



HYDROMER, INC.
35 Industrial Parkway
Branchburg, NJ 08876-3424

NOTICE OF 2018 ANNUAL MEETING OF SHAREHOLDERS
To be held December 19, 2018

The Annual Meeting of the Shareholders of Hydromer, Inc. (“we”, “our”, “Hydromer” or the “Company”) will be held on Wednesday, December 19, 2018, at 35 Industrial Parkway, Branchburg, New Jersey at 10 a.m., for the following purposes, as more fully described in the accompanying Proxy Statement:

1. To elect six directors of the Company for the ensuing year.
2. To ratify the selection by the Board of Directors of Rosenberg Rich Baker Berman & Company as the Company's independent public accountants for the fiscal year ending June 30, 2019.
3. To ratify the Board of Directors establishment of a Stock Option Plan comprising of a pool of 400,000 common share options for issuances towards employment recruitment or employee incentives.
4. To transact such other business as may properly come before the meeting or any adjournment thereof.

The Board of Directors has fixed the close of business on October 31, 2018 as the record date for the determination of shareholders entitled to notice of and to vote at the Annual Meeting.

By Order of the Board of Directors,

Gerard M. Brennan, Corporate Secretary
Branchburg, New Jersey
October 26, 2018

WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, DATE AND SIGN THE ENCLOSED PROXY CARD AND PROMPTLY MAIL IT IN THE ENCLOSED ENVELOPE, VOTE BY TELEPHONE OR VIA THE INTERNET IN ORDER TO ASSURE REPRESENTATION OF YOUR SHARES AT THE MEETING. NO POSTAGE NEED BE AFFIXED IF THE PROXY CARD IS MAILED IN THE UNITED STATES.

NOTICE OF AVAILABILITY

**This Notice, the Proxy Statement, financial information and Annual Report can be found at:
www.hydromer.com**

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HYDROMER, INC.
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QUESTIONS AND ANSWERS
ABOUT HYDROMER'S ANNUAL MEETING AND VOTING

What is the purpose of the Annual Meeting?

At the Annual Meeting, the shareholders will elect six directors, ratify the Company's selection of independent public accountants, ratify the Board approved Stock Option Plan, and act upon anything else that properly comes before the meeting. In addition, management will give a report on the Company's performance during the fiscal year ended June 30, 2018.

Why Did I Receive This Proxy Statement?

We sent you this proxy statement and the enclosed proxy card because Hydromer's Board of Directors is soliciting your proxy to be used at the Annual Meeting of Shareholders on December 19, 2018, at 10:00 a.m., at 35 Industrial Parkway, Branchburg, NJ 08876, or at any adjournment of the meeting. This proxy statement discloses the information you need to know to vote on an informed basis. We are first mailing this proxy statement and the enclosed proxy card to shareholders on or about November 6, 2018.

Who Can Vote?

You are entitled to vote if you owned Hydromer common stock on the record date, which is the close of business on October 31, 2018. Each share of Hydromer common stock that you own entitles you to one vote.

Who Can Attend the Meeting?

Only shareholders of record at the close of business on the record date, or their duly appointed proxies, may attend the meeting. Registration at the meeting begins at 9:30 a.m.

How Many Shares of Common Stock Are Outstanding?

On the date of this notice, October 26, 2018, there were 4,772,318 shares of Hydromer common stock outstanding and entitled to vote. We do not anticipate any changes to the amount of common shares issued and outstanding by the record date of October 31, 2018. Hydromer common stock is our only class of voting stock.

What Constitutes a Quorum?

A quorum is a majority of the outstanding shares entitled to vote, equal to 2,386,160 shares, which are present or represented by proxy at the meeting. There must be a quorum for the transaction of business at the Annual Meeting. If you submit a properly executed proxy card, even if you abstain from voting, your shares will be considered part of the quorum. Broker non-votes (shares held by a broker or nominee that are represented at the meeting, but with respect to which the broker or nominee is not empowered to vote on a particular type of proposal) are also included in determining the presence of a quorum.

