

SUPREME INDUSTRIES INC
Form DEF 14A
March 20, 2003

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE
SECURITIES EXCHANGE ACT OF 1934 (AMENDMENT NO. _____)

Filed by the Registrant /X/

Filed by a party other than the Registrant //

Check the appropriate box:

// Preliminary Proxy Statement

/X/ Definitive Proxy Statement

// Definitive Additional Materials

// Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

// Confidential, for use of the Commission only (as permitted by Rule 14a-6 (e) (2))

SUPREME INDUSTRIES, 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):

/X/ No fee required.

// Fee computed on table below per exchange Act Rules 14a-6 (i) (4) and 0-11.

The annual meeting of shareholders of Supreme Industries, Inc. (the "Company") will be held at the Courtyard by Marriott, 19 East, Goshen, Indiana on May 8, 2003 at 10:00 a.m. Eastern Standard Time for the following purposes:

- 1. To elect nine directors to serve until the next annual meeting of shareholders and until their respective successors shall be elected and qualified;
- 2. To ratify the selection of Crowe, Chizek and Company LLP as independent auditors; and
- 3. To transact such other business as may properly come before the meeting and any adjournment thereof.

Information regarding matters to be acted upon at this meeting is contained in the accompanying Proxy Statement. Only shareholders of record at the close of business on March 13, 2003 are entitled to notice of and to vote at the meeting and any adjournment thereof.

All shareholders are cordially invited to attend the meeting. Whether or not you plan to attend, please complete, sign, and return the enclosed proxy in the accompanying addressed envelope for which postage is prepaid. You may revoke the proxy at any time prior to the commencement of the meeting.

By Order of the Board of Directors

William J. Barrett
Secretary

March 20, 2003

IT IS IMPORTANT THAT YOUR STOCK BE REPRESENTED AT THE MEETING, REGARDLESS OF THE NUMBER OF SHARES YOU HOLD. PLEASE COMPLETE, SIGN, AND RETURN PROMPTLY THE ENCLOSED PROXY IN THE ACCOMPANYING ENVELOPE, WHETHER OR NOT YOU INTEND TO BE PRESENT AT THE MEETING.

SOLICITATION OF PROXIES

This Proxy Statement and accompanying Proxy are furnished to shareholders in connection with the solicitation of proxies by Directors of Supreme Industries, Inc. (the "Company") for use at the Annual Meeting of Shareholders to be held at the Courtyard Marriott, 1930 Lincolnway East, Goshen, Indiana, 10:00 a.m. Eastern Standard Time on May 8, 2003, or at any adjournment thereof. Notice of Meeting, the form of Proxy, and this Proxy Statement are being mailed to the Company's shareholders on or about May 6, 2003.

The expense of proxy solicitation will be borne by the Company. Although solicitation is to be made primarily through the mail, the Company's officers and/or employees and those of its transfer agent may solicit proxies by telephone or personal contact, but no additional compensation will be paid by the Company for such solicitation material regarding the meeting to beneficial owners of the Company's Common Stock, and in such event the Company will reimburse them for all accountable costs so incurred.

A copy of the Annual Report to Shareholders of the Company for its fiscal year ended December 28, 2002, is being mailed with this Proxy Statement to all such shareholders entitled to vote, but does not form any part of the information for solicitation of proxies.

RECORD DATE AND VOTING SECURITIES

The Board of Directors of the Company has fixed the close of business on March 13, 2003, as the record date for determination of shareholders entitled to notice of and to vote at the Annual Meeting. As of the record date, there were 8,897,986 shares of Class A Common Stock and 1,917,394 shares of Class B Common Stock of the Company issued and outstanding. The presence, in person or by proxy, of holders of a majority of the issued and outstanding shares of Common Stock as of the record date is necessary to constitute a quorum for the Annual Meeting with respect to matters upon which both classes of Common Stock are entitled to vote.

ACTION TO BE TAKEN AND VOTE REQUIRED

Action will be taken at the meeting to elect a Board of Directors and to ratify the selection of Crowe, Chizek and Company LLP as independent auditors. The proxy will be voted in accordance with the directions specified thereon, and otherwise in accordance with the best judgment of the persons designated as proxies. Any proxy on which no directions are specified will be voted for the election of the persons named herein, and otherwise in accordance with the judgment of the persons designated as proxies. Any person executing the proxy may nevertheless revoke it at any time prior to the actual voting thereof by filing with the Secretary of the Company either a written instrument expressly revoking it or a duly executed proxy bearing a later date. Furthermore, such person may nevertheless elect to attend the meeting and vote in person, in which event, the proxy will be suspended.

The Company's Certificate of Incorporation authorizes two classes of \$.10 par value Common Stock (designated Class A and Class B) as well as one class of \$1.00 par value preferred stock. No shares of the preferred stock are outstanding. In voting on all matters that come before the meeting, a shareholder of either Class A or Class B Common Stock will be entitled to one vote, in person or by proxy, for each share held in his name on the record date, except that the holders of Class A Common Stock shall be entitled to elect that number (rounded down) of directors equal to the total number of directors to be elected divided by three, i.e., three directors, and the holders of Class B Common Stock shall be entitled to elect the remaining directors. The election of three directors by the holders of the Class A Common Stock requires the affirmative vote of a majority of the shares of Class A Common Stock represented in person or by proxy at the meeting at which a majority of the outstanding Class A shares is present. The Company's Certificate of Incorporation prohibits cumulative voting. The ratification of the selection of auditors requires the affirmative vote of the holders of a majority of the outstanding shares of the Class A Common Stock present, in person or by proxy, at the annual meeting.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following tabulation sets forth the names of those persons who are known to Management to be the beneficial owners as of March 13, 2003 of more than five percent of the Company's Class A or Class B Common Stock. Such tabulation also sets forth the number of shares of the Company's Class A or Class B Common Stock beneficially owned as of March 13, 2003 by all of the Company's directors and officers (naming them) and all directors and officers of the Company as a group (without naming them). Persons having direct beneficial ownership of the Company's Common Stock possess the sole voting and dispositive power in regard to such stock. Class B Common Stock is convertible on a one-for-one basis into an equal number of shares of Class A Common Stock, and ownership of Class B shares shall constitute beneficial ownership of Class A shares under Rule 13d-3(d)(1) promulgated under the Securities Exchange Act of 1934. As of March 13, 2003, there were 8,897,986 Class A shares and 1,917,394 Class B shares outstanding.

