

**Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**  
**Microwave Filter Company, Inc.**  
**6743 Kinne Street, East Syracuse, New York 13057**

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**(315) 438-4700**

[www.microwavefilter.com](http://www.microwavefilter.com)

[dick-j@microwavefilter.com](mailto:dick-j@microwavefilter.com)

3663

Annual Report

For the period ending September 30, 2025

**Outstanding Shares**

The number of shares outstanding of our Common Stock was: 2,575,652

2,575,652 as of June 30, 2025 **(dated corrected from 2024 to 2025)** *(Current Reporting Period Date or More Recent Date)*

2,575,824 as of September 30, 2024 *(Most Recent Completed Fiscal Year End)*

**Shell Status**

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes:  No:

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes:  No:

**Change in Control**

Indicate by check mark whether a Change in Control<sup>4</sup> of the company has occurred during this reporting period:

Yes:  No:

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<sup>4</sup> "Change in Control" shall mean any events resulting in:

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

**1) Name and address(es) of the issuer and its predecessors (if any)**

In answering this item, provide the current name of the issuer and names used by predecessor entities, along with the dates of the name changes.

Microwave Filter Company, Inc.

Current State and Date of Incorporation or Registration: New York, 1967

Standing in this jurisdiction: (e.g. active, default, inactive): Active

Prior Incorporation Information for the issuer and any predecessors during the past five years:

None

Describe any trading suspension or halt orders issued by the SEC or FINRA concerning the issuer or its predecessors since inception:

None

List any stock split, dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

None

Address of the issuer's principal executive office:

6743 Kinne Street, East Syracuse, NY 13057

Address of the issuer's principal place of business:

*Check if principal executive office and principal place of business are the same address:*

\_\_\_\_\_

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

No:  Yes:  If Yes, provide additional details below:

\_\_\_\_\_

**2) Security Information**

**Transfer Agent**

Name: Microwave Filter Company, Inc.

Phone: 315-438-4758

Email: [dick-j@microwavefilter.com](mailto:dick-j@microwavefilter.com)

Address: 6743 Kinne Street, East Syracuse, New York 13057

**Publicly Quoted or Traded Securities:**

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol: mfco  
Exact title and class of securities outstanding: common  
CUSIP: 595176108  
Par or stated value: \$.10  
Total shares authorized: 5,000,000 as of date: 6/30/2025  
Total shares outstanding: 2,575,652 as of date: 6/30/2025  
Total number of shareholders of record: 430 as of date: 6/30/2025

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.

\_\_\_\_\_

**Other classes of authorized or outstanding equity securities that do not have a trading symbol:**

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security: \_\_\_\_\_  
Par or stated value: \_\_\_\_\_  
Total shares authorized: \_\_\_\_\_ as of date: \_\_\_\_\_  
Total shares outstanding: \_\_\_\_\_ as of date: \_\_\_\_\_  
Total number of shareholders of record: \_\_\_\_\_ as of date: \_\_\_\_\_

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

\_\_\_\_\_

**Security Description:**

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

1. **For common equity, describe any dividend, voting and preemption rights.**  
dividends when approved by board, 1 vote per share, no preemption rights

2. **For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.**  
None

3. **Describe any other material rights of common or preferred stockholders.**  
None

4. **Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.**  
None

### 3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any changes to the total shares outstanding of any class of the issuer's securities in the past two completed fiscal years and any subsequent interim period.

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

#### A. Changes to the Number of Outstanding Shares for the two most recently completed fiscal years and any subsequent period.

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No:  Yes:  (If yes, you must complete the table below)

Shares Outstanding Opening Balance:									
Date <u>9/30/2023</u> Common: <u>2,576,166</u> Preferred: _____									
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to.  ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>2/22/2024</u>	<u>Returned to treasury</u>	<u>171</u>	<u>Common</u>	<u>n/a</u>	<u>n/a</u>	<u>n/a</u>	<u>n/a</u>	<u>Unrestricted</u>	<u>n/a</u>
<u>4/26/2024</u>	<u>Returned to treasury</u>	<u>171</u>	<u>Common</u>	<u>n/a</u>	<u>n/a</u>	<u>n/a</u>	<u>n/a</u>	<u>Unrestricted</u>	<u>n/a</u>
<u>10/21/2024</u>	<u>Returned to treasury</u>	<u>172</u>	<u>Common</u>	<u>n/a</u>	<u>n/a</u>	<u>n/a</u>	<u>n/a</u>	<u>unrestricted</u>	<u>n/a</u>
Shares Outstanding on Date of This Report:									
Ending Balance: Date <u>9/30/2025</u> Common: <u>2,575,652</u> Preferred: _____									

**Example:** A company with a fiscal year end of December 31<sup>st</sup> 2024, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2023 through December 31, 2024 pursuant to the tabular format above.

Any additional material details, including footnotes to the table are below:

\_\_\_\_\_

**B. Convertible Debt**

The following is a complete list of the Company’s Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer’s equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion <sup>5</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)

Total Outstanding Balance:

Total Shares:

Any additional material details, including footnotes to the table are below:

None

**4) Issuer’s Business, Products and Services**

The purpose of this section is to provide a clear description of the issuer’s current operations. Ensure that these descriptions are updated on the Company’s Profile on [www.OTCMarkets.com](http://www.OTCMarkets.com).

