



Astronics Corporation · 130 Commerce Way · East Aurora, NY · 14052-2164

November 3, 2009

Dear Astronics Corporation Class B Shareholder

Re: Astronics Corporation (Nasdaq: ATRO) Class B Stock (CUSIP: 046433207)

Our intent with this letter is to remind shareholders, institutional investors, brokerage firms and others of the characteristics of Astronics' Class B Stock. Astronics Corporation believes that there have been in the past, and may be attempts in the future, to transfer Astronics' Class B Stock between and among various brokerage accounts by electronic or similar means. The Company's shareholders should understand that transfers of this sort are not permitted by the Company's Certificate of Incorporation and, as a result, transferred Class B Stock does not bring the entitlements that the ownership of the Class B Stock normally affords.

Astronics was initially formed with one class of common stock ("Common Stock"). In 1987, the Company's shareholders voted to adopt a second class of common stock, called Class B Stock. In addition, the Board of Directors proposed appropriate amendments to the Company's Certificate of Incorporation for the additional class of stock, which were also approved by the shareholders. As a result, Astronics has two classes of stock: Common Stock with one vote per share, and Class B Stock with ten votes per share. On May 22, 1987, Astronics declared a share distribution and issued one share of Class B Stock to every shareholder for each four shares of Common Stock. This was the first issue of Class B Stock. Since then, Astronics has made four additional distributions of Class B Stock to its shareholders in similar manner as the first distribution; that is, that every Common and Class B shareholder at the time received Class B Stock. The distributions were made in 1988, 2000, 2001 and the most recent in 2008.

The Certificate of Incorporation approved by the Company's shareholders at the time provided that, except in limited circumstances such as a gift or bequest, the shares of Class B Stock could not be transferred - as Class B Stock - and that any attempted transfer would be null and void and of no effect and, in addition, would result in the immediate and automatic conversion of the shares of Class B Stock into shares of Common Stock. The Company's Certificate of Incorporation further provided that shares of Class B Stock could not be held in a "street" account, except for shares of the Class B Stock issued in a share distribution, in which event the Class B Stock could be held in the account, but not transferred.

Therefore, except for the limited exceptions noted above, the purported transferee of the Class B Stock has no entitlement to the Class B Stock or to any of the rights or entitlements associated with the Class B Stock. In connection with preparing a list of shareholders eligible to vote, as well as reviewing attempted transfers of the Class B Stock, the Company may require that affidavits or other proof of the ownership of the Class B Stock be furnished.

Shareholders wishing to sell their Class B Stock need to first convert them to Astronics Corporation Common Stock by properly endorsing them and submitting them, or having a stock broker submit them, to Astronics' transfer agent, American Stock Transfer, at the below address. For further information, shareholders and other interested parties are urged to contact either Astronics' investor relations advisors or its transfer agent.

Sincerely,



David C. Burney  
Secretary and Chief Financial Officer

**Investor Relations Advisors**

Kei Advisors LLC  
12 Fountain Plaza  
Buffalo, NY 14202

Deborah Pawlowski  
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*or*

James Culligan  
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**Transfer Agent**

American Stock Transfer & Trust Co.  
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New York, NY 10038

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