The following tabulation also includes Class A shares covered by options granted under the Company's 1992, 1998 and 2001 Stock Option Plans, which options are collectively referred to as "Stock Options". The Stock Options have no voting or dividend rights.

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Mark E. Brady and Robert J. Suttman		Class A		863,236									
7777 Washington Village Drive, Suite 210													
Dayton, OH 45459													
William Hazel		Class A		829,994									
7777 Washington Village Drive, Suite 210													
Dayton, OH 45459													
Bernie Holtgrieve and Eubel Brady & Suttman		Class A		829,994									
Asset Management, Inc.													
7777 Washington Village Drive, Suite 210													
Dayton, OH 45459													
Wilco Management Corporation		Class A		554,680									
2360 West Joppa Road													
Lutherville, MD 21093													
Thomas Cantwell		Class A		650,511 (2)(6)									
#1 McGill St., Apt. 1010		Class B		637,224									
Montreal, Quebec, Canada H2Y 4A3													
Herbert M. Gardner		Class A		888,693 (2)(3)(6)									
636 River Road		Class B		496,285 (3)									
Fair Haven, NJ 07704													
William J. Barrett		Class A		1,209,875 (2)(4)(6)									
636 River Road		Class B		568,452 (4)									
Fair Haven, NJ 07704													

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Omer G. Kropf	Class A	607,257 (2)
2581 East Kercher Road		
Goshen, IN 46528		
Robert J. Campbell	Class A	122,720 (2)(5)(6)
15690 Treasure Cove	Class B	40,040
Bullard, TX 75757		

4

Name and Address of Beneficial Owner	Title Class	Amount and Nature of Beneficial Ownership
Rice M. Tilley, Jr.	Class A	39,811 (2)
1600 West Seventh Street		
Suite 500		
Fort Worth, TX 76102		
Robert W. Wilson	Class A	104,404 (2)
2581 East Kercher Road		
Goshen, IN 46528		
H. Douglas Schrock	Class A	81,278 (2)
68143 Clunette Street		
New Paris, IN 46553		
All directors and officers as a group of (9) persons	Class A	3,704,549 (2)(3)(4)(5)(6)
	Class B	1,742,001 (3)(4)

* Less than 1%

(1) The percentage calculations have been made in accordance with Rule 13d-3(d)(1) promulgated under the Securities Exchange Act of 1934. In making these calculations, shares beneficially owned by a person as a result of the ownership of Stock Options, or ownership of Class B Common Stock, were deemed to be currently outstanding solely with respect to the holders of such options or Class B Common Stock.

(2) Includes the number of Class A Shares set forth opposite the persons named in the following table which shares are beneficially owned as a result of the ownership of Stock Options under the Company's 1992, 1998 and 2001 Stock Option Plans.

	Stock		
	Options		
Thomas Cantwell	13,287		
Herbert M. Gardner	86,637		
William J. Barrett	86,637		
Omer G. Kropf	102,662		
Robert J. Campbell	13,287		
Rice M. Tilley, Jr.	15,663		
Robert W. Wilson	83,839		
H. Douglas Schrock	9,954		
All directors and officers as a group	411,966		

(3) Includes 8,785 shares of Class A Common Stock and 51,447 shares of Class B Common Stock owned by Mr. Gardner's wife. Mr. Gardner has disclaimed beneficial ownership of these shares.

(4) Includes 74,260 shares of Class A Common Stock and 8,954 shares of Class B Common Stock owned by Mr. Barrett's wife. Mr. Barrett has disclaimed beneficial ownership of these shares.

(5) Includes 373 shares of Class A Common Stock owned beneficially by Mr. Campbell's wife, as custodian for their children. Mr. Campbell has disclaimed beneficial ownership of these shares.

(6) Includes the number of shares of Class A Common Stock which are deemed to be beneficially owned as a result of owners Class B Common Stock, which Class B shares are freely convertible on a one-for-one basis into Class A shares.

Depositories such as The Depository Trust Company (Cede & Company) as of March 13, 2003 held, in the aggregate, more than the Company's then outstanding Class A voting shares. The Company understands that such depositories hold such shares for the various participating brokers, banks, and other institutions which are entitled to vote such shares according to the instructions of the beneficial owners thereof. The Company has no reason to believe that any of such beneficial owners hold more than 5% of the outstanding voting securities.

ELECTION OF DIRECTORS

Nine directors are to be elected at the Annual Meeting of Shareholders. Unless otherwise instructed, the proxy holders will vote as directed by the proxy received by them for the nominees shown below for the term of one year and until their successors are duly elected and have qualified. The Company's Board of Directors is currently comprised of nine members. Of the persons named below, Messrs. Schrock, Tilley and Gardner have been nominated for election by the holders of Class A Common Stock, and the remaining persons have been nominated for election by the holders of Class B Common Stock.

Messrs. Gardner, Barrett, Kropf and Wilson were the executive officers of the Company as of December 28, 2002. Officers are elected annually by the Board of Directors at the Annual Meeting of Directors held immediately following the Annual Meeting of Shareholders.

Although it is not contemplated that any nominee will be unable to serve as a director, in such event the proxies will be voted for such other person as may be designated by the current Board of Directors. The Management of the Company has no reason to believe that any of the nominees will be unable or unwilling to serve if elected to office, and to the knowledge of Management all of the nominees intend to serve the entire term for which election is sought.

There are no family relationships by blood, marriage, or adoption between any director or executive officer, except Mr. Schrock, who is Mr. Barrett's brother-in-law. Mr. Tilley is a member of the law firm of Law, Snakard & Gambill, a Professional Corporation, which provides legal services for the Company during 2002.

Only nine nominees for director are named, even though the Company's bylaws allow a maximum of fifteen, since the proposed board is deemed adequate to meet the requirements of the Board of Directors. The proxies given by the Class A shareholders can be voted for more than three persons and the proxies given by Class B shareholders cannot be voted for more than six persons. The information set forth below with respect to each of the nominees has been furnished by each respective nominee.

