

SUN HYDRAULICS CORPORATION
NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
Tuesday, May 28, 2013

Notice hereby is given that the Annual Meeting of Shareholders of Sun Hydraulics Corporation, a Florida corporation, will be held on Tuesday, May 28, 2013, at 10:00 a.m., Eastern Daylight Savings Time, at the Company's manufacturing facility, located at 701 Tallevast Road, Sarasota, Florida 34243, for the following purposes:

1. To elect two Directors to serve until the Annual Meeting in 2016, and until their successors are elected and qualified or until their earlier resignation, removal from office or death;
2. To ratify the appointment of Mayer Hoffman McCann P.C. as the Company's independent registered public accounting firm for the year 2013;
3. To conduct an advisory vote on executive compensation; and
4. To transact such other business as properly may come before the Meeting or any adjournment thereof.

Your attention is directed to the Proxy Statement accompanying this Notice for a more complete description of the matters to be acted upon at the Meeting. The 2012 Annual Report of the Company is enclosed. Shareholders of record at the close of business on April 1, 2013, are entitled to receive 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 expect to attend, please sign and return the enclosed Proxy promptly in the envelope provided to assure the presence of a quorum. You may revoke your Proxy and vote in person at the Meeting if you desire.

If your shares are held in street name by a brokerage, your broker will supply you with a proxy to be returned to the brokerage. It is important that you return the form to the brokerage as quickly as possible so that the brokerage may vote your shares. You may not vote your shares in person at the Meeting unless you obtain a power of attorney or legal proxy from your broker authorizing you to vote the shares, and you present this power of attorney or proxy at the Meeting.

By Order of the Board of Directors,



GREGORY C. YADLEY
Secretary

Sarasota, Florida
April 12, 2013

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS
FOR THE SHAREHOLDERS MEETING TO BE HELD ON MAY 28, 2013**

This Proxy Statement and our 2012 Annual Report to Shareholders are available at:
<http://sunhydraulics.mwnewsroom.com/Reports/Annual-Report>