What Am I Voting On?

You are voting on:

1. The election of six individuals to serve on our Board of Directors: Manfred F. Dyck, Dieter Heinemann, Robert H. Bea, Mr. Arthur K. Degen, James S. Pacetti and George A. Ziets.;
2. The ratification of the selection of Rosenberg Rich Baker Berman & Company as our independent public accountants for the fiscal year ending June 30, 2019; and
3. The ratification of the Board of Directors' establishment of a Stock Option Plan comprising of a pool of 400,000 common share options for issuances towards employment recruitment or employee incentives.

How Does the Board of Directors Recommend I Vote on the Proposals?

The Board of Directors recommends a vote **FOR** each of the Board's nominees, **FOR** ratification of the appointment of Rosenberg Rich Baker Berman & Company as our independent public accountants for the fiscal year ending June 30, 2019 and **FOR** ratification of the Stock Option Plan.

How Do I Vote?

To vote by proxy, you should complete, sign and date the enclosed proxy card and return it promptly in the prepaid envelope provided with this proxy statement. You may also vote by telephone or via the Internet. Refer to the Proxy card for instructions.

To vote in person, you may attend the meeting and cast your vote in person.

May I Revoke My Proxy?

You may revoke your proxy at any time before it is voted in either of the following ways:

1. You may submit another proxy card with a later date.
2. You may notify Hydromer's Secretary in writing before your proxy is voted that you have revoked your proxy.

If I Plan to Attend the Meeting, Should I Still Vote by Proxy?

Whether you plan to attend the meeting or not, we urge you to vote by proxy. Returning the proxy card will not affect your right to attend the meeting, and your proxy will not be used if you are personally present at the meeting and inform the Secretary in writing prior to the voting that you wish to vote your shares in person. The Secretary will have proxy revocation forms at the meeting in case you want to revoke your proxy and vote in person.

How Will My Proxy Be Voted?

If you properly fill in your proxy card and send it to us, your proxy holder (one of the individuals named on your proxy card) will vote your shares as you have directed. **If you hold shares in "street name" we urge you to instruct your broker how to vote your shares, as shares held in "street name" cannot be voted directly by a shareholder.** If you sign the proxy card but do not make specific choices, the proxy holder will vote your shares as recommended by the Board of Directors as follows:

- "FOR" the election of all nominees for Director.
- "FOR" ratification of the selection of independent public accountants for the fiscal year ending June 30, 2019.
- "FOR" ratification of the Stock Option Plan.

What Vote Is Required to Approve Proposals?

Directors are elected by a plurality of the shares voting at the meeting. If you do vote "Abstain" for a particular nominee, your vote will not count either "for" or "against" the nominee. A "broker non-vote" will also have no effect on the outcome. The ratification of the appointment of independent public accountants and Stock Option Plan requires a majority of the votes cast.

How Will Voting on Any Other Business Be Conducted?

Although we do not know of any business to be considered at the meeting other than the proposals described in this proxy statement, if any other business is presented at the meeting, your returned proxy gives authority to proxy holders to vote on these matters in their discretion.

Are copies of this Proxy Statement and the Annual Report available on the Internet?

Yes, at www.hydromer.com. However, you must vote directly by paper ballot, by telephone or through the Internet (or by instructing your broker how to vote if your shares are held in "street name").

PROXY STATEMENT

This Proxy Statement, which will be mailed commencing on or about November 6, 2018 to the persons entitled to receive the accompanying Notice of Annual Meeting of Shareholders, is provided in connection with the solicitation of proxies on behalf of the Board of Directors of Hydromer, Inc. (the "Company"), for use at the Annual Meeting of Shareholders to be held at the Company's executive office at 35 Industrial Parkway, Branchburg, New Jersey 08876-3424 at 10 a.m. on December 19, 2018 and at any adjournment thereof, for the purposes set forth in the Notice of Annual Meeting and this Proxy Statement.