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6

Name, Age, and Business Experience	Executive Officer Since	Positions
Herbert M. Gardner, 63	1979	Chairman of the B
Managing Director of Barrett-Gardner Associates, Inc., an investment banking firm since November 2002 and previously Senior Vice President of Janney Montgomery Scott LLC, investment bankers; Chairman of the Board of the Company since 1979 and President of the Company since June 1992. Director of Rumson-Fair Haven Bank and Trust Company, a New Jersey state independent, commercial bank and trust company; Also a Director of: Nu Horizons Electronics Corp., an electronic component distributor; iDine Rewards Network Inc., formerly Transmedia Network, Inc., a company that develops and markets transaction-based dining and other consumer savings programs; TGC Industries, Inc., a company engaged in the geophysical services industry; Hirsch International Corp., importer of computerized embroidery machines, and supplies; Co-Active Marketing Group, Inc., a marketing and sales promotion company.		
Omer G. Kropf, 61	1984	Executive Vice Pr
Executive Vice President of the Company since August 1984; President and Chief Executive Officer of Supreme Corporation, a subsidiary of the Company, from January 1984 to November 2000 and co-holder of Office of the President of Supreme Corporation since November 2000.		
William J. Barrett, 63	1979	Secretary and Ass

present, Director of Discreet Logic, Inc., a software development company; and Director, Locus Dialogue, Inc., a company in the voice recognition and computer telephoning fields.

 	 	n/a	 	None
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President of Smoker Craft, Inc., a pleasure boat manufacturer, since 1978; President of Earthway Products, Inc.; Director of Key Bank of Indiana	 	 	 	
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 	 	n/a	 	Assistant Secretary
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Member of the law firm of Law, Snakard & Gambill, a Professional Corporation, since 1965.	 	 	 	
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 	 	n/a	 	None
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Chief Financial Officer of Towne Air Freight, Inc., an air freight trucking company, since March 2001; Chief Financial Officer and Director of Shelter Components Corporation, a supplier to the recreational vehicle industry, from March 1986 to October 1998; Director of Geocel Holdings Corporation, a manufacturer of sealants and adhesives; Director of Therm-O-Lite, Inc., a manufacturer of interior insulating windows; Director of EVS, Inc., a manufacturer of emergency vehicle seating.	 	 	 	
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COMMITTEES AND MEETINGS OF THE BOARD OF DIRECTORS

We have discussed with Crowe, Chizek and Company LLP, the Company's independent accountants, the matters required to be disclosed under the Statement of Auditing Standards ("SAS") No. 61, "Communications with Audit Committees." SAS No. 61 requires the Company's independent accountants to provide us with additional information regarding the scope and results of their audit of the Company's financial statements, including with respect to (i) their responsibility under auditing standards generally accepted in the United States of America, (ii) significant accounting policies, (iii) management judgments and estimates, (iv) any significant audit adjustments, (v) any disagreements with management, and (vi) any difficulties encountered in performing the audit.

We have received from Crowe, Chizek and Company LLP a letter providing the disclosures required by Independence Standards Board Standard No. 1, "Independence Discussions with Audit Committees", with respect to any relationships between Crowe, Chizek and Company LLP and the Company that in their professional judgment may reasonably be thought to bear on their independence. Crowe, Chizek and Company LLP has discussed its independence with us and has confirmed in such letter that, in its professional judgment, it is independent of the Company within the meaning of the federal securities laws.

Based on the review and discussions described above with respect to the Company's audited financial statements included in the Company's 2002 Annual Report to Shareholders, we have recommended to the Board of Directors that such financial statements be included in the Company's Annual Report on Form 10-K for filing with the Securities and Exchange Commission.

As specified in the Audit Committee Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine whether the Company's financial statements are complete and accurate and in accordance with accounting principles generally accepted in the United States of America. That is the responsibility of management and the Company's independent accountants. In giving our recommendations to the Board of Directors, we have relied on (i) management's representation that such financial statements have been prepared with integrity and objectivity and in conformity with generally accepted accounting principles, and (ii) the report of the Company's independent accountants with respect to such financial statements.

 The Audit Committee:
 Rice M. Tilley, Jr. (Chair)
 Robert J. Campbell

Thomas Cantwell

Audit Fees

The aggregate fees billed by Crowe, Chizek and Company LLP for professional services rendered in connection with (i) the Company's annual financial statements set forth in the Company's Annual Report on Form 10-K for the year ended December 31, 2001, and (ii) the review of the Company's quarterly financial statements set forth in the Company's Quarterly Report on Form 10-Q for the quarters ended March 30, 2002, June 29, 2002 and September 28, 2002, were approximately \$120,800.

All Other Fees

The aggregate fees for all other services rendered by its independent accountants for the Company's most recent fiscal year were approximately \$172,100. These fees include work performed by the independent accountants with respect to preparation of corporate tax returns, tax compliance and planning projects and audits of employee benefit plans.

The Audit Committee has advised the Company that it has determined that the non-audit services rendered by the Company's independent accountants during the Company's most recent fiscal year are compatible with maintaining the independence of such accountants.

EXECUTIVE COMPENSATION

The following table sets forth the compensation paid or accrued by the Company and its subsidiaries for services rendered during the three fiscal years to the Company's chief executive officer and each of the most highly compensated executive officers of the Company whose cash compensation exceeds \$100,000.

Summary Compensation Table

Name and Principal Position	Year	Annual Compensation		Long Term Compensation
		Salary \$	Bonus \$	
Herbert M. Gardner (1) Chairman of the	2002	\$108,000	\$72,500	---
	2001	108,000	102,546	---

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Board

and President	 	2000	 	108,000	 	106,500	 	 	---	 	
 	 	 	 	 	 	 	 	 	 	 	
William J. Barrett (1)	 	2002	 	108,000	 	72,500	 	 	---	 	
Secretary and Assistant Treasurer	 	2001	 	108,000	 	102,546	 	 	---	 	
 	 	 	 	 	 	 	 	 	 	 	
Omer G. Kropf (2)	 	2002	 	240,000	 	109,784	 	 	---	 	
Executive Vice President	 	2001	 	240,000	 	365,800	 	 	---	 	
 	 	 	 	 	 	 	 	 	 	 	
Robert W. Wilson (3)	 	2002	 	135,000	 	109,784	 	 	---	 	
Executive Vice President, Treasurer and Chief Financial Officer	 	2001	 	132,692	 	182,900	 	 	---	 	
 	 	 	 	 	 	 	 	 	 	 	

(1) On January 1, 1993, the Company entered into three-year consulting agreements commencing on January 1, 1993 with Mr. Mr. Barrett for financial and advisory consulting services. On September 22, 1994, the Board of Directors approved an amend contracts so that on December 31st of each year the contracts will be extended for an additional year. The terms of the agreem Mr. Gardner and Mr. Barrett to receive annual consulting fees of \$108,000, plus a cash incentive performance fee in the amou if the pre-tax earnings of the Company exceed \$2,000,000, plus an amount equal to 0.6% of the amount by which such pre-tax exceed \$2,000,000.

