AND AT ANY ADJOURNMENT, GRANTING POWER AND AUTHORITY TO ACT ON BEHALF OF THE UNDERSIGNED AT SAID MEETING OR ANY ADJOURNMENT. 1. ELECTION OF DIRECTORS. TO ELECT DIRECTORS AS SET FORTH IN THE PROXY STATEMENT. CLASS A STOCKHOLDERS:PAUL C. KREUCH, JR. DENNIS MCMANUS CLASS B STOCKHOLDERS:JOHN J. SHALAM, PHILIP CHRISTOPHER, CHARLES M. STOEHR PATRICK M. LAVELLE, ANN M. BOUTCHER, RICHARD MADDIA \*(INSTRUCTION: TO WITHHOLD AUTHORITY TO VOTE FOR ANY INDIVIDUAL NOMINEE, LINE OUT THAT NOMINEE'S NAME ABOVE.) FOR ALL NOMINEES WITHHOLD AUTHORITY TO VOTE FOR LISTED ABOVE. / / ALL NOMINEES LISTED ABOVE. / / 2. IN THEIR DISCRETION, THE PROXIES ARE AUTHORIZED TO VOTE UPON SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING. PLEASE SIGN AND RETURN THIS PROXY PROMPTLY IN THE ENCLOSED ENVELOPE. IF NO INSTRUCTION IS INDICATED, THE UNDERSIGNED'S VOTE WILL BE CAST IN FAVOR OF THE PROPOSAL. A MAJORITY OF THE PROXIES PRESENT AND ACTING AT THE MEETING IN PERSON OR BY SUBSTITUTE (OR IF ONLY ONE SHALL BE SO PRESENT, THEN THAT ONE) SHALL HAVE AND MAY EXERCISE ALL OF THE POWER AND AUTHORITY OF SAID PROXIES HEREUNDER. THE UNDERSIGNED HEREBY REVOKES ANY PROXY PREVIOUSLY GIVEN AND ACKNOWLEDGES RECEIPT OF NOTICE OF ANNUAL MEETING AND PROXY STATEMENT DATED MARCH 27, 1999 AND A COPY OF THE ANNUAL REPORT FOR THE YEAR ENDED NOVEMBER 30, 1998. SHARES DESIGNATED BELOW ARE CLASS A COMMON STOCK UNLESS OTHERWISE INDICATED. DATED: , 1999 (L.S.) (L.S.) SIGNATURE OF SHAREHOLDER(S) NOTE: WHEN SIGNING AS EXECUTOR, ADMINISTRATOR, TRUSTEE, GUARDIAN, ETC. PLEASE ADD FULL TITLE. (SIGN EXACTLY AS NAME APPEARS ON THIS PROXY.) THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS.

PROXY BY MAIL Please mark  
THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS. your votes /X/  
like this

1. ELECTION OF DIRECTORS. To elect Directors as set forth in the Proxy Statement.

FOR WITHHELD FOR ALL  
/ / / /

Class A. Stockholders:  
01 Paul C. Kreuch, Jr.  
02 Dennis McManus

Class B Stockholders:  
01 John J. Shalam,  
02 Philip Christopher,  
03 Charles M. Stoehr,  
04 Patrick M. Lavelle,  
05 Ann M. Boutcher,  
06 Richard Maddia

2. In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.

WITHHELD FOR: (Write that nominee's name in the space provided below).

-----  
IF YOU WISH TO VOTE ELECTRONICALLY PLEASE READ THE INSTRUCTIONS BELOW  
-----

COMPANY NUMBER:

PROXY NUMBER:

ACCOUNT NUMBER:

Signature \_\_\_\_\_ Signature \_\_\_\_\_ Date \_\_\_\_\_

Date

NOTE: When signing as Executor, Administrator, Trustee, Guardian, etc. please add full title. (Sign exactly as name appears on this proxy.)

-----  
FOLD AND DETACH HERE AND READ THE REVERSE SIDE

VOTE BY TELEPHONE OR INTERNET

QUICK  EASY  IMMEDIATE

AUDIOVOX CORPORATION

- You can now vote your shares electronically through the Internet or the telephone.
- This eliminates the need to return the proxy card.
- Your electronic vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed, dated and returned the proxy card.

TO VOTE YOUR PROXY BY INTERNET  
[www.audiovox.com](http://www.audiovox.com)

Have your proxy card in hand when you access the above website. You will be prompted to enter the company number, proxy number and account number to create an electronic ballot. Follow the prompts to vote your shares.

TO VOTE YOUR PROXY BY MAIL

Mark, sign and date your proxy card above, detach it and return it in the postage-paid envelope provided.

TO VOTE YOUR PROXY BY PHONE  
1-800-293-8533

Use any touch-tone telephone to vote your proxy. Have your proxy card in hand when you call. You will be prompted to enter the company number, proxy number



and account number. Follow the voting instructions to vote your shares.

PLEASE DO NOT RETURN THE ABOVE CARD IF VOTED  
ELECTRONICALLY

PROXY

AUDIOVOX CORPORATION (the "Company")

PROXY

PROXY FOR CLASS A COMMON STOCK AND CLASS B COMMON STOCK

The undersigned appoints each of PHILIP CHRISTOPHER and CHARLES M. STOEHR proxies with power of substitution to vote for the undersigned at the Annual Meeting of Stockholders at the Sheraton Smithtown, 110 Vanderbilt Motor Parkway, Smithtown, New York, on May 6, 1999 at 10:00 A.M., and at any adjournment, granting power and authority to act on behalf of the undersigned at said meeting or any adjournment.

PLEASE SIGN AND RETURN THIS PROXY PROMPTLY IN THE ENCLOSED ENVELOPE. IF NO INSTRUCTION IS INDICATED, THE UNDERSIGNED'S VOTE WILL BE CAST IN FAVOR OF THE PROPOSAL. A MAJORITY OF THE PROXIES PRESENT AND ACTING AT THE MEETING IN PERSON OR BY SUBSTITUTE (OR IF ONLY ONE SHALL BE SO PRESENT, THEN THAT ONE) SHALL HAVE AND MAY EXERCISE ALL OF THE POWER AND AUTHORITY OF SAID PROXIES HEREUNDER. THE UNDERSIGNED HEREBY REVOKES ANY PROXY PREVIOUSLY GIVEN AND ACKNOWLEDGES RECEIPT OF NOTICE OF ANNUAL MEETING AND PROXY STATEMENT DATED MARCH 26, 1999 AND A COPY OF THE ANNUAL REPORT FOR THE YEAR ENDED NOVEMBER 30, 1998.

SHARES DESIGNATED HEREON ARE CLASS A COMMON STOCK UNLESS OTHERWISE INDICATED.

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