At the close of business on October 26, 2018, the date of this Notice of Annual Meeting, the Company had 4,772,318 outstanding shares of Common Stock ("Common Stock"), each of which is entitled to one vote with respect to each matter to come before the meeting. The Company does not foresee any changes to the number of outstanding shares by the October 31, 2018 record date and has no class or series of stock outstanding other than the Common Stock.

As of October 26, 2018, Manfred F. Dyck, Chairman of the Board, a Director, and President of R&D of the Company, beneficially owned approximately 33.9% of the outstanding Common Stock of the Company. Mr. Dieter Heinemann, a Director of the Company, owned 17.1% of the outstanding Common Stock of the Company. Such ownership, totaling 51.0% of the outstanding Common Stock, enables these two shareholders to control the outcome of any election or proposal regarding the Company's affairs.

I. ELECTION OF DIRECTORS (Proposal I)

Six directors will be elected at the Annual Meeting of Shareholders, each to serve for one year and until a successor shall have been duly chosen and qualified. Each director is elected by a plurality of votes cast. It is the intention of each of the persons named in the accompanying form of proxy to vote the shares represented thereby in favor of the six nominees listed in the following table, unless otherwise instructed in the proxy. In case any of the nominees is unable or declines to serve, the proxy holders reserve the right to vote the shares represented by such proxy for another person duly nominated by the Board of Directors in his or her stead or, if no other person is so nominated, to vote such shares only for the remaining nominees. The Board of Directors has no reason to believe that any person named will be unable or will decline to serve. Certain information concerning the nominees for election as directors is set forth below. They furnished such information to the Company. The Company believes that all of the nominees for election as directors are independent, as defined by the listing standards of the NASDAQ Stock Market, except Manfred F. Dyck.

Name of Nominee and Certain Biographical Information

MANFRED F. DYCK, age 83: Chairman of the Board of the Company since June 1983 and Chief Executive Officer of the Company from 1989 until 2018 when he became President of R&D; Director of Biosearch Medical Products, Inc. from 1975 until 2000 when it was acquired by the Company; Director of the Company since 1980. Mr. Dyck, as founder of the Company and a chemical engineer, is qualified to serve in the capacity of Director. He has not served as a director of another public company during the past five years.

DIETER HEINEMANN, age 80: Specialist, Frankfurt [Germany] Stock Exchange until October 31, 2003; Director of the Company since 1991. Mr. Heinemann brings over 40 years of experience in financial markets to his position as Director of the Company. He has not served as a director of another public company during the past five years.

ROBERT H. BEA, age 65: Vice President/Global Leader, QA Commercialization with Integra LifeSciences, Inc. since 2014; previously was Senior Vice President, Regulatory Affairs/Quality Management and Chief Compliance Officer for ViewRay, Inc. from 2011-2013; former Corporate Vice President, Regulatory and Quality Assurance, Siemens Medical Solutions USA, Inc. from 1994-2009; Vice President of Quality Assurance and Regulatory Affairs of Biosearch Medical Products, Inc. from 1992-1994. He previously worked at Johnson & Johnson where he held positions in Quality/Regulatory affairs from 1973-1991. Director of the Company since 1996. Mr. Bea possesses over twenty years of experience in directing the quality systems of corporations serving markets that are similar to the markets served by the Company. He has not served as a director of another public company during the past five years.

ARTHUR K. DEGEN, age 78: Director of the Company since 2013, Mr. Degen is currently a private investor, investing for his personal account, having extensive experience in investing and financial matters. Mr. Degen was an adjunct professor with NJIT (currently retired) and is also retired from PSE&G where he served in various capacities ranging from areas of cash forecasting and control, budgeting and facilities planning. He has not served as a director of another public company during the past five years.

JAMES S. PACETTI, age 60: Founder and President, Pace Medical Incorporated, a medical device manufacturers' representative group, since 1989. Mr. Pacetti was appointed to the Board in February 2016 and has over thirty five years of experience in the medical device industry in various sales and marketing capacities. He has not served as a director of another public company during the past five years.