(2) On May 1, 1998, the Company's wholly-owned subsidiary, Supreme Corporation, entered into a four-year employment cor

Mr. Kropf through April 30, 2002. On May 1, 2002, Supreme Corporation entered into a new three-year employment contract with Mr. Kropf through April 30, 2005. The terms of this agreement provide for a minimum base salary of \$240,000 per year plus a bonus subject to approval by the Board of Directors, based upon the Company's pre-tax operating performance.

(3) On January 1, 1998, the Company's wholly-owned subsidiary, Supreme Corporation, entered into a three-year employment contract with Mr. Wilson through December 31, 2000. On July 1, 2000, amendment number one extended the contract through December 31, 2002. The terms of the agreement provide for a minimum base salary of \$135,000 per year (subject to increase by the determination of Directors) plus a bonus subject to approval by the Board of Directors, based upon the Company's pre-tax operating performance.

(4) Includes the Company's matching contribution to its Section 401(k) Retirement Plan and payment of premiums for disability insurance coverage for the named executives.

Director Compensation

Outside directors are paid \$1,000 per board meeting attended and an additional \$6,000 annually. Members of the Audit Committee are paid \$1,000 per meeting. Non-employee members of the Executive Committee are paid \$2,000 per month. Each Director is reimbursed for out-of-pocket expenses incurred in attending Board or Committee meetings.

Aggregate Option/SAR Exercises in Last Fiscal Year and Fiscal Year-End Option/SAR Values

The following table sets forth certain information regarding the year-end value of options held by the Company's executive officers at the fiscal year ended December 28, 2002. There are no stock appreciation rights outstanding.

Name	Shares Acquired on Exercise	Value Realized at Exercise	Number of Unexercised Options at the Year-End	Value of Unexercised Options at Year-End
Herbert M. Gardner	---	\$ ---	67,887	\$ 20,400
William J. Barrett	---	---	67,887	14,200
Omer G. Kropf	---	---	66,903	11,800

The 2001 Stock Option Plan provides for the granting of options (collectively, the "2001 Options") to purchase shares of the Company's Common Stock to certain key employees of the Company and/or its affiliates, and certain individuals who are not employees of the Company or its affiliates but who from time to time provide substantial advice or other assistance or services to the Company and/or its affiliates. The 2001 Stock Option Plan authorizes the granting of options to acquire up to 750,000 shares of Class A Common Stock, subject to certain limitations set forth below, to be outstanding at any time. Subject to such limitations, there is no limit on the absolute number of awards that may be made under the 2001 Stock Option Plan. At the present time, there are approximately 40 employees of the Company, including officers and directors of the Company, who, in management's opinion, would be considered eligible to receive grants under the 2001 Stock Option Plan, although not all may actually receive grants. At December 28, 2002, there were 420,000 options outstanding under this plan, of which 35,832

Authority to administer the 2001 Stock Option Plan has been delegated to a committee (the "Committee") of the Board of Directors. As expressly provided by the 2001 Stock Option Plan, the Committee has authority, in its discretion, to award 2001 Options and to determine the terms and conditions (which need not be identical) of such 2001 Options, including the persons to whom, and the time or times at which, such 2001 Options will be awarded, the number of 2001 Options to be awarded to each such person, the exercise price of any such 2001 Options, and the terms and provisions of any agreement pursuant to which such 2001 Options will be awarded. The 2001 Stock Option Plan also provides that the Committee may be authorized by the Board of Directors to make cash awards as specified by the Board of Directors to the holder of a 2001 Option in connection with the exercise thereof. Subject to the limitation set forth below, the exercise price of the shares of stock covered by such 2001 Options will be determined by the Committee on the date of award.

Unless a Holder's option agreement provides otherwise, the following provisions will apply to exercises by the Holder of his or her 2001 Options. The 2001 Options may be exercised during the first twelve months following the date of grant. During the second year following the date of grant, one-third of the shares covered thereby may be exercised, and during the third year options covering up to two-thirds of such shares may be exercised. Thereafter, and until the options expire, the optionee may exercise options covering all of the shares. Persons over sixty-five years of age may exercise options covering up to one-half of the shares during the first year and thereafter may exercise all optioned shares. Subject to the provisions just described, options may be exercised as to all or any part of the shares covered thereby on one or more occasions, but, as a condition to exercise, cannot be exercised as to less than one hundred shares at any one time.

The exercise price of the shares of stock covered by each incentive stock option ("ISO"), within the meaning of Sec. 422 of the Internal Revenue Code of 1986, as amended (the "Code"), will not be less than the fair market value of stock on the date of award of such ISO, except in the case of an ISO awarded to any person who owns stock possessing more than ten percent (10%) of the total combined voting power of all classes of the Company, unless the exercise price is at least one hundred ten percent (110%) of the fair market value of the stock at the time of award. If the ISO is not exercisable after the expiration of five years from the date it is awarded.

The exercise price of the shares of Class A Common Stock covered by each 2001 Option that is not an ISO ("NSO") will not be less than 50% (50%) of the fair market value of the stock on the date of award of such NSO.

Payment for Class A Common Stock issued upon the exercise of a 2001 Option may be made in cash or, with the consent of the Committee, partly in cash and partly in such shares of Class A Common Stock. If payment is made, in whole or in part, with shares of Class A Common Stock, the Committee may issue to such Holder a new 2001 Option for a number of shares equal to the number of shares of Class A Common Stock delivered by such Holder to pay the exercise price of the previous 2001 Option. The new 2001 Option will have an exercise price equal to one hundred percent (100%) of the fair market value of the Class A Common Stock on the date of the exercise of such previous 2001 Option so issued will not be exercisable until the later of the date specified in an individual option agreement or six months after the date of grant.

In addition, the 2001 Stock Option Plan allows for the cashless exercise of options via the Sale Method. Under the Sale Method, the Committee, payment in full of the exercise price of the option may be made through the Company's receipt of a copy of instructions directing such broker to sell the stock for which the option is being exercised, to remit to the Company an amount equal to the exercise price of such option, with balance being remitted to the holder.