A. Summarize the issuer’s business operations (If the issuer does not have current operations, state “no operations”)

Established in 1967 in East Syracuse, New York, MFC occupies a modern 40,000 square foot facility with an impressive complement of analytical and design software, test instrumentation, prototype and manufacturing equipment to create passive filters, components and sub systems in the frequency range of 10 MHz to 50 GHz. MFC manufactures radio frequency (RF) filters and related components for eliminating interference and facilitating signal processes for such markets as Cable Television, Broadcast, Commercial and Military Communications, Avionics, Radar, Navigation and Defense. The Company designs waveguide, stripline/microstrip, transmission line, miniature/subminiature and lumped constant filters. Configurations include bandpass, highpass, lowpass, bandstop, multiplexers, tunable notch, tunable bandpass, high power filters, amplitude equalized, delay equalized and filter networks. The Company actively produces over 1,700 standard products and has designed more than 5,000 custom

<sup>5</sup> The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any “blockers” or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

products for specialized applications.

The manufacturing facility includes a modern CAD system, a test department with automated network analyzers to 50 GHz, a high capacity conveyor soldering oven and a fully compliant finishing operation. The Company's Quality Management System has been ISO 9001:2015 recognizing the Company as a quality vendor.

Efficient Computer simulation, design and analysis software enhanced by proprietary MFC developed software, allow rapid and accurate filter development at reasonable cost. Automated network analyzers provide rigorous product testing and performance data storage on a serial number basis in most cases.

A network based CAD system allows the transfer of data and programs to the CNC turning and milling centers for fabrication of machined parts. Prototype PC boards are similarly produced by computer controlled PC board mills. A Grieve high capacity conveyor soldering oven is used for production of large quantity assemblies while smaller production quantities are assembled at hand soldering or brazing stations.

- B. List any subsidiaries, parent company, or affiliated companies.

Niagara Scientific, Inc. - Wholly owned subsidiary

- C. Describe the issuers' principal products or services.

MFC manufactures radio frequency (RF) filters and related components for eliminating interference and facilitating signal processing for such markets as Cable Television, Broadcast, Commercial and Military Communications, Avionics, Radar, Navigation and Defense. The Company designs waveguide, stripline/microstrip, transmission line, miniature/subminiature and lumped constant filters. Configurations include bandpass, highpass, lowpass, bandstop, multiplexers, tunable notch, tunable bandpass, high power filters, amplitude equalized, delay equalized and filter networks. The Company actively produces over 1,700 standard products and has designed more than 5,000 custom products for specialized applications.

## 5) Issuer's Facilities

*The goal of this section is to provide investors with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.*

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

\_\_\_\_\_

## 6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this section is to provide investors with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial owners.

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, 5% Control person)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)
Carl Fahrenkrug Jr	Chief executive Officer, Director	Manlius, NY	23,586	Common	Less than 1%
Richard Jones	Chief Financial Officer	Fayetteville, NY	0		
Sam Fanizzi	Vice President Marketing	North Syracuse, NY	0		
Robert Paul	Vice President Engineering	Syracuse, NY	0		
Daniel Herrmann	Director	Marcy, NY	0		
Carl Fahrenkrug Sr	Director	Manlius, NY	72,298		
Sidney Chong	Director	Syracuse, NY	0		
Kevin Fallis	Director	Dewitt, NY	0		
John Kennedy	Chairman of the Board	Syracuse, NY	2000	Common	Less than 1%
Thomas Quartier	Director	Syracuse, NY	0		
Irene Scruton	Director	Syracuse, NY	0		
Anne Tindall	Director	Syracuse, NY	0		

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, log in to [www.OTCIQ.com](http://www.OTCIQ.com) to update your company profile.

## 7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

None

2. Been the subject of the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, financial- or investment-related, insurance or banking activities;

None

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state

securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

None

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a “yes” answer to part 3 above; or

None

5. Been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person’s involvement in any type of business or securities activities.

None

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

None

- B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party to or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None

## 8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, update your company profile.

### Securities Counsel

Name: James Gascon  
Firm: Costello & Fearon, PLLC  
Address 1: 211 West Jefferson Street  
Address 2: Syracuse, New York 13202  
Phone: 315-422-1152  
Email: [jjg@ccf-law.com](mailto:jjg@ccf-law.com)

### Accountant or Auditor

Name: Victor Vaccaro  
Firm: Dannible & McKee, LLP  
Address 1: 221 South Warren Street  
Address 2: Syracuse, New York 13202  
Phone: 315-472-9127  
Email: [vvaccaro@dmpas.com](mailto:vvaccaro@dmpas.com)

## Investor Relations

Name: Richard Jones  
Firm: Microwave Filter Company, Inc.  
Address 1: 6743 Kinne Street  
Address 2: East Syracuse, New York 13057  
Phone: 315-438-4758  
Email: [dick-j@microwavefilter.com](mailto:dick-j@microwavefilter.com)

