

WINLAND ELECTRONICS INC  
Form DEFA14A  
November 21, 2001

**SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

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
- /x/ Definitive Additional Materials
- // Soliciting Material Pursuant to §240.14a-12

**WINLAND ELECTRONICS, INC.**

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(Name of Registrant as Specified In Its Charter)

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(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

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(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):

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(4) Proposed maximum aggregate value of transaction:

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// 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:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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**NEWS RELEASE**

DATE: November 21, 2001

FROM: Winland Electronics, Inc.  
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Mankato, Minnesota 56001  
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Chief Executive Officer  
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**FOR IMMEDIATE RELEASE**

**WINLAND ANNOUNCES ANNUAL MEETING DATE**

MANKATO, Minn. / November 21, 2001 / PR Newswire / Winland Electronics, Inc. (Amex: WEX) announced today that it will hold its 2001 Annual Meeting on December 20, 2001. The Company typically holds its annual meetings in May or June but has delayed this year's annual meeting in order to deal with demands from Dyna Technology, Inc., a Utah corporation wholly-owned by Ralph Call and his wife Nola D. Call. American Stock Exchange Rules require that the Company hold its annual meeting before the end of the year. The meeting will be held at the Company's corporate offices located at 1950 Excel Drive in Mankato, Minnesota.

"We have already spent too much time and money on shareholder meetings this year due to Mr. Call's attempts to impose changes in our Board of Directors," said Lorin Krueger, Chief Executive Officer. He added, "We believe shareholders who have examined all the facts have already concluded that Mr. Call's actions are designed for his benefit at the expense of all other shareholders. We hope our shareholders will tell Mr. Call to stop interfering with the Company's operations by voting against his nominees and his proposals at the annual meeting. The Company needs a period of stabilization to continue the progress we are making on our revised business strategy."

Winland called and held a Special Meeting of Shareholders on August 21, 2001 in response to a demand from Dyna Technology. At that meeting a majority of all shareholders voting rejected Mr. Call's proposal to remove all of the Company's directors and replace them with his own slate. The Company incurred approximately \$238,000 of expenses in connection with the meeting, including legal fees, proxy solicitation fees and other expenses.

Although defeated at the August 21 Special Meeting, Mr. Call apparently intends to seek election of two of his nominees at the December 20 Annual Meeting. Dyna Technology has filed a preliminary proxy statement with the Securities and Exchange Commission indicating that it will solicit proxies in opposition to two of management's nominees.

"We plan to limit expenses to the extent possible in connection with the December 20 annual meeting," Mr. Krueger explained, "and are disappointed that Mr. Call is forcing the Company to incur additional costs and disrupting Winland operations." The proxy statement filed by Dyna Technology indicates Mr. Call plans to seek reimbursement of his own expenses, estimated to be approximately \$80,000, in the event he is successful in electing his nominees.

The Company filed its definitive proxy statement with the SEC in Washington, D.C. on November 19th. The Company also began mailing the proxy statements with a white ballot card and voting instructions to the shareholders yesterday.

Winland Electronics, Inc. based in Mankato, MN, designs and manufactures custom electronic control products and systems, as well as proprietary products for the security/industrial marketplace.

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