The duration of each 2001 Option will be for such period as the Committee determines at the time of award, but not for more than five years from the date of the award (or not more than five years from the date of award if the Holder owns stock representing more than 10% of the total voting power of all classes of stock) in the case of an ISO, and in either case may be exercised in whole or in part at any time or in installments, as determined by the Committee at the time of award, except that after the date of award, the Committee may determine the time or times at which a 2001 Option may be exercised.

In the event of any change in the number of outstanding shares of Class A Common Stock effected without receipt of consideration by the Company, by reason of a stock dividend, or split, combination, exchange of shares or other recapitalization, merger, or other transaction in which the Company is the surviving corporation, the aggregate number and class of reserved shares, the number and the class of shares of Class A Common Stock outstanding 2001 Option, and the exercise price of each outstanding 2001 Option shall be automatically adjusted accurately and fairly to give effect thereon of such change. Unless a Holder's option agreement provides otherwise, a dissolution or liquidation of the Company, or consolidations in which the Company is not the surviving corporation, or certain transactions in which another corporation becomes a subsidiary of the Company, shall cause such Holder's 2001 Option to terminate, but such Holder shall have the right, immediately prior to such transaction, to exercise such 2001 Option on the determination as to the periods and installments of exercisability made pursuant to such holder's option agreement if (and insofar as) such periods have not at that time expired or been terminated.

The 2001 Stock Option Plan, as amended, will terminate on January 30, 2011 or on such earlier date as the Board of Directors determines. All stock options outstanding at the termination date will remain outstanding until they have been exercised, terminated, or have expired.

The 2001 Stock Option Plan may be terminated, modified, or amended by the Board of Directors at any time without further s
except that shareholder approval is required for any amendment that: (a) changes the number of shares of Class A Common S
Stock Option Plan, (b) changes the designation of the class of employees eligible to receive 2001 Options, (c) decreases the pr
be granted, (d) removes the administration of the 2001 Stock Option Plan from the Committee, or (e) without the consent of th
causes the ISO's granted under the 2001 Stock Option Plan and outstanding at such time that satisfied the requirements of Sec
longer satisfy such requirements.

1998 Stock Option Plan

On October 29, 1998, the Company's Board of Directors approved and adopted, subject to shareholder approval, the Company
Plan. The plan was approved by shareholders at the annual meeting held on April 29, 1999. The following paragraphs summar
the 1998 Stock Option Plan and are qualified in their entirety by reference thereto.

The 1998 Stock Option Plan provides for the granting of options (collectively, the "1998 Options") to purchase shares of the C
Common Stock to certain key employees of the Company and/or its affiliates, and certain individuals who are not employees o
affiliates but who from time to time provide substantial advice or other assistance or services to the Company and/or its affilia
Option Plan authorizes the granting of options to acquire up to 650,000 (790,079 as adjusted for all subsequent stock dividend
Common Stock, subject to certain adjustments described below, to be outstanding at any time. Subject to such limitations, the
absolute number of awards that may be granted during the life of the 1998 Stock Option Plan. At the present time, there are ap
employees of the Company, including officers and directors of the Company, who, in management's opinion, would be consid
grants under the 1998 Stock Option Plan, although fewer employees may actually receive grants. At December 28, 2002, there
outstanding under this plan, of which 411,810 were exercisable.

Authority to administer the 1998 Stock Option Plan has been delegated to a committee (the "Committee") of the Board of Dir
expressly provided by the 1998 Stock Option Plan, the Committee has the authority , in its discretion, to award 1998 Options a
terms and conditions (which need not be identical) of such 1998 Options, including the persons to whom, and the time or time
will be awarded, the number of 1998 Options to be awarded to each such person, the exercise price of any such 1998 Options,
provisions of any agreement pursuant to which such 1998 Options will be awarded. The 1998 Stock Option Plan also provides
be authorized by the Board of Directors to make cash awards as specified by the Board of Directors to the holder of a 1998 Op
connection with the exercise thereof. Subject to the limitations set forth below, the exercise price of the shares of stock covere
will be determined by the Committee on the date of award.

Unless a Holder's option agreement provides otherwise, the following provisions will apply to exercises by the Holder of his o
may be exercised during the first twelve months following the date of grant. During the second year following the date of gran
one-third of the shares covered thereby may be exercised, and during the third year options covering up to two-thirds of such s
Thereafter, and until the options expire, the optionee may exercise options covering all of the shares. Persons over sixty-five o
exercise options covering up to one-half of the shares during the first year and thereafter may exercise all optioned shares. Sub
just described, options may be exercised as to all or any part of the shares covered thereby on one or more occasions, but, as a
cannot be exercised as to less than one hundred shares at any one time.

The exercise price of the shares of stock covered by each incentive stock option ("ISO"), within the meaning of Sec. 422 of the Internal Revenue Code of 1986, as amended (the "Code"), will not be less than the fair market value of stock on the date of award of such ISO, except for an ISO awarded to any person who owns stock possessing more than ten percent (10%) of the total combined voting power of all classes of the Company, unless the exercise price is at least one hundred ten percent (110%) of the fair market value of the stock at the time the ISO is not exercisable after the expiration of five years from the date it is awarded.

The exercise price of the shares of Class A Common Stock covered by each 1998 Option that is not an ISO ("NSO") will not be less than 50% (50%) of the fair market value of the stock on the date of award of such NSO.

Payment for Class A Common Stock issued upon the exercise of a 1998 Option may be made in cash or, with the consent of the Committee, partly in cash and partly in such shares of Class A Common Stock. If payment is made, in whole or in part, with shares of Class A Common Stock, the Committee may issue to such Holder a new 1998 Option for a number of shares equal to the number of shares delivered by such Holder to pay the exercise price of the previous 1998 Option. The new 1998 Option shall have an exercise price of not less than one hundred percent (100%) of the fair market value of the Class A Common Stock on the date of the exercise of such previous 1998 Option. The new 1998 Option so issued will not be exercisable until the later of the date specified in an individual option agreement or six months after the date of grant.

In addition, the 1998 Stock Option Plan originally provided for two methods for the cashless exercise of options, the Sale Method and the Net Method. The Board of Directors of the Company amended the 1998 Stock Option Plan on November 11, 1999 to delete the Net Method (no options were ever exercised using the net method). Under the Sale Method, with the consent of the Committee, payment in cash for the exercise price of the option may be made through the Company's receipt of a copy of instructions to a broker directing such broker to sell the option is being exercised, to remit to the Company an amount equal to the aggregate exercise price of such option, with bank charges to be paid by the Holder.

