

CERTIFICATION OF INSPECTORS OF ELECTION:

We, the undersigned, duly appointed to act as Inspectors of Election, certify:

1. The Annual Meeting of the stockholders of United-Guardian, Inc., was held at the offices of Holtz Rubenstein Reminick LLP in Melville, NY on the 15th day of May, 2013, at 10:00 in the forenoon.

2. Before entering upon our duties as Inspectors at the meeting we took and subscribed the oath of office, which is annexed hereto.

3. A quorum of the shares entitled to vote was represented at the meeting.

4. The holders of 4,159,130 shares were present in person or by proxy.

The following named persons received the number of votes set opposite their respective names as cast by holders of shares entitled to vote for Directors of the Corporation for the ensuing year.

DIRECTOR	FOR	WITHHELD	BROKER NON-VOTES
Robert S. Rubinger	929,467	297,396	2,932,267
Kenneth H. Globus	934,691	292,172	2,932,267
Lawrence F. Maietta	927,847	299,016	2,932,267
Arthur M. Dresner	1,202,759	24,104	2,932,267
Andrew A. Boccone	1,201,980	24,883	2,932,267
Christopher W. Nolan, Sr.	1,201,872	24,991	2,932,267

Approval, on an advisory basis, of a shareholder vote every year on the compensation paid to the company's named executive officers.

For- 808,799 Against- 37,041 Abstain- 381,023 Broker Non-votes- 2,932,267

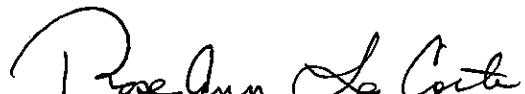
Approval, on an advisory basis, of the compensation of the company's named executive officers.

For - 781,859 Against - 61,800 Abstain- 383,204 Broker Non-votes- 2,932,267

Vote on the appointment of Holtz Rubenstein Reminick LLP as auditors for the ensuing year:

For - 4,096,164 Against - 27,501 Abstain- 35,465

Dated: May 15, 2013


Inspector of Election


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