### *All other means of Investor Communication:*

X (Twitter): \_\_\_\_\_  
Discord: \_\_\_\_\_  
LinkedIn: \_\_\_\_\_  
Facebook: \_\_\_\_\_  
[Other ] \_\_\_\_\_

## Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared, or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Nature of Services: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

## **9) Disclosure & Financial Information**

A. This Disclosure Statement was prepared by (name of individual):

Name: Carl Fahrenkrug  
Title: Chief Executive Officer  
Relationship to Issuer: Chief Executive Officer

B. The following financial statements were prepared in accordance with:

- IFRS  
 U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: Richard Jones  
Title: Chief Financial Officer  
Relationship to Issuer: Chief Financial Officer

Describe the qualifications of the person or persons who prepared the financial statements:  
**Accountant, 40+ year experience**

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

**Financial Statement Requirements:**

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be “machine readable”. Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

MICROWAVE FILTER COMPANY, INC.

FINANCIAL STATEMENTS

FOR THE TWELVE MONTHS ENDED SEPTEMBER 30, 2025

To the Shareholders:

In FY2025 MFC saw a decrease in net sales of \$239,348, or 9.9%, to \$2,179,354 during the year ended September 30, 2025. However, gross profit increased \$72,391 to \$699,416 in FY2025. The overall increase in profitability can be attributed to an improvement in gross margin of 32.1% in 2025 versus 25.9% in FY2024.

Cash and cash equivalents decreased by \$184,283 when compared to last year.

Satellite product sales increased \$25,303, or 3.3%, to \$794,117 when compared to \$768,814 last year. RF/Microwave product sales increased \$23,606, or 2.2%, to \$1,082,456 when compared to \$1,058,850 last year.

MFC's Broadcast TV product sales decreased \$182,568, or 54.4%, to \$153,312 when compared to \$335,880 last year. MFC's Cable TV product sales decreased \$105,689, or 41.4%, to \$149,469, when compared to \$255,158 last year. The decrease can be attributed to one customer.

As of September 30, 2025, the Company's total backlog of orders, which represents firm orders from customers, equaled \$1,325,198 compared to \$469,717 at September 30, 2024.

The Board of Directors and management of Microwave Filter Company are actively evaluating the Company's next steps as we position the business for the future. As disclosed in 2024, our largest customer lost a major government contract. In response, we are pursuing opportunities to participate as a subcontractor under the new contract award and are working to expand business with both existing and new customers.

In parallel, we are evaluating additional opportunities to increase sales, reduce costs, and more effectively utilize our assets, including the development of new distribution channels, strategic partnerships, and the selective use of AI-based tools to improve sales outreach, improve productivity, operational efficiency and our capabilities.

On October 22, 2025, the Company entered into a purchase and sale agreement ("PSA") to sell the office building for \$2,375,000. The purchase and sale agreement contains a leaseback provision which outlines preliminary terms and conditions; however, negotiations are ongoing and not final.

MFC continues to carry no debt. We have cut a significant level of expenses that were realized in FY 2025 with some additional cuts expected to take effect in FY 2026. Further, we have discontinued certain nonperforming operations. The Board and management remain committed to disciplined stewardship of the Company and its assets, and are deeply appreciative of the continued support of our shareholders, customers, and employees as we work to strengthen the business and position it for long-term sustainability.

Sincerely,



Carl F. Fahrenkrug, Jr  
Chief Executive Officer



John Kennedy  
Chair of the Board

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS

Microwave Filter Company, Inc. (MFC) operates primarily in the United States and principally in one industry. The Company extends credit to business customers, including original equipment manufacturers (OEMs), distributors and other end users, based upon ongoing credit evaluations. MFC designs, develops, manufactures and sells electronic filters, both for radio and microwave frequencies, to help process signal distribution and to prevent unwanted signals from disrupting transmit or receive operations. Markets served include 5G, cable television, television and radio broadcast, satellite broadcast, mobile radio, commercial, aerospace and defense electronics.

### RESULTS OF OPERATION

The following table sets forth the Company's net sales by major product group for each of the fiscal years in the period ended September 30, 2025.

<u>Product Group</u>	<u>Fiscal 2025</u>	<u>Fiscal 2024</u>
RF/Microwave	\$ 1,082,456	\$ 1,058,850
Satellite	794,117	768,814
Broadcast TV	153,312	335,880
Cable TV	<u>149,469</u>	<u>255,158</u>
Total	\$ 2,179,354	\$ 2,418,702
Sales backlog at 9/30	\$ 1,325,198	\$ 469,717

Fiscal 2025 compared to fiscal 2024

Net sales decreased \$239,348, or 9.9%, to \$2,179,354 during the year ended September 30, 2025 when compared to sales of \$2,418,702 during the year ended September 30, 2024.

RF/Microwave product sales increased \$23,606, or 2.2%, to \$1,082,456 when compared to \$1,058,850 last year. MFC's RF/Microwave products are sold primarily to Original Equipment Manufacturers (OEM) that serve the mobile radio, commercial communications and defense electronics markets.

