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Annual Meeting Proxy Card

▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

A Proposals – The Board of Directors recommends a vote **FOR** all nominees and **FOR** Proposals 2, 3, and 5 and a vote of **1 YEAR** for Proposal 4.

1. To elect the following seven (7) persons directors to serve on the Company's Board of Directors until the next annual meeting of stockholders and until their respective successors are duly elected and qualified:

01 - Lee-Lean Shu, Chairman of the Board, President and Chief Executive Officer, GSI Technology, Inc.	For	Withhold
	<input type="checkbox"/>	<input type="checkbox"/>
04 - Haydn Hsieh, Chairman and Chief Strategy Officer, Wistron NeWeb Corp.	<input type="checkbox"/>	<input type="checkbox"/>
07 - Robert Yau, Vice President, Engineering, GSI Technology, Inc.	<input type="checkbox"/>	<input type="checkbox"/>

02 - Jack A. Bradley, Partner, David Powell Financial Services	For	Withhold
	<input type="checkbox"/>	<input type="checkbox"/>
05 - Barbara Nelson, Former Vice President, Western Digital Corporation; Board member, Audit Committee member and Chair of the Nominating and Corporate Governance Committee of Backblaze, Inc.	<input type="checkbox"/>	<input type="checkbox"/>

03 - Elizabeth Cholawsky, Chief Executive Officer of HG Insights Inc.	For	Withhold
	<input type="checkbox"/>	<input type="checkbox"/>
06 - Ruey L. Lu, President; EMPIA Technology	<input type="checkbox"/>	<input type="checkbox"/>

2. To ratify the appointment of BDO USA, P.A. as the independent registered public accounting firm for the Company for the fiscal year ending March 31, 2024.

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

3. To vote on an advisory (non-binding) resolution regarding the fiscal 2023 compensation of the executive officers named in the Summary Compensation Table included in the proxy statement for the annual meeting.

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

4. To vote on an advisory (non-binding) basis on the frequency of future advisory stockholder votes on executive compensation.

1 Year	2 Years	3 Years	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

5. To transact such other business as may properly come before the meeting or any adjournment or postponement of the meeting.

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, YOU ARE URGED TO SIGN AND PROMPTLY MAIL THIS PROXY IN THE RETURN ENVELOPE SO THAT YOUR STOCK MAY BE REPRESENTED AT THE MEETING.

B Authorized Signatures – This section must be completed for your vote to be counted. – Date and Sign Below

Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title.
 Date (mm/dd/yyyy) – Please print date below.

Signature 1 – Please keep signature within the box.

Signature 2 – Please keep signature within the box.

The 2023 Annual Meeting of Stockholders of GSI Technology, Inc. will be held on Thursday, August 24, 2023 at 2:00 P.M. PDT, virtually via audio webcast at <https://meetnow.global/MQV6UG2>.

To access the virtual meeting, you must have the information that is printed in the shaded bar located on the reverse side of this form.



▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

Proxy – GSI TECHNOLOGY, INC.



Proxy for the Annual Meeting of Stockholders

To be held on August 24, 2023

Solicited by the Board of Directors

The annual meeting of stockholders will be held on Thursday, August 24, 2023 at 2:00 P.M. PDT, virtually via audio webcast at <https://meetnow.global/MQV6UG2>.

The undersigned hereby appoints Lee-Lean Shu, Douglas Schirle, and each of them, with full power of substitution, as proxies and attorneys-in-fact to represent the undersigned and to vote all of the shares of stock in GSI Technology, Inc., a Delaware corporation (the "Company"), which the undersigned is entitled to vote at the Annual Meeting of Stockholders of the Company to be held on Thursday, August 24, 2023 at 2:00 P.M. PDT, and at any adjournment or postponement thereof (1) as hereinafter specified upon the proposals listed on the reverse side and as more particularly described in the Proxy Statement of the Company dated July 17, 2023 (the "Proxy Statement"), receipt of which is hereby acknowledged, and (2) in their discretion upon such other matters as may properly come before the meeting.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON AUGUST 24, 2023:

A complete set of proxy materials relating to our annual meeting is available on the Internet. These materials, consisting of the notice of annual meeting, proxy statement, proxy card and annual report to stockholders, may be viewed at <http://ir.gsitechnology.com/proxy-materials>.

THE SHARES REPRESENTED HEREBY WILL BE VOTED AS SPECIFIED. IF NO SPECIFICATION IS MADE, SUCH SHARES SHALL BE VOTED FOR THE ELECTION OF THE NOMINEES LISTED ON THE REVERSE SIDE FOR THE BOARD OF DIRECTORS AND FOR PROPOSALS 2, 3, AND 5 AND A VOTE OF 1 YEAR FOR PROPOSAL 4.

C Non-Voting Items

Change of Address – Please print new address below.