GEORGE A. ZIETS, age 73: Director of the Company since 2009. Mr. Ziets has more than thirty years of executive experience in the areas of Pharmaceutical, OTC Drugs and Cosmetic products, serving markets in which the Company markets products. Previous Vice President of Research and Development, Quality Control, Manufacturing at H2O Personal Care from 2006-2009; Senior Vice President of R&D and Product Development at HK Insights from 2002-2006; Executive Vice President of Research & Development at L Brands Inc. for Bath & Body Works and Victoria Secret Personal Care from 1996-2002; Vice President of Research and Development at Maybelline Cosmetics Inc., L'Oreal and Yardley Skin Care from 1990-1996; Executive Director of Research and Development at Johnson & Johnson in Prescription Development and Over the Counter Drug/Device Products from 1983-1990. He has not served as a Director of another public company during the past five years.

Security Ownership of Management

<u>Name</u>	<u>Stock Owned</u> ⁽¹⁾	<u>%</u>
MANFRED F. DYCK	1,618,376 ⁽²⁾	33.9%
DIETER HEINEMANN	816,000 ⁽³⁾	17.1%
ROBERT H. BEA	10,000	Less than 1%
ARTHUR K. DEGEN	4,000	Less than 1%
JAMES S. PACETTI	- 0 -	-
GEORGE A. ZIETS	- 0 -	-
PETER M. von DYCK	44,552	0.9%
MARTIN C. DYCK	- 0 -	-
ROBERT Y. LEE	- 0 -	-
JOHN KONAR	- 0 -	-
GERARD M. BRENNAN	- 0 -	-
All directors and officers as a group (11 persons)	2,492,928	52.2%

⁽¹⁾ As of October 26, 2018. Except as otherwise indicated below, each nominee has sole voting and investment power with respect to all shares shown in the table as beneficially owned by such person.

⁽²⁾ Includes an aggregate of 60,000 shares held by Mr. Dyck as custodian/trustee for certain of his children and grandchildren and does not include 83,004 shares held with sole voting investment power by Mr. Dyck's children or shares held by his wife, as to which Mr. Dyck disclaims beneficial ownership.

⁽³⁾ Does not include 135,000 shares held by the wife and children of Mr. Heinemann as to which he disclaims beneficial ownership.

Nominating Committee

The Company does not have a Nominating Committee nor does it have a policy with respect to consideration of candidates recommended by shareholders. The Company's Board of Directors believes that its current practice of networking to seek out potential candidates results in Board of Director candidates who have the scientific or business background that can adequately represent the interests of the shareholders. All Directors participate in the consideration of director nominees. All Directors have been re-nominated to stand for election. All candidates have accepted the nomination.

Board Governance

The Company does not have a lead independent director, as the majority of the Board members are independent directors.

Compensation Discussion, Analysis and Risk

As of October 2018, a Compensation Committee, comprised of various members of the Board (five of six of the Board members are independent directors), recommends to the full Board the annual compensation, including bonuses, of the officers of the Corporation (see Compensation of Executive Officers). The Company maintains a 401(k) Retirement Plan, which is open to all full-time employees. No stock of the Company is maintained in this plan. The Company is of the opinion that the salaries and other compensation of its employees accurately reflect the market requirement to attract and retain talented individuals and such compensation is not related to any risk or risk profiles that the Company may experience.

Meetings and Directors' Compensation

During the past fiscal year, the Board of Directors of the Company met four times. The Company does not have a policy with respect to attendance of Directors at the Annual Meeting. While the Company expects all Directors to attend the Annual Meeting, the Company recognizes that occasionally factors beyond a Director's control can impact his or her ability to attend.

The compensation for attendance at regular or special meetings either in person or on a video link is \$1,000 per meeting. Attendance via telephone is \$200 per meeting. The compensation for operational meetings is \$500 per meeting.

Directors are awarded stock options pursuant to the Stock Option Plan approved on January 22, 1998, as amended (see Stock Options). Directors who waive their stock options are given \$300 for every 2,000 stock options waived. This avoids the Company having to take an expense for the options at market value under current accounting rules. For the fiscal year ended June 30, 2018, all Directors waived the awarding of their stock options.