Satellite product sales increased \$25,303, or 3.3%, to \$794,117 when compared to \$768,814 last year. The increase can be attributed to an increase in demand for our 5G filters.

MFC's Broadcast TV product sales decreased \$182,568, or 54.4%, to \$153,312 when compared to \$335,880 last year. The decrease can be attributed to one customer.

MFC's Cable TV product sales decreased \$105,689, or 41.4%, to \$149,469, when compared to \$255,158 last year. The decrease can be attributed to one customer.

At September 30, 2025, the Company's total backlog of orders, which represents firm orders from customers, equaled \$1,325,198 compared to \$469,717 at September 30, 2024. The total Company's backlog at September 30, 2025 is scheduled to ship during fiscal 2026. However, backlog is not necessarily indicative of future sales. Accordingly, the Company does not believe that its backlog at any particular date is representative of actual sales for any succeeding period.

Gross profit increased \$72,391 to \$699,416 during the fiscal year ended September 30, 2025 compared to \$627,025 during the fiscal year ended September 30, 2024. As a percentage of sales, gross profit equaled 32.1% during fiscal 2025 compared to 25.9% during fiscal 2024 primarily due product sales mix.

Selling, general and administrative (SG&A) expenses decreased \$182,626 to \$975,640 during fiscal 2025 when compared to SG&A expenses of \$1,158,266 during fiscal 2024 primarily due to a decrease in payroll and payroll related expenses.

Other income was \$18,983 during fiscal 2025 compared to \$36,774 during fiscal 2024 primarily due to a decrease in interest income.

The Company recorded income taxes of \$50 and \$50 for the fiscal year ended September 30, 2025 and September 30, 2024. Any other provision for income tax expense was fully offset by a reversal of a portion of the Company's valuation allowance. Any benefit for losses has been subject to a valuation allowance since the realization of the deferred tax benefit is not considered more likely than not. As required by FASB ASC 740 the Company has evaluated the positive and negative evidence bearing upon the realization of its deferred tax assets. The Company has determined that, at this time, it is more likely than not that the Company will not realize all of the benefits of federal and state deferred tax assets, and, as a result, a valuation allowance was established. See Note 6 to the consolidated financial statements.

## LIQUIDITY AND CAPITAL RESOURCES

MFC defines liquidity as the ability to generate adequate funds to meet its operating and capital needs. The Company's primary source has been funds provided by operations and its existing cash balances.

	September 30	
	<u>2025</u>	<u>2024</u>
Cash & cash equivalents	\$ 522,753	\$ 707,036
Working capital	\$ 764,363	\$ 966,820
Current ratio	3.5 to 1	5.2 to 1
Long-term debt	\$ 0	\$ 0

Cash & cash equivalents decreased \$184,283 to \$522,753 at September 30, 2025 when compared to \$707,036 at September 30, 2024. The decrease was a result of \$145,344 in net cash used for operating activities, \$38,853 for capital expenditures and \$86 in cash used to purchase treasury stock.

Net cash provided by operating activities fluctuates between periods primarily as a result of differences in sales and net income and the timing of the collection of accounts receivable, purchase of inventory and payment of accounts payable.

Management believes that its working capital requirements for the foreseeable future will be met by its existing cash balances, future cash flows from operations and its current credit arrangements

### Off-Balance Sheet Arrangements

At September 30, 2025 and 2024, the Company did not have any unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special entities, which might have been established for the purpose of facilitates off-balance sheet arrangements.



**Microwave Filter Company, Inc.  
and Subsidiaries**

**Consolidated Financial Statements**

**September 30, 2025 and 2024**



DM Financial Plaza | 221 S. Warren St. | Syracuse, NY 13202  
315.472.9127 | [www.DMCPAS.com](http://www.DMCPAS.com)

## Independent Accountant's Review Report

December 10, 2025

To the Board of Directors and Stockholders  
of Microwave Filter Company, Inc. and Subsidiaries

We have reviewed the accompanying consolidated financial statements of Microwave Filter Company, Inc. and Subsidiaries, which comprise the consolidated balance sheets as of September 30, 2025 and 2024, and the related consolidated statements of operations, changes in stockholders' equity, and cash flows for the years then ended, and the related notes to the consolidated financial statements. A review includes primarily applying analytical procedures to management's financial data and making inquiries of Company management. A review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the consolidated financial statements as a whole. Accordingly, we do not express such an opinion.

### **Management's Responsibility for the Consolidated Financial Statements**

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement whether due to fraud or error.

### **Accountant's Responsibility**

Our responsibility is to conduct the review engagements in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. Those standards require us to perform procedures to obtain limited assurance as a basis for reporting whether we are aware of any material modifications that should be made to the consolidated financial statements for them to be in accordance with accounting principles generally accepted in the United States of America. We believe that the results of our procedures provide a reasonable basis for our conclusion.

We are required to be independent of Microwave Filter Company, Inc. and Subsidiaries and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements related to our reviews.

### **Accountant's Conclusion**

Based on our reviews, we are not aware of any material modifications that should be made to the accompanying consolidated financial statements in order for them to be in accordance with accounting principles generally accepted in the United States of America.

