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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 the nominees listed and **FOR** Proposals 2, 3, 4 and 5.

1. To elect the following eight (8) 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** ☐

02 - Jack A. Bradley, Partner, David
Powell Financial Services

For ☐ **Withhold** ☐

03 - Elizabeth Cholawsky, Chief
Executive Officer of HG Insights Inc.

For ☐ **Withhold** ☐

04 - Haydn Hsieh, Chairman and Chief
Strategy Officer, Wistron NeWeb Corp.

For ☐ **Withhold** ☐

05 - Kim Le, Founder and CEO of A2Q2
Corporation and SASI Robotics

For ☐ **Withhold** ☐

06 - 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.

For ☐ **Withhold** ☐

07 - Ruey L. Lu, President;
EMPIA Technology

For ☐ **Withhold** ☐

08 - Robert Yau, Vice President,
Engineering, GSI Technology, Inc.

For ☐ **Withhold** ☐

2. To ratify the appointment of BDO USA, LLP as the independent
registered public accounting firm for the Company for the fiscal
year ending March 31, 2023.

For ☐ **Against** ☐ **Abstain** ☐

3. To vote on an advisory (non-binding) resolution regarding the
fiscal 2022 compensation of the executive officers named in
the Summary Compensation Table included in the proxy
statement for the annual meeting.

For ☐ **Against** ☐ **Abstain** ☐

4. To approve an amendment and restatement to our Certificate
of Incorporation in the form attached as Appendix A to the
accompanying proxy statement.

☐ ☐ ☐

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

☐ ☐ ☐

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.

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1 U P X

The 2022 Annual Meeting of Shareholders of GSI Technology, Inc. will be held on Thursday, August 25, 2022 at 2:00 P.M. PDT, virtually via audio webcast at <https://meetnow.global/MHHP4V>.

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.



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Proxy – GSI TECHNOLOGY, INC.



Proxy for the Annual Meeting of Stockholders

To be held on August 25, 2022

Solicited by the Board of Directors

The annual meeting of stockholders will be held on Thursday, August 25, 2022 at 2:00 P.M. PDT, virtually via audio webcast at <https://meetnow.global/MHHP4V>.

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 25, 2022 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 18, 2022 (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 25, 2022: 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.gsistechnology.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, 4 AND 5.

C Non-Voting Items

Change of Address – Please print new address below.