The following table sets forth information with respect to fees paid to Directors during the fiscal year ended June 30, 2018:

Director	Meeting Fees	Cash Paid in lieu of Stock Options	Total
Robert H. Bea	\$ 4,000	\$ 1,200	\$ 5,200
Arthur K. Degen	4,000	1,200	5,200
Dieter Heinemann	4,000	1,200	5,200
James S. Pacetti	3,000	900	3,900
George A. Ziets	4,000	900	4,900

Directors fees paid to Manfred F. Dyck are shown in the Executive Compensation Table.

Audit Committee

On December 1, 2010, the Board appointed an Audit Committee, presently consisting of only independent directors: Robert Bea (Chairman) and George A. Ziets. None of these members are "financial experts" as the Company is of the opinion that the financial affairs of the Company are not complex and are within the scope of the collective experience of the members of the Audit Committee. In the event any financially complex issues arise, the Audit Committee is empowered by its charter to retain or hire such independent expertise as it deems necessary. The Audit Committee charter is posted on the Company's web site at http://www.hydromer.com/audit_charter.html. The Audit Committee met once to review the financial statements and related matters for the fiscal year ended June 30, 2018. It issued the following report:

Audit Committee Report

The following is the audit committee's report submitted to the Board of Directors for the fiscal year ended June 30, 2018.

The Audit Committee of the Board of Directors has:

- a. Reviewed the Audit Committee charter and determined that the current text is not in need of amendment.
- b. Reviewed the Company's Policy on Business Practices and found it to accurately reflect the policies of the Board of Directors.
- c. Reviewed the Code of Ethics for the CEO and CFO and found it to be acceptable and not in need of revision.
- d. Reviewed and discussed the report on the assessment of the effectiveness of the financial control system submitted by management.
- e. Reviewed and discussed the Company's audited financial statements for the year ended June 30, 2018 with the Company's management.
- f. Discussed with Rosenberg Rich Baker Berman & Company ("RRBB"), the Company's independent accountants, the matters required to be discussed under Auditing Standard No. 16, Communications With Audit Committees.
- g. Reviewed the written disclosures and the letter from RRBB required by Ethics and Independence Rule 3526, and discussed with RRBB its independence.

Based on the foregoing review and discussion, the Audit Committee recommends to the Board of Directors that the audited financial statements be included in the Company's Annual Report for the fiscal year ended June 30, 2018.

THE AUDIT COMMITTEE
Robert H. Bea and George A. Ziets

Corporate Policy on Business Practices

On June 22, 2000, the Board adopted a set of policies applicable to directors, officers and employees of the Company covering the following subjects: 1. Loyalty to Corporation; 2. Conflict of Interest; 3. Anti-Trust Compliance; 4. Inside Information and Trading in Company's Securities; 5. Prohibition on Political Contributions; 6. Equal Opportunity Employment; 7. Environmental Health; and 8. Legal Compliance. The current policies are posted on the Company's web site at <http://www.hydromer.com/HYDLEGPO.R04.pdf>. The Company conducts training sessions for all management and supervisory personnel on topics related to these business practices. New management or supervisory employees attend a course on corporate ethics.

Code of Ethics for the CEO and CFO

On May 12, 2004, the Company adopted a Code of Ethics for the CEO and CFO. This Code is posted on the Company's web site at <http://www.hydromer.com/codeofethics.html>. The Code includes the procedure to be used to report a violation of this Code. No reports were received during the fiscal year ended June 30, 2018.

Shareholder Communications

The Company has a practice of bringing all reasonable communications from shareholders to the attention of the Directors at regular Board meetings, which are usually held four times per year. The volume of such communications has been minimal. Address all communications via mail to: Corporate Secretary, Hydromer, Inc., 35 Industrial Parkway, Branchburg, NJ 08876.