*Dannible & McKee, LLP*

Dannible & McKee, LLP  
Schenectady, New York

Microwave Filter Company, Inc. and Subsidiaries

Consolidated Balance Sheets

	September 30,	
<u>Assets</u>	2025	2024
Current assets:		
Cash and cash equivalents (Note 1)	\$ 522,753	\$ 707,036
Trade accounts receivable, less allowance for credit losses (Note 1)	277,523	196,314
Inventories (Notes 1 and 2)	227,382	210,002
Prepaid expenses and other current assets	41,960	85,388
Total current assets	1,069,618	1,198,740
Property, plant and equipment, net (Notes 1 and 3)	590,585	650,723
Operating lease right-of-use asset (Notes 1 and 4)	9,393	12,879
	<u>\$ 1,669,596</u>	<u>\$ 1,862,342</u>
<u>Liabilities and Stockholders' Equity</u>		
Current liabilities:		
Accounts payable	\$ 146,790	\$ 78,968
Customer deposits (Note 1)	65,522	27,979
Current portion of operating lease liability (Notes 1 and 4)	2,958	2,958
Accrued expenses	89,985	122,015
Total current liabilities	305,255	231,920
Operating lease liability (Notes 1 and 4)	6,435	9,921
Total liabilities	311,690	241,841
Stockholders' equity:		
Common stock - \$.10 par value; 5,000,000 shares authorized; issued 4,324,140, outstanding 2,575,652 in 2025 and 2,575,824 in 2024	432,414	432,414
Additional paid-in capital	3,248,706	3,248,706
Accumulated deficit	(626,231)	(363,722)
Treasury stock, at cost (Note 1) - 1,748,488 shares in 2025 and 1,748,316 shares in 2024	(1,696,983)	(1,696,897)
	1,357,906	1,620,501
	<u>\$ 1,669,596</u>	<u>\$ 1,862,342</u>

See accompanying notes and independent accountant's review report.

Microwave Filter Company, Inc. and Subsidiaries

Consolidated Statements of Operations

	<u>Year ended September 30,</u>	
	<u>2025</u>	<u>2024</u>
Net sales	\$ 2,179,354	\$ 2,418,702
Cost of goods sold	<u>1,479,938</u>	<u>1,791,677</u>
Gross profit	699,416	627,025
Selling, general and administrative expenses (Note 1)	975,640	1,158,266
Operating lease expense (Note 4)	<u>5,218</u>	<u>5,007</u>
Loss before other income	<u>(281,442)</u>	<u>(536,248)</u>
Other income:		
Interest income	17,207	30,961
Other income, net	<u>1,776</u>	<u>5,813</u>
	<u>18,983</u>	<u>36,774</u>
Loss before provision for income taxes	(262,459)	(499,474)
Provision for income taxes (Notes 1 and 5)	<u>(50)</u>	<u>(50)</u>
Net loss	<u>\$ (262,509)</u>	<u>\$ (499,524)</u>

See accompanying notes and independent accountant's review report.

Microwave Filter Company, Inc. and Subsidiaries  
Consolidated Statements Of Changes in Stockholders' Equity

	<u>Common Stock</u>		<u>Additional Paid-in Capital</u>	<u>Retained Earnings (Accumulated Deficit)</u>	<u>Treasury Stock</u>		<u>Total Stockholders' Equity</u>
	<u>Shares</u>	<u>Amount</u>			<u>Shares</u>	<u>Amount</u>	
Balance at September 30, 2023	4,324,140	\$ 432,414	\$ 3,248,706	\$ 135,802	1,747,974	\$ (1,696,726)	\$ 2,120,196
Net loss	-	-	-	(499,524)	-	-	(499,524)
Purchase of Treasury Stock	-	-	-	-	342	(171)	(171)
Balance at September 30, 2024	4,324,140	432,414	3,248,706	(363,722)	1,748,316	(1,696,897)	1,620,501
Net loss	-	-	-	(262,509)	-	-	(262,509)
Purchase of Treasury Stock	-	-	-	-	172	(86)	(86)
Balance at September 30, 2025	<u>4,324,140</u>	<u>\$ 432,414</u>	<u>\$ 3,248,706</u>	<u>\$ (626,231)</u>	<u>1,748,488</u>	<u>\$ (1,696,983)</u>	<u>\$ 1,357,906</u>

See accompanying notes and independent accountant's review report.

Microwave Filter Company, Inc. and Subsidiaries

Consolidated Statements of Cash Flows

	<u>Year ended September 30,</u>	
<u>Increase (decrease) in cash and cash equivalents</u>	<u>2025</u>	<u>2024</u>
Cash flows from operating activities:		
Net loss	\$ (262,509)	\$ (499,524)
Adjustments to reconcile net loss to net cash used for operating activities:		
Depreciation	98,991	97,105
(Increase) decrease in trade accounts receivable	(81,209)	298,898
(Increase) decrease in inventories	(20,160)	30,873
Increase (decrease) in inventory obsolescence provision	2,780	(44,344)
(Increase) decrease in prepaid expenses and other current assets	43,428	(10,503)
Increase (decrease) in accounts payable	67,822	(61,690)
Increase (decrease) in customer deposits	37,543	(8,767)
Decrease in accrued expenses	<u>(32,030)</u>	<u>(15,762)</u>
Net cash used for operating activities	(145,344)	(213,714)
Cash flows from investing activities:		
Capital expenditures	(38,853)	-
Cash flows from financing activities:		
Purchase of treasury stock (Note 1)	<u>(86)</u>	<u>(171)</u>
Net decrease in cash and cash equivalents	(184,283)	(213,885)
Cash and cash equivalents, beginning of year	<u>707,036</u>	<u>920,921</u>
Cash and cash equivalents, end of year	<u>\$ 522,753</u>	<u>\$ 707,036</u>
<u>Supplemental disclosure of cash flow information</u>		
Cash paid during the year for taxes	<u>\$ (50)</u>	<u>\$ (50)</u>

See accompanying notes and independent accountant's review report.

## Microwave Filter Company, Inc. and Subsidiaries

### Notes to Consolidated Financial Statements

#### Note 1 - Summary of significant accounting policies

Nature of business - Microwave Filter Company, Inc. (“MFC”) and its wholly-owned Subsidiaries (Niagara Scientific, Inc. [“NSI”] and Microwave Filter International, LTD. [“MFI”]), (collectively, the “Company”), are engaged in the business of designing, developing, manufacturing and selling electronic filters, both for radio and microwave frequencies, to help process signal distribution and to prevent unwanted signals from disrupting transmit or receive operations. The Company is located in Syracuse, New York.

Principles of consolidation - The accompanying consolidated financial statements include the accounts of MFC and its wholly-owned subsidiaries, NSI and MFI, a dormant entity. All significant intercompany balances and transactions have been eliminated in consolidation.

Cash and cash equivalents - For purposes of the consolidated statements of cash flows, the Company considers all highly liquid investments purchased with a maturity of three months or less to be cash equivalents.

Accounts receivable and credit policies - The Company extends credit to business customers based upon ongoing credit evaluations. Accounts receivable are unsecured customer obligations due under normal trade terms, generally requiring payment within thirty (30) days from the invoice date. Accounts receivable are stated at the amount billed to the customer, and interest is not charged on the accounts. Customer account balances with invoices over ninety (90) days old are considered delinquent. Payments of accounts receivable are allocated to the specific invoices identified on the customer’s remittance advice or, if unspecified, are applied to the earliest unpaid invoices.

The carrying amounts of accounts receivable are reduced by valuation allowances that reflect management’s best estimate of the amounts that will not be collected. Management believes that the historical loss information that it has compiled is a reasonable base on which to determine estimated credit losses for accounts receivable held at September 30, 2025 and 2024, because the composition of the accounts receivable at that date is consistent with that used in developing the historical credit-loss percentages (i.e., the similar risk characteristics of its customers and its lending practices have not changed significantly over time). Additionally, management has evaluated the current and reasonable and supportable forecasted economic conditions in order to determine the expected credit loss rates by aging category for its accounts receivable. As a result, management applied the applicable updated credit loss rates to determine the expected credit loss estimated for each aging category. Further, management individually reviews all accounts receivable balances that exceed ninety days from the invoice date. Those receivables identified by management as uncollectable are written off against this allowance. Management has evaluated the necessity for an allowance for credit losses and has determined the allowance to be \$4,213 for the years ended September 30, 2025 and 2024. There

were no write-offs or other adjustments to the allowance for credit losses for the years ended September 30, 2025 and 2024.

Economic dependency and concentration of credit risk - The Company had sales to one customer representing 23% of total sales for the year ended September 30, 2025 and to two customers representing 43% of total sales for the year ended September 30, 2024. Accounts receivable included \$225,115 and \$49,610 due from these customers at September 30, 2025 and 2024, respectively.

The Company maintains cash in bank accounts at various financial institutions. Amounts held in these accounts may, at times, exceed the amounts insured by the Federal Deposit Insurance Corporation (“FDIC”). Amounts in excess of FDIC insurance limits are subject to normal credit risk.

Revenue recognition - The Company recognizes revenue at a point-in-time once control over the finished product has transferred to the customer. Accordingly, revenue is recognized when the customer takes title and assumes the risks and rewards of ownership, generally at the time of shipment. When revenue is recognized in accordance with the above terms, the trade accounts receivable is recorded.

Inventories - Inventories are valued at the lower of cost (first in, first out “FIFO” method) or net realizable value. Net realizable value is determined as the estimated selling price in the normal course of business, minus the cost of completion, disposal and transportation. Work in process and finished goods include materials, direct labor and allocated factory overhead. See Note 2.

Property, plant and equipment - Property, plant and equipment are recorded at cost. Depreciation is computed for financial statement purposes using the straight-line method over the estimated useful lives of the assets, while for income tax purposes, depreciation is computed using methods and lives prescribed by the appropriate income tax regulations.

Depreciation for consolidated financial statement purposes is computed using asset lives as follows:

Buildings	10 to 30 years
Machinery & equipment	3 to 10 years
Office equipment & fixtures	3 to 10 years

Expenditures for maintenance and repairs are charged to expense as incurred; major renewals and betterments are capitalized. When items of property, plant or equipment are sold or retired, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is included in income. See Note 3.

