



Using a **black ink** pen, mark your votes with an **X** as shown in this example.
Please do not write outside the designated areas.



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 and 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:

	For	Withhold
01 - Lee-Lean Shu, Chairman of the Board, President and Chief Executive Officer, GSI Technology, Inc.	<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"/>

	For	Withhold
02 - Jack A. Bradley, Partner, David Powell Financial Services	<input type="checkbox"/>	<input type="checkbox"/>
05 - Ruey L. Lu, President; EMPIA Technology	<input type="checkbox"/>	<input type="checkbox"/>

	For	Withhold
03 - Elizabeth Cholawsky, Chief Executive Officer of HG Insights Inc.	<input type="checkbox"/>	<input type="checkbox"/>
06 - Arthur O. Whipple, Former President of ABBYY USA Software, Inc.	<input type="checkbox"/>	<input type="checkbox"/>

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, 2021.

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

3. To vote on an advisory (non-binding) resolution regarding the fiscal 2020 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 transact such other business as may properly come before the meeting or any adjournment or postponement of the meeting.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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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.

1 U P X 4 6 9 9 0 8

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Proxy – GSI TECHNOLOGY, INC.

Proxy for the Annual Meeting of Stockholders

To be held on August 27, 2020

Solicited by the Board of Directors

The annual meeting of stockholders will be held on Thursday, August 27, 2020 at 2:00 P.M. PDT, virtually via audio webcast at www.meetingcenter.io/286213256.

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 27, 2020 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 20, 2020 (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 27, 2020: 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 4.