

# ANNUAL MEETING OF SHAREHOLDERS OF FORTUNE INDUSTRIES, INC.

February 21, 2011

**NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:**

The Notice of Meeting, proxy statement and proxy card are available at [www.ffi.net](http://www.ffi.net).

Please sign, date and mail your proxy card in the envelope provided as soon as possible.

↓ Please detach along perforated line and mail in the envelope provided. ↓

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**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE NOMINEES LISTED BELOW IN PROPOSAL 1, "FOR" PROPOSAL 2, "THREE YEARS" FOR PROPOSAL 3, AND "FOR" PROPOSAL 4. PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE**

1. Election of Directors: Election of Directors: To elect five directors to serve until the next Annual Meeting of Shareholders and/or until their successors have been elected and qualified. The nominees are as follows:

- FOR ALL NOMINEES
- WITHHOLD AUTHORITY FOR ALL NOMINEES
- FOR ALL EXCEPT (See instructions below)

- NOMINEES:**
- Carter M. Fortune
  - David A. Berry
  - P. Andy Rayl
  - Richard F. Suja
  - Paul J. Hayes

2. To adopt a non-binding resolution to approve the compensation of our named executive officers. FOR  AGAINST  ABSTAIN
3. Advisory vote on the frequency of the non-binding resolution to approve the compensation of our named executive officers. 1 year  2 years  3 years  ABSTAIN
4. Ratification of the appointment of Somerset CPA's, P.C. as the Company's auditors for the fiscal year 2011. FOR  AGAINST  ABSTAIN

The undersigned acknowledges receipt from the Company before the execution of this proxy of the Notice of Annual Meeting of Shareholders, a Proxy Statement for the Annual Meeting of Shareholders and the 2010 Annual Report to Shareholders.

**INSTRUCTIONS:** To withhold authority to vote for any individual nominee(s), mark "FOR ALL EXCEPT" and fill in the circle next to each nominee you wish to withhold, as shown here: ●

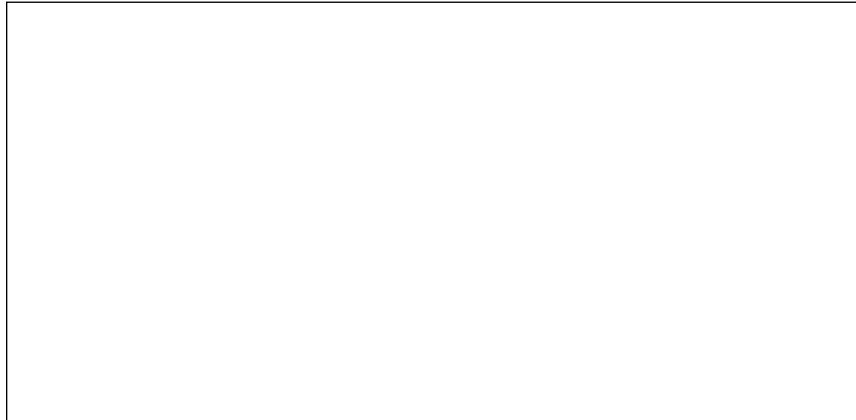
**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

Please indicate if you plan to attend this meeting.

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Shareholder  Date:  Signature of Shareholder  Date:

**Note:** Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.



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**FORTUNE INDUSTRIES, INC.**

**6402 Corporate Drive  
INDIANAPOLIS, IN 46278**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

The undersigned hereby appoints Carter M. Fortune as proxy, each with full power of substitution, to represent and vote as designated on the reverse side, all the shares of Common Stock of Fortune Industries, Inc. held of record by the undersigned on December 31, 2010, at the Annual Meeting of Shareholders to be held at the Company's headquarters at 6402 Corporate Drive, Indianapolis, IN, on February 21, 2011, or any adjournment or postponement thereof.

**(Continued and to be signed on the reverse side.)**