Customer deposits - Customer deposits consist of down payments from customers on future orders. The deposits remain as liabilities to the Company until the customer orders are completed.

Leases - The Company determines if an arrangement contains a lease at contract inception. With the exception of short-term leases (leases with terms less than 12 months), all leases with contractual fixed costs are recorded on the balance sheets on the lease commencement date as a right-of-use (“ROU”) asset and a lease liability. Lease liabilities are initially measured at the present value of the minimum lease payments and subsequently increased to reflect the interest accrued and reduced by the lease payments affected. ROU assets are initially measured at the present value of the minimum lease payments adjusted for any prior lease payments, lease incentives and initial direct costs. Certain leases may contain escalation, renewal and/or termination options that are factored into the ROU asset as appropriate. Operating leases result in a straight-line rent expense over the life of the lease. For finance leases, ROU assets are amortized on a straight-line basis over the life of the lease and interest accrues to the lease liability, which results in a higher interest expense at lease inception that declines over the life of the lease.

Variable lease costs are expensed as incurred and are not included in the determination of ROU assets or lease liabilities. The short-term lease for office equipment is recognized in the accompanying consolidated statements of operations on a straight-line basis over the lease term. See Note 4.

Product warranty - The Company has established a warranty reserve which provides for the estimated cost of product returns based upon historical experience and any known conditions or circumstances. No revenues are recognized in connection with the performance of the warranty repair or fulfillment function. The warranty obligation is affected by product that does not meet specifications and performance requirements and any related costs of addressing such matters. Products must be returned within one year of the date of purchase. The warranty liability was insignificant at September 30, 2025 and 2024.

Research and development - Research and development expenditures were approximately \$183,000 and \$213,000 for the years ended September 30, 2025 and 2024, respectively, and are included in selling, general and administrative expenses in the accompanying consolidated statements of operations.

Advertising - The Company expenses advertising costs as incurred. Advertising expenses were approximately \$18,800 and \$29,700 for the years ended September 30, 2025 and 2024, respectively, and are included in selling, general and administrative expenses in the accompanying consolidated statements of operations.

Income taxes - The Company has elected to be taxed as a C Corporation for Federal and state income tax purposes, as explained in Note 5. Accordingly, the Company provides for income taxes using the liability method. Under the liability method, income taxes are provided for the tax effects of transactions reported in the consolidated financial statements and consist of taxes

currently due plus deferred taxes related primarily to differences between the financial reporting basis and income tax basis of property and equipment. Deferred income taxes are also recognized for operating losses that are available to offset future taxable income. The deferred tax assets and liabilities represent the future tax consequences of those differences, which will either be deductible or taxable when the assets and liabilities are recovered or settled. Valuation allowances are established to reserve for deferred tax assets, which may not be realized. The Company has provided a full valuation allowance against its deferred tax assets. Deferred income taxes are recorded using currently enacted income tax rates applicable to the period in which the deferred tax asset or liability is expected to be realized or settled. As changes in tax laws are enacted, deferred income taxes are adjusted through the provision for income taxes in the year of the change.

The Company has reviewed its operations for uncertain tax positions and believes there are no significant exposures. The Company will include interest on income tax liabilities in interest expense and penalties in selling, general and administrative expenses, if such amounts arise. There were no interest or penalties for the years ended September 30, 2025 and 2024. The Company is no longer subject to Federal or New York State examinations by tax authorities for the closed tax years before 2022.

Retirement plans - The Company maintains a qualified profit-sharing plan with a 401(k) provision covering all employees over the age of 21 with one year of service. The Company makes matching safe-harbor contributions equal to 100% of an employee's first 6% of contributions. The maximum corporate match was 6% of an employee's compensation during fiscal 2025 and 2024. Each year, the Company may make a discretionary profit-sharing contribution allocated based on an employee's compensation in proportion to total compensation. Annual profit-sharing contributions are determined by the Board of Directors and are made from current or accumulated earnings.

The Company's matching safe-harbor contributions to the 401(k) plan for the years ended September 30, 2025 and 2024, were approximately \$52,000 and \$62,000, respectively. There were no discretionary profit-sharing contributions made to the plan in fiscal 2025 and 2024.

Treasury stock - The Company purchased 172 shares and 342 shares from various shareholders during the years ended September 30, 2025 and 2024, respectively. The purchased shares increased Treasury stock on the accompanying consolidated balance sheets by \$86 and \$171 at September 30, 2025 and 2024, respectively.

Use of estimates - The preparation of consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Subsequent events - On October 22, 2025, the Company entered into a purchase and sale agreement (“PSA”) to sell their office building for \$2,375,000. The purchase and sale agreement contains a leaseback provision in which the Company will lease back approximately 10,000 square feet from the purchaser pursuant to a separate lease agreement. The PSA outlines preliminary terms and conditions, however, negotiations are ongoing. Management has evaluated subsequent events through December 10, 2025, the date which the consolidated financial statements were available for issue.

