

ANNUAL MEETING OF STOCKHOLDERS OF  
**SIGMATRON INTERNATIONAL, INC.**

September 22, 2023

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**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS  
FOR THE STOCKHOLDER MEETING TO BE HELD ON SEPTEMBER 22, 2023**

The Notice of Meeting, proxy statement and proxy card are available at [www.sigmatronintl.com](http://www.sigmatronintl.com)

Please sign, date and mail  
your proxy card in the  
envelope provided as soon  
as possible.

↓ Please detach along perforated line and mail in the envelope provided. ↓

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THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF DIRECTORS,  
"FOR" PROPOSALS 2, 3, 4, 5 AND 7 AND FOR "3 YEARS" FOR PROPOSAL 6.  
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE

1. Election of Two Class III Directors:

- FOR ALL NOMINEES
- WITHHOLD AUTHORITