

Howard Bancorp Inc  
Form DEFA14A  
April 11, 2019

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

Filed by the Registrant

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))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**Howard Bancorp, Inc.**  
**(Name of Registrant as Specified In Its Charter)**

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

Payment of Filing Fee (Check the appropriate box):

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:

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Here's how to order a copy of the proxy materials and select delivery preferences: Current and future delivery requests can be submitted using the options below. If you request an email copy, you will receive an email with a link to the current meeting materials. PLEASE NOTE: You must use the number in the shaded bar on the reverse side when requesting a copy of the proxy materials. — Internet – Go to [www.investorvote.com/HBMD](http://www.investorvote.com/HBMD). — Phone – Call us free of charge at 1-866-641-4276. — Email – Send an email to [investorvote@computershare.com](mailto:investorvote@computershare.com) with “Proxy Materials Howard Bancorp, Inc.” in the subject line. Include your full name and address, plus the number located in the shaded bar on the reverse side, and state that you want a paper copy of the meeting materials. To facilitate timely delivery, requests for a paper copy of proxy materials must be received by May 13, 2019. Howard Bancorp, Inc.'s Annual Meeting of Stockholders will be held on May 22, 2019 at 3301 Boston Street, Baltimore, MD 21224 at 11:30 a.m. Eastern Standard Time. Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations. The Board of Directors recommend a vote FOR all the nominees listed and FOR Proposals 2, 3, 4 and 6 and EVERY YEAR for Proposal 5: 1. Election of Directors Class II - terms expiring in 2022. 2. To approve the amendment to the Company's Articles of Incorporation, as amended (the "Charter") to allow the Company's Stockholders to amend the Company's Amended and Restated Bylaws. 3. To approve amendments to the Charter to change the current super-majority vote requirement to amend certain sections of the Charter to a majority vote standard. 4. To approve a non-binding advisory proposal to approve the compensation of the Company's named executive officers. 5. To approve a non-binding advisory proposal regarding the frequency of stockholder advisory vote on executive compensation. 6. To ratify the appointment of Dixon Hughes Goodman LLP as the independent registered public accounting firm to audit the Company's financial statements for 2019. PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must go online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you. Stockholder Meeting Notice