Note 2 - Inventories

Inventories consisted of the following:

	<u>September 30,</u>	
	<u>2025</u>	<u>2024</u>
Raw Materials and stock parts	\$ 361,165	\$ 355,788
Work-in-process	28,968	34,042
Finished goods	84,684	59,828
	<u>474,817</u>	<u>449,658</u>
Reserve for obsolescence	<u>(247,435)</u>	<u>(239,656)</u>
	<u>\$ 227,382</u>	<u>\$ 210,002</u>

Note 3 - Property, plant and equipment

Property, plant and equipment consisted of the following:

	<u>September 30,</u>	
	<u>2025</u>	<u>2024</u>
Land	\$ 143,000	\$ 143,000
Building	2,254,258	2,254,258
Machinery and equipment	502,205	481,262
Office equipment and fixtures	148,992	131,082
	<u>3,048,455</u>	<u>3,009,602</u>
Less - Accumulated depreciation	<u>(2,457,870)</u>	<u>(2,358,879)</u>
	<u>\$ 590,585</u>	<u>\$ 650,723</u>

Depreciation expense was \$98,991 and \$97,105 for the years ended September 30, 2025 and 2024, respectively.

Note 4 - Operating lease commitments

The Company entered into an operating lease arrangement for office equipment in Syracuse, New York, beginning November 15, 2022, following expiration of their previous

operating lease arrangement, which matured in March 2022 and had since been rented on a month-to-month basis. The total right-of-use asset obtained in exchange for new operating lease liability for the lease period is stated below. Total operating lease expense was \$5,218 and \$5,007 for the years ended September 30, 2025 and 2024, respectively.

Supplemental cash flow information related to the lease, included in the accompanying consolidated statements of cash flows, is as follows:

	<u>Year ended September 30,</u>	
	<u>2025</u>	<u>2024</u>
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows from operating lease	<u>\$ 5,218</u>	<u>\$ 5,007</u>

The table below presents additional information related to the Company's leases as of:

	<u>September 30,</u>	
	<u>2025</u>	<u>2024</u>
Weighted-average remaining lease term in years for operating lease	2.38	3.38
Weighted-average discount rate for operating lease	8%	8%

As of September 30, 2025, maturities of the operating lease liability were as follows:

Fiscal 2026	\$ 4,596
Fiscal 2027	4,596
Fiscal 2028	<u>1,915</u>
Total operating lease payment	11,107
Amount representing imputed interest	<u>(1,714)</u>
Total operating lease liability	9,393
Less - Current portion	<u>(2,958)</u>
	<u>\$ 6,435</u>

## Note 5 - Income taxes

The components of the provision for income taxes in the accompanying consolidated statements of operations are as follows:

	<u>Year ended September 30,</u>	
	<u>2025</u>	<u>2024</u>
Currently payable:		
State	<u>\$ 50</u>	<u>\$ 50</u>

As explained in Note 1, the Company elected to be taxed as a C Corporation. The Company generated a net operating loss (“NOL”) of approximately \$133,000 and \$260,000 for the years ended September 30, 2025 and 2024, respectively.

The accompanying consolidated balance sheets include the following components of net deferred taxes:

	<u>September 30,</u>	
	<u>2025</u>	<u>2024</u>
Deferred tax assets	\$ 841,000	\$ 804,100
Deferred tax liabilities	(22,100)	(29,600)
Valuation allowance	<u>(818,900)</u>	<u>(774,500)</u>
Net deferred taxes	<u>\$ -</u>	<u>\$ -</u>

Deferred tax expense consisted of the following:

	<u>Year ended September 30,</u>	
	<u>2025</u>	<u>2024</u>
Benefit from change in temporary differences	\$ 19,600	\$ 50,200
Benefit from change in tax credit carryforwards and net operating losses	24,800	62,800
Increase in valuation allowance	<u>(44,400)</u>	<u>(113,000)</u>
Deferred tax expense	<u>\$ -</u>	<u>\$ -</u>

The research and development tax credit carryforwards and NOL carryforwards generated through September 30, 2025, of approximately \$388,000 and \$1,055,000 respectively, expire at various times through 2042. As required by the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (ASC) 740, the Company has evaluated the positive and negative evidence bearing upon the realization of its net deferred tax assets. The Company has determined that, at this time, it is more likely than not that the Company will not realize all of the

benefits of Federal and state net deferred tax assets, and, as a result, a valuation allowance was established. Pursuant to the CARES Act, there is no limit to the usage of the Company's NOLs originating through the fiscal tax years ending on or before September 30, 2020. The Company is currently open to audit under the statute of limitations by the Internal Revenue Service ("IRS") for the fiscal years ended September 30, 2022 through September 30, 2025.

## 10) Issuer Certification

### *Principal Executive Officer:*

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Carl Fahrenkrug certify that:

1. I have reviewed this Disclosure Statement for Microwave Filter Company, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

12/24/2025

/s/ Carl Fahrenkrug

### *Principal Financial Officer:*

I, Richard Jones certify that:

1. I have reviewed this Disclosure Statement for Microwave Filter Company, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

12/24/2025

/s/ Richard Jones