The duration of each 1998 Option will be for such period as the Committee determines at the time of award, but not for more than five years from the date of the award (or not more than five years from the date of award if the Holder owns stock representing more than 10% of the total combined voting power of all classes of stock) in the case of an ISO, and in either case may be exercised in whole or in part at any time or in installments, as determined by the Committee at the time of award, except that after the date of award, the Committee may determine the time or times at which a 1998 Option may be exercised.

In the event of any change in the number of outstanding shares of Class A Common Stock effected without receipt of consideration by the Company, by reason of a stock dividend, or split, combination, exchange of shares or other recapitalization, merger, or other transaction in which the Company is the surviving corporation, the aggregate number and class of reserved shares, the number and the class of shares of Class A Common Stock outstanding 1998 Option, and the exercise price of each outstanding 1998 Option shall be automatically adjusted accurately and equitably.

effect thereon of such change. Unless a Holder's option agreement provides otherwise, a dissolution or liquidation of the Company, or consolidations in which the Company is not the surviving corporation, or certain transactions in which another corporation becomes the Company, shall cause such Holder's 1998 Options outstanding to terminate, but such Holder shall have the right, immediately prior to such transaction, to exercise such 1998 Options on the determination as to the periods and installments of exercisability made pursuant to such Holder's option agreement if (and insofar as) such Holder's option agreement has not at that time expired or been terminated.

The 1998 Stock Option Plan, as amended, will terminate on October 29, 2008, or on such earlier date as the Board of Directors may determine. All stock options outstanding at the termination date will remain outstanding until they have been exercised, terminated, or have expired.

The 1998 Stock Option Plan may be terminated, modified, or amended by the Board of Directors at any time without further notice, except that shareholder approval is required for any amendment that: (a) changes the number of shares of Class A Common Stock reserved for the 1998 Stock Option Plan, (b) changes the designation of the class of employees eligible to receive 1998 Options, (c) decreases the number of 1998 Options to be granted, (d) removes the administration of the 1998 Stock Option Plan from the Committee, or (e) without the consent of the Committee, causes the ISO's granted under the 1998 Stock Option Plan and outstanding at such time that satisfied the requirements of Section 562(b) of the Code to no longer satisfy such requirements.

17

The 1998 Stock Option Plan may be terminated, modified, or amended by the Board of Directors at any time without further notice, except that shareholder approval is required for any amendment that: (a) changes the number of shares of Class A Common Stock reserved for the 1998 Stock Option Plan, (b) changes the designation of the class of employees eligible to receive 1998 Options, (c) decreases the number of 1998 Options to be granted, (d) removes the administration of the 1998 Stock Option Plan from the Committee, or (e) without the consent of the Committee, causes the ISO's granted under the 1998 Stock Option Plan and outstanding at such time that satisfied the requirements of Section 562(b) of the Code to no longer satisfy such requirements.

The 1992 Stock Option Plan may be terminated, modified, or amended by the Board of Directors at any time without further notice, except that shareholder approval is required for any amendment that: (a) changes the number of shares of Class A Common Stock reserved for the 1992 Stock Option Plan, (b) changes the designation of the class of employees eligible to receive 1992 Options, (c) decreases the number of 1992 Options to be granted, (d) removes the administration of the 1992 Stock Option Plan from the Committee, or (e) without the consent of the Committee, causes the ISO's granted under the 1992 Stock Option Plan and outstanding at such time that satisfied the requirements of Section 562(b) of the Code to no longer satisfy such requirements.

1992 Stock Option Plan

The 1992 Stock Option Plan may be terminated, modified, or amended by the Board of Directors at any time without further notice, except that shareholder approval is required for any amendment that: (a) changes the number of shares of Class A Common Stock reserved for the 1992 Stock Option Plan, (b) changes the designation of the class of employees eligible to receive 1992 Options, (c) decreases the number of 1992 Options to be granted, (d) removes the administration of the 1992 Stock Option Plan from the Committee, or (e) without the consent of the Committee, causes the ISO's granted under the 1992 Stock Option Plan and outstanding at such time that satisfied the requirements of Section 562(b) of the Code to no longer satisfy such requirements.

On April 7, 1992, the Company's Board of Directors approved and adopted, subject to shareholder approval, the Company's 1992 Stock Option Plan. The plan was approved by the shareholders at the annual meeting held on June 11, 1992. The following paragraphs summarize the 1992 Stock Option Plan and are qualified in their entirety by reference thereto. The 1992 Stock Option Plan provides for the granting of 1992 Options (collectively, the "1992 Options") to purchase shares of the Company's Class A Common Stock to certain key employees of the Company and its affiliates, and certain individuals who are not employees of the Company or its affiliates but who from time to time provide substantial assistance or services to the Company and/or its affiliates. The 1992 Stock Option Plan authorizes the granting of options to acquire (adjusted for all subsequent stock dividends) shares of Class A Common Stock, subject to certain adjustments described below. There are no limitations, other than the limitations described below, on the number of awards that may be granted during the life of the 1992 Stock Option Plan. There are approximately 40 employees of the Company, including officers and directors of the Company, who, in management's discretion, are considered eligible to receive grants under the 1992 Stock Option Plan, although fewer employees may actually receive grants under the 1992 Stock Option Plan. As of December 31, 1999, there were 176,235 options outstanding under this plan, of which 176,235 were exercisable.

Authority to administer the 1992 Stock Option Plan has been delegated to a committee (the "Committee") of the Board of Directors. If the Committee is expressly provided by the 1992 Stock Option Plan, the Committee has the authority, in its discretion, to award 1992 Options and to determine the terms and conditions of such awards.

terms and conditions (which need not be identical) of such 1992 Options, including the persons to whom, and the time or times when they will be awarded, the number of 1992 Options to be awarded to each such person, the exercise price of any such 1992 Options, the provisions of any agreement pursuant to which such 1992 Options will be awarded. The 1992 Stock Option Plan also provides that the Committee may be authorized by the Board of Directors to make cash awards as specified by the Board of Directors to the Holder of a 1992 Option upon the exercise thereof. Subject to the limitation set forth below, the exercise price of the shares of stock covered by each 1992 Option shall be determined by the Committee on the date of award.