Executive Officers

Manfred F. Dyck, Chairman of the Board of the Company since June 1983 and a Director of the Company since its inception. Mr. Dyck served as Chief Executive Officer of the Company from its inception until October 1986, and from August 1989 until October 2018, when he assumed the Presidency of R&D. Mr. Dyck has been Chief Executive Officer and a Director of Biosearch Medical Products Inc. from 1975 to 2000 (when Biosearch became a wholly owned subsidiary). He holds a B.S. in Chemical Engineering.

Peter M. von Dyck, promoted to Chief Executive Officer of the Company in October 2018 after rejoining the Company as the Chief Strategy and Business Development Officer in October 2017. Peter began his professional career as a Sales Manager/Product Manager for the Company from 1989-1994 after which he became the youngest to lead global integration, rebranding and commercial introduction of over 90 medical devices for Sherwood, Davis & Geck from 1994-1997 before starting his own company, Zassi Medical Evolutions, Inc as CEO. There he led the creation of a best-in-class global infrastructure of the medical device company while attracting venture funding and awarded over 10 utility medical device patents. Peter also led Zassi Medical to #1 ranking of the 50 Fastest Growing Private Companies before exiting at over 15x revenue to begin his new venture in 2006 as CEO of e-Zassi LLC, a SaaS organization in open innovation management software. His other honors includes Ernst & Young's Florida Entrepreneur of the Year for Life Sciences (2000), Florida Governor Business Diversification Award for Entrepreneur (2003), MDDI Gold Medal, Design Excellence in Medical Devices (2004), MDDI 100 Most Notable in Medical Device Industry (2004), MDDI Top Companies to Watch (2006) and Leading Technology Executive (2010). Peter M. von Dyck is the son of Mr. Manfred F. Dyck.

Robert Y. Lee, CPA, MBA, Vice President of Finance, Chief Financial Officer and Treasurer since June 2001. Mr. Lee earned a MBA in Finance and International Business, and a Bachelor of Science in Accounting and Information Systems, both from New York University's Stern School of Business. His professional experience includes tenure in the Emerging Business Group of the New York office of PricewaterhouseCoopers; the Bristol-Myers Squibb Internal Auditing group; Southern Copper Corporation part of Grupo Mexico; and Citigroup's Trading and Capital Markets Division in New York.

Martin C. Dyck, Executive Vice President of Operations since 2001 and, prior thereto, Vice President of Operations of the Company from February 2000. Mr. Dyck also serves as President of the Company's wholly owned subsidiary, Biosearch Medical Products, Inc. since 1998. Prior to that he served as Vice President of Operations. Martin C. Dyck is the son of Mr. Manfred F. Dyck. He holds a B.S. in Finance with a minor in Mechanical Engineering.

John Konar, Vice President of Quality Assurance since February 2004 and Director of Human Resources since 1996 (with Biosearch Medical Products, Inc. before its acquisition by the Company in 2000, and with both companies thereafter). Since joining Biosearch in 1986, Mr. Konar has been Director of Sales from 1996 until 2000, Director of Quality Assurance from 1998 to 2004, until promoted to Vice President of Quality Assurance, and Director of Manufacturing of Biosearch from 2000-2001.

Executive Compensation/Risk Profile

The following table sets forth information concerning cash compensation paid or accrued by the Company during the fiscal years ended June 30, 2018 and June 30, 2017 to the CEO and each of the two highest paid executive officers of the Company.

SUMMARY COMPENSATION TABLE									
Name and principal position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$) (a)	Non-Equity Inc Plan Comp. (\$)	Nonqual Deferred Comp. Earnings (\$)	All Other Comp. (\$) (b)	Total (\$)
Peter M. von Dyck, CEO ¹	2018	\$ 83,077	\$36,418	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 119,495
Manfred F. Dyck, CEO/President ²	2018	\$269,100	0	0	0	0	0	\$15,700	\$ 284,800
	2017	\$269,100	\$ 5,000	0	0	0	0	\$15,200	\$ 289,300
Martin C. Dyck, Executive Vice President	2018	\$162,000	0	0	0	0	0	\$10,500	\$ 172,500
	2017	\$162,000	\$ 5,000	0	0	0	0	\$10,000	\$ 177,000
Robert Y. Lee, VP, Finance, CFO	2018	\$147,000	0	0	0	0	0	\$10,500	\$ 157,500
	2017	\$147,000	\$ 5,000	0	0	0	0	\$10,000	\$ 157,000

¹ Peter M. von Dyck was appointed as Chief Executive Officer on September 14, 2018. The salary and bonus compensation presented is of his position as Chief Strategy and Business Development Officer, when he joined the Company on October 17, 2017.

² Manfred F. Dyck was CEO and President until September 14, 2018.

Notes:

^(a) Option awards for active directors were waived for a payment of \$300 for each 2,000 options waived. Such payments are included in (b) All Other Comp. for Mr. Manfred F. Dyck.

^(b) Amount of automobile allowance, which was earned and accrued in the year shown. In the case of Mr. Manfred F. Dyck, this amount also includes Director's fees and option waiver payments.

The Company does not base any compensation policies on any risk or risk profiles. Compensation is based on conditions in the employment market and set at levels to hire and retain competent executive and non-executive employees. The Company does not have any compensation plans that are or could be considered "golden parachutes".

The aggregate value of Common Stock of the Company held by Manfred F. Dyck individually and in trust, as of June 30, 2018 was approximately \$679,718 (based on a market price of \$0.42 per share).

Stock Options

On January 22, 1998, the Board of Directors approved an option plan for directors of the Company who attend all the Board meetings that provided for the grant of 5,000 options at a strike price equal to the market price of the stock on September 1, 1998 and for each subsequent year on the record date for the Annual Meeting. On February 22, 2000, the option plan was amended to grant each director 2,000 options for each meeting attended with a strike price at market rate, defined as the prior five-day-weighted high/low average, set just prior to the Annual Meeting date. The options are dated on the date of grant. Beginning in 2007, the Directors can receive \$300 for each 2,000 options waived in lieu of being awarded stock options. All Directors have waived the options; therefore, no options have been issued in the fiscal year ended June 30, 2018 pursuant to this plan.

On November 14, 2007, the shareholders approved Employee Stock Option Plan 2007-1, pursuant to which employees may be awarded options at the weighted average market price for the five days preceding the grant, upon the recommendation of the CEO and approval of all independent Directors. The options would have a term of five years and 1/3 of the options would vest at the end of each of the succeeding three years after the date of the grant. No options were awarded under this plan in the fiscal year ended June 30, 2018.

There are currently no options outstanding under the Company's option plans.

Certain Arrangements with Directors and Executive Officers

There are no loans, credit arrangements or other similar arrangements with Directors or Officers of the Company.

The daughter of Mr. Manfred F. Dyck is employed by the Company as a Product Manager.

Information Concerning Certain Shareholders

The shareholders (including any related group) who, to the knowledge of the Board of Directors of the Company, owned beneficially more than 5% of the outstanding Common Stock as of October 26, 2018 are set forth in the following table.

<u>Name and Address</u>	Shares of Common Stock Owned <u>Beneficially</u> ⁽¹⁾	<u>Percent of Class</u>
Manfred F. Dyck 255 Holland Road Far Hills, NJ 07931	1,618,376 ⁽²⁾⁽³⁾	33.9%
Dieter Heinemann Goldbergweg 6460599 Frankfurt AM Federal Republic of Germany	816,000 ⁽⁴⁾	17.1%

Notes:

⁽¹⁾ As of October 26, 2018, except as otherwise indicated below, each nominee had sole voting and investment power with respect to all shares shown in the table as beneficially owned by such nominee.

⁽²⁾ Includes an aggregate of 60,000 shares held by Mr. Dyck as custodian/trustee for certain of his children and grandchildren and does not include 83,004 shares held with sole voting and investment power by Mr. Dyck's children, as to which Mr. Dyck disclaims beneficial ownership.

