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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**SCHEDULE 14A**  
Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. \_\_)

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Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

**Orion Energy Systems, Inc.**  
(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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ORION ENERGY SYSTEMS, INC.  
2210 WOODLAND DRIVE  
MANTOWOC, WI 54220

# Your **Vote** Counts!

ORION ENERGY SYSTEMS, INC.

2023 Annual Meeting  
Vote by August 9, 2023  
11:59 PM ET



V19758-P93831

## You invested in ORION ENERGY SYSTEMS, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the shareholder meeting to be held on August 10, 2023.**

### Get informed before you vote

View the Notice and Proxy Statement and Annual Report on Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to July 27, 2023. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

#### Smartphone users

Point your camera here and  
vote without entering a  
control number



#### Vote Virtually at the Meeting\*

August 10, 2023  
1:00 PM CT

Virtually at:  
[www.virtualshareholdermeeting.com/OESX2023](http://www.virtualshareholdermeeting.com/OESX2023)

\*Please check the meeting materials for any special requirements for meeting attendance.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of Directors <b>Nominees:</b> 01) Michael H. Jenkins 02) Heather L. Wishart-Smith	✓ For
2. Advisory vote on the approval of the compensation of the Company's named executive officers as disclosed in the proxy statement.	✓ For
3. Advisory vote on the frequency of future advisory shareholder votes on the compensation of the Company's named executive officers.	1 Year
4. Approval of the 2016 Orion Energy Systems, Inc. Omnibus Incentive Plan, as amended and restated.	✓ For
5. Ratification of BDO USA, LLP to serve as the Company's independent registered public accounting firm for fiscal year 2024.	✓ For
6. On such other matters that may properly come before the annual meeting in accordance with the best judgment of the persons named as proxies.	✓ For
<b>NOTE:</b> THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED AS DIRECTED OR, IF NO DIRECTION IS GIVEN, WILL BE VOTED FOR THE DIRECTOR NOMINEES INDICATED ABOVE, FOR ITEM 2, FOR 1 YEAR FREQUENCY ON ITEM 3 AND FOR ITEMS 4 AND 5. IT WILL ALSO BE VOTED IN ACCORDANCE WITH BEST JUDGMENT OF THE PROXIES NAMED HEREIN ON ANY OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE ANNUAL MEETING.	

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Delivery Settings".