Unless a Holder's option agreement provides otherwise, the following provisions will apply to exercises by the Holder of his or her 1992 Option. A 1992 Option may be exercised during the first twelve months following the date of grant. During the second year following the date of grant, one-third of the shares covered thereby may be exercised, and during the third year options covering up to two-thirds of such shares may be exercised. Thereafter, and until the options expire, the optionee may exercise options covering all of the shares. Persons over sixty-five years of age may exercise options covering up to one-half of the shares during the first year and thereafter may exercise all optioned shares. Subject to the provisions just described, options may be exercised as to all or any part of the shares covered thereby on one or more occasions, but, as a condition to exercise, cannot be exercised as to less than one hundred shares at any one time.

The exercise price of the shares of stock covered by each incentive stock option ("ISO"), within the meaning of Sec. 422 of the Internal Revenue Code of 1986, as amended (the "Code"), will not be less than the fair market value of stock on the date of award of such ISO, except in the case of an ISO awarded to any person who owns stock possessing more than ten percent (10%) of the total combined voting power of all classes of the Company, unless the exercise price is at least one hundred ten percent (110%) of the fair market value of the stock at the time of award. If the ISO is not exercisable after the expiration of five years from the date it is awarded.

The exercise price of the shares of Class A Common Stock covered by each 1992 Option that is not an ISO ("NSO") will not be less than 50% (50%) of the fair market value of the stock on the date of award.

Payment for Class A Common Stock issued upon the exercise of a 1992 Option may be made in cash or, with the consent of the Committee, in shares of Class A Common Stock owned by the Holder of the 1992 Option for at least six months prior to the date of exercise. If payment is made, in whole or in part, with shares of Class A Common Stock, the Committee may issue to such Holder a new 1992 Option for a number of shares equal to the number of shares delivered by such Holder to pay the exercise price of the previous 1992 Option having an exercise price equal to not less than 100% (100%) of the fair market value of the Class A Common Stock on the date of such exercise. A 1992 Option so issued will not be exercisable later of the date specified in an individual option agreement or six months after the date of grant.

The duration of each 1992 Option will be for such period as the Committee determines at the time of award, but not for more than ten years from the date of the award in the case of an ISO, and in either case may be exercised in whole or in part at any time or only after a period of time in installments, as determined by the Committee at the time of award, except that after the date of award, the Committee may also

at which a 1992 Option may be exercised.

In the event of any change in the number of outstanding shares of Class A Common Stock effected without receipt of consideration by the Company, by reason of a stock dividend, or split, combination, exchange of shares or other recapitalization, merger, or otherwise, if the Company is the surviving corporation, the aggregate number and class of reserved shares, the number and the class of shares of Class A Common Stock outstanding 1992 Option, and the exercise price of each outstanding 1992 Option shall be automatically adjusted accurately and equitably to give effect thereon of such change. Unless a Holder's option agreement provides otherwise, a dissolution or liquidation of the Company, or consolidations in which the Company is not the surviving corporation, or certain transactions in which another corporation becomes a subsidiary of the Company in excess of 50 percent (50%) or more of the total combined voting power of all classes of stock of the Company, shall cause such Holder's 1992 Option outstanding to terminate, but such Holder shall have the right, immediately prior to such transaction, to exercise such 1992 Option on the determination as to the periods and installments of exercisability made pursuant to such Holder's option agreement if (and insofar as) they have not at that time expired or been terminated.

The 1992 Stock Option Plan terminated on April 7, 2002. Any stock options outstanding at the termination date will remain outstanding until they have been exercised, terminated, or have expired.

401 (k) Retirement Plan

The Company has a Section 401(k) Retirement Plan (the "Retirement Plan") which offers employees tax advantages pursuant to the Internal Revenue Code. During the year ended December 28, 2002, all of the employees of the Company and one of its subsidiaries ("Employer") were eligible to participate in the Retirement Plan if they had reached the age of 21 and had been employed by the Company for one full calendar year. Under the terms of the Retirement Plan, a participant may elect to contribute to the Plan up to 15% of his or her compensation. Through February 1994, the Company contributed ten cents on each dollar of the first 6% of compensation contributed by participants. In 1994, the Board of Directors approved an increase to fifteen cents on each dollar of the first 6% of compensation contributed by participants. On March 1, 1994. On August 29, 1997, the Board of Directors approved an increase to twenty-five cents on each dollar of the first 6% of compensation contributed by participants effective December 1, 1997. On February 11, 1999 the Board of Directors approved an increase to twenty-five cents on each dollar of the first 7% of compensation contributed by participants effective March 1, 1999. Payments are made by the Company, in the latter by means of a payroll deduction program. Within specified limits, a participant has the right to direct his or her savings investments. The total aggregate amount of the Company's contribution for Messrs. Kropf and Wilson was \$3,300 and \$2,203, respectively. For executive officers as a group was \$5,503.

Stock Price Performance

The following Stock Performance Graph shows the changes over the past five year period in the value of \$100 invested in (1) Common Stock, (2) the American Stock Exchange Total Return Index, and (3) the American Stock Exchange Industrial Manufacturing Index. The year-end values of each investment are based on share price appreciation and the reinvestment of dividends. The stock price performance is not necessarily indicative of future performance.

		<u>12/31/97</u>			<u>12/31/98</u>		<u>12/31/99</u>		<u>12/31/00</u>		<u>12/31/01</u>
Supreme Industries, Inc.	 	\$100	 	 	\$118	 	\$84	 	\$40	 	\$60
AMEX Industrial Manufacturing Index	 	\$100	 	 	\$79	 	\$102	 	\$126	 	\$101
AMEX (US) Total Return Index	 	\$100	 	 	\$107	 	\$142	 	\$131	 	\$122

Assumes \$100 invested on December 31, 1997 in Supreme Industries, Inc. Stock, the AMEX Industrial Mfg. Index and the AMEX Total Return Index

Transactions With Management

As part of its original acquisition on January 19, 1984 of the specialized vehicle manufacturing business now being operated by Supreme Corporation, Supreme Corporation acquired an option to purchase certain real estate and improvements, at its Goshen, Indiana, and Griffin, Georgia facilities lessors controlled by the sellers of such business (one of whom is Omer G. Kropf). The option agreement provided that the option was exercisable on January 8, 1989, and that, prior to that time, it could be assigned to either or both of William J. Barrett and Herbert M. Gardner. The option was assigned to the Company's Board of Directors.

