

ANNUAL MEETING OF STOCKHOLDERS OF

# NATHAN'S FAMOUS, INC.

September 12, 2023

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**NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS:**

The Notice of Meeting, Proxy Statement and Proxy Card are available at <http://phx.corporate-ir.net/phoenix.zhtml?c=113414&p=proxy>

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" PROPOSALS 2 AND 4 AND THREE YEARS FOR PROPOSAL 3.

PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK AND VOTE IN BLUE OR BLACK INK AS SHOWN HERE ☒

1. Election of the following nominees, as set forth in the proxy statement:

☐ FOR ALL NOMINEES

☐ WITHHOLD AUTHORITY  
FOR ALL NOMINEES

☐ FOR ALL EXCEPT  
(See instructions below)

**NOMINEES:**

- ☐ Robert J. Eide
- ☐ Eric Gatoff
- ☐ Brian S. Genson
- ☐ Barry Leistner
- ☐ Andrew Levine
- ☐ Howard M. Lorber
- ☐ Wayne Norbitz
- ☐ A.F. Petrocelli
- ☐ Joanne Podell
- ☐ Charles Raich

**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: ●

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.

☐

2. Adoption, on an advisory basis, of a non-binding resolution approving the compensation of the Company's Named Executive Officers, as described in the proxy statement under "Executive Compensation"

FOR AGAINST ABSTAIN

☐ ☐ ☐

3. Selection, on an advisory basis, of the frequency of the advisory stockholder vote on the compensation of the Company's Named Executive Officers

1 YEAR 2 YEARS 3 YEARS ABSTAIN

☐ ☐ ☐ ☐

4. Ratification of the appointment of Marcum LLP as the independent registered public accounting firm of Nathan's Famous, Inc. for fiscal 2024.

FOR AGAINST ABSTAIN

☐ ☐ ☐

Upon such other business as may properly come before the meeting.

**PLEASE DATE, SIGN AND RETURN THIS PROXY IN THE ENCLOSED ENVELOPE.**

The Annual Meeting of Stockholders will be held on Tuesday, September 12, 2023 at 10:00 a.m. (ET) at Nathan's Famous, Inc., One Jericho Plaza, Second Floor – Wing A, Jericho, New York 11753.

The items of business are more fully described in the Proxy Statement. Only stockholders of record on July 17, 2023 may vote at the Annual Meeting or any adjournment thereof. The shares represented by this proxy, when properly executed, will be voted in the manner directed herein by the undersigned stockholder(s). **If no such direction is made, this proxy will be voted "FOR" proposals 1, 2 AND 4 AND THREE YEARS for proposal 3.** If any other matters properly come before the Annual Meeting, the persons named in this proxy will vote in their discretion.

Signature of Stockholder

Date:

Signature of Stockholder

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.

□

## **NATHAN'S FAMOUS, INC.**

### **2023 ANNUAL MEETING OF STOCKHOLDERS**

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

The undersigned appoints Howard M. Lorber and Eric Gatoff, or either of them, attorneys and Proxies with full power of substitution in each of them, in the name and stead of the undersigned to vote as Proxy all of the stock of the undersigned in Nathan's Famous, Inc., a Delaware corporation, at the Annual Meeting of Stockholders scheduled to be held on September 12, 2023 at Nathan's Famous, Inc., One Jericho Plaza, Second Floor—Wing A, Jericho, New York 11753, at 10:00 a.m. (ET) and any adjournments thereof. Only stockholders of record on July 17, 2023 may vote at the Annual Meeting or any adjournment thereof.

**THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED AS DIRECTED BY THE UNDERSIGNED. IF NO DIRECTION IS INDICATED, THIS PROXY WILL BE VOTED FOR ALL OF THE NOMINEES LISTED ON THE REVERSE SIDE FOR ELECTION AS DIRECTORS IN PROPOSAL 1, FOR PROPOSALS 2 AND 4, THREE YEARS FOR PROPOSAL 3, AND IN THE DISCRETION OF THE PERSONS DESIGNATED ABOVE, WITH RESPECT TO ANY OTHER BUSINESS THAT MAY PROPERLY COME BEFORE THE ANNUAL MEETING.**

This Proxy will be valid until the completion of the Annual Meeting.

**IMPORTANT: PLEASE SIGN, DATE AND MAIL THIS PROXY CARD PROMPTLY!**

(Continued and to be signed on the reverse side)