⁽³⁾ Does not include 215,205 shares held by Mr. Dyck's wife, individually and as custodian.

⁽⁴⁾ Does not include 135,000 shares held by the wife and children of Mr. Heinemann as to which he disclaims beneficial ownership.

Other Information Concerning Directors, Officers and Shareholders

There is no other information regarding Directors, Officers and shareholders.

II. RATIFICATION OF SELECTION OF INDEPENDENT PUBLIC ACCOUNTANTS (Proposal II)

Subject to ratification by the shareholders, the Board of Directors has selected the firm of Rosenberg Rich Baker Berman & Company ("RRBB") as the Company's independent public accountants for the fiscal year ending June 30, 2019. Payments to RRBB during the fiscal years ended June 30, 2018 and June 30, 2017 were \$25,000 and \$25,000, respectively, all for audit fees. There were no other payments for other services such as audit related fees, tax fees or other fees. The Audit Committee approved 100% of the fees paid to RRBB.

Representatives of RRBB are expected to be present at the Annual Meeting. They will have an opportunity to make a statement and will also be available to respond to appropriate questions from shareholders.

III. RATIFICATION OF STOCK OPTION PLAN (Proposal III)

Subject to ratification by the shareholders, the Board of Directors approved an option comprising of a pool of 400,000 common share options for issuances towards employment recruitment or employee incentives, as determined from time to time by the Board.

IV. OTHER MATTERS

The Board of Directors of the Company does not know of any other matters that may be brought before the Annual Meeting. However, if any such other matters are properly presented for action, it is the intention of the persons named in the accompanying form of proxy to vote the shares represented thereby in accordance with their judgment on such matters.

V. MISCELLANEOUS

If the accompanying form of proxy is executed and returned, the shares represented thereby will be voted in accordance with the terms of the proxy, unless the proxy is revoked by written notice addressed to and received by the Secretary prior to the Annual Meeting. If no directions are indicated in such proxy, the shares represented thereby will be voted in the election of Directors in favor of the nominees proposed by the Board of Directors, in favor of ratification of the independent public accountants, and in favor of ratification of the Stock Option Plan; **therefore, it is important to provide your broker with voting instructions.**

The casting of a ballot at the Annual Meeting by a shareholder who may previously have given a proxy will not have the effect of revoking the proxy unless the shareholder so notifies the Secretary of the meeting in writing at any time prior to the voting of the shares represented by the proxy. A form for revoking your proxy will be available at the meeting. Votes that are withheld and broker non-votes will be treated as shares that are present for purposes of determining a quorum. Withheld votes will be excluded in determining whether a nominee for Director has received a plurality of the votes cast. All costs relating to the solicitation of proxies will be borne by the Company. It is important that proxies be returned promptly. Shareholders who do not expect to attend the Annual Meeting in person are urged to mark their vote, sign and date the accompanying form of proxy, and mail it in the enclosed return envelope, which requires no postage if mailed in the United States, so that their vote can be recorded. Alternatively you may vote by telephone or via the Internet.

VI. SHAREHOLDER NOMINATIONS/PROPOSALS

The Company must receive shareholder proposals submitted that are intended to be presented at the 2019 Annual Meeting of Shareholders of the Company by July 19, 2019 in order for the proposal to be considered for inclusion in the Company's Proxy Statement relating to such meeting. The Company must receive any shareholder proposal that is not submitted by the shareholder for inclusion in next year's Proxy Statement, but that the shareholder instead intends to present directly at the 2019 Annual Meeting, by August 16, 2019.

VII. INTERNET WEB SITE

The Company maintains a Web site on the Internet with an address of <http://www.hydrumer.com>, which describes the products and services sold by the Company and contains product brochures, which can be downloaded. The Web site contains links to the Company's financial statements, Proxy Statement, Policy on Business Conduct, the Audit Committee Charter, and the Code of Ethics for the CEO and CFO, which any person can use to obtain copies of these documents. Also provided are links to various financial services sites, which post the current stock price and current press releases. Shareholders are invited to browse this information.