On July 25, 1988, Supreme Corporation assigned the option (with the consent of the grantors of the option) to a limited partnership, the Partnership. The general partner of the Partnership is Supreme Corporation, and the limited partnership interests therein are owned (directly or indirectly) by individuals including Mr. Barrett, Mr. Gardner, Mr. Kropf, Dr. Cantwell, and Mr. Campbell, all of whom are members of the Board of Directors.

In a transaction consummated on July 25, 1988, the Partnership exercised the option and purchased all of the subject real estate and improvements. Also on July 25, 1988, the Partnership and Supreme Corporation entered into new leases covering Supreme facilities in Goshen, Indiana, and Griffin, Georgia at initial rental rates equivalent to those paid pursuant to the lease agreements with the prior lessors. The leases granted to the Partnership and Supreme Corporation contain options to purchase the properties for an aggregate initial price of \$2,765,000 (subject to increases after three (3) years in the Consumer Price Index). During the current year ending December 27, 2003, Supreme Corporation is obligated to make \$616,000 in minimum lease payments to the Partnership under lease agreements which expire July 2005.

In order to carry out the purchase of the subject real estate and improvements, the Partnership borrowed from a bank \$2,363,000 to pay the mortgages on such real estate, a security interest in specified personal properties, and the assignments of the leases. The initial cash requirements of the Partnership's limited partners covered the balance of the purchase price.

Mr. Kropf, Executive Vice President and Director of the Company, is Secretary-Treasurer and sole shareholder of Quality Transportation and Leasing, a subsidiary of the Company. Mr. Kropf is also President of Quality Aircraft Leasing. The Company's subsidiary, Supreme Corporation, purchases delivery services from Quality Transportation and Leasing. Supreme Corporation rented the use of an aircraft from Quality Aircraft Leasing in the ordinary course of business. During the year ended December 31, 2002, Supreme Corporation purchased delivery services of \$2,644,000 from Quality Transportation and paid aircraft rental fees of \$70,000 to Quality Transportation and Leasing. In December 2002, the Company purchased the previously rented aircraft. All transactions were without special terms and conditions as favorable as those that the Company could have obtained from non affiliated third parties.

On April 28, 2000, Supreme Corporation entered into a Lease Agreement with Mr. Kropf for the lease from Mr. Kropf of a parcel of land on approximately 10 acres of land close to Supreme Corporation's FRP manufacturing facility in Ligonier, Indiana. The lease term is for three (3) years terminating April 30, 2003 for a rental amount of \$402,660 for the term, payable in equal monthly installments. The rental amount was based on an independent third party appraisal. Supreme Corporation has two (2) renewal options of three (3) year

equal to the rental amount for the initial term, adjusted upward for any increase in the Consumer Price Index.

INDEPENDENT PUBLIC ACCOUNTANTS

On October 1, 2001, the Company was informed that its independent accountants, PricewaterhouseCoopers LLP ("PwC") had an Indiana practice to Crowe, Chizek and Company LLP. Effective October 9, 2001, the Company terminated its appointment of PwC as its principal accountants.

21

On October 9, 2001, the Audit Committee of the Company's Board of Directors and the Board of Directors of the Company appointed Crowe, Chizek and Company LLP as its principal accountants. On the same date, PwC was notified of its dismissal.

The report of PwC on the Company's consolidated financial statements for the year ended December 31, 2000 contained no adverse opinion or disclaimer of opinion and was not qualified or modified as to uncertainty, audit scope or accounting principle.

In connection with its audit for the year ended December 31, 2000 and through October 9, 2001, there were no disagreements of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements if not resolved to the satisfaction of PwC would have caused them to make reference thereto in their report on the Company's consolidated financial statements for that year.

It is expected that representatives of Crowe, Chizek and Company LLP will be present at the shareholders' annual meeting with the Company and make a statement if they desire to do so and also will be available to respond to appropriate questions at the meeting.

The Company's Board of Directors recommend that you vote FOR ratification of the selection of Crowe, Chizek and Company LLP as the Company's auditors for the fiscal year ending December 27, 2003.

OTHER MATTERS

The Company's management knows of no other matters that may properly be, or which are likely to be, brought before the meeting. If other matters are properly brought before the meeting, the persons named in the enclosed proxy, or their substitutes, will vote in their best judgment on such matters.

SHAREHOLDER PROPOSALS

A shareholder proposal intended to be presented at the Company's Annual Meeting of Shareholders in 2004 must be received at the principal executive offices in Goshen, Indiana, on or before December 1, 2003 in order to be included in the Company's proxy statement relating to that meeting.

FINANCIAL STATEMENTS

The Company's Annual Report to Shareholders for the fiscal year ended December 28, 2002, is enclosed herewith.

A COPY OF THE COMPANY'S MOST RECENT ANNUAL REPORT ON FORM 10-K IS AVAILABLE, WITHOUT CHARGE, UPON WRITTEN REQUEST TO THE TREASURER, SUPREME INDUSTRIES, INC., P.O. BOX 237, 2581 EAST KERCHER ROAD, GOSHEN, INDIANA 46528

By Order of the Board of Directors
Goshen, Indiana
March 20, 2003

ANNUAL MEETING OF SHAREHOLDERS OF

SUPREME INDUSTRIES, INC.

May 8, 2003

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

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF DIRECTORS AND "FOR" PRO

PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.

PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE X

(1) ELECTION OF DIRECTORS: NOMINEES

FOR ALL NOMINEES H. DOUGLAS SCHROCK

WITHHOLD AUTHORITY RICE M. TILLEY, JR. MARK C. NEILSON

FOR ALL NOMINEES FOR ALL EXCEPT

INSTRUCTION: To withhold authority to vote for any individual nominee(s), mark "FOR ALL EXCEPT" and fill in the ci nominee you wish to withhold, as shown here: l

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.

FOR AGAIN

(2) RATIFICATION OF SELECTION OF CROWE, CHIZEK AND COMPANY LLP AS INDEPENDENT AUDITORS.

Returned proxy forms when properly executed will be voted: (1) as specified on the matters listed above; (2) in accordance with the recommendations where a choice is not specified; and (3) in accordance with the judgment of the proxies on any other matters properly come before the meeting.

PLEASE DATE AND SIGN BELOW AND MAIL PROMPTLY IN THE ENCLOSED ENVELOPE.

Signature of Shareholder _____ Date _____, 2003 Signature of Shareholder _____ Date _____, 2003

