

ORION ENERGY SYSTEMS, INC.
2020 ANNUAL MEETING RULES AND PROCEDURES
August 6, 2020

The following summarizes the rules that will govern the conduct of the Orion Energy Systems, Inc. 2020 annual meeting. All attendees are bound by, and must conduct yourself in accordance with, these rules:

- No person will be allowed entry into the virtual meeting if such person is deemed by the Chair, in his discretion to be a potential disruption to the meeting.
- The use of any recording equipment is not permitted at the meeting.
- Should an attending individual cause a disruption in the virtual meeting, the Chair, in his discretion, may require that such individual be removed from the meeting.
- In the event of disorder, technical malfunction, or other significant problem that disrupts the meeting, the Chair may adjourn, recess or expedite the meeting or take such other action that the Chair determines is appropriate in light of the circumstances. In such case, please stay connected to the meeting website for at least 15 minutes. If the meeting cannot be resumed, (i) all items of the official business of the meeting described in the proxy statement will be deemed to be properly before the meeting; (ii) all proxy and other votes received before the start of the interruption will be deemed to have been validly cast; and (iii) the official business of the meeting will be deemed to have been validly completed and the meeting adjourned immediately thereafter.
- Appropriate shareholder questions submitted through the web portal will be addressed at the conclusion of the meeting. To allow us to answer questions from as many shareholders as possible, we will limit each shareholder to two questions.
- No questions, in whatever form, will be addressed that are:
 - requests for a shareholder or Board vote at the meeting or to modify these rules and procedures;
 - irrelevant to Orion's business or the conduct of Orion's operations;
 - non-germane to the items of business under discussion;
 - related to pending or threatened litigation or legal matters;
 - related to confidential employment, medical or personnel matters;
 - related to material non-public information of the Company;
 - derogatory references that are not in good taste or that would violate our Code of Conduct; or
 - related to personal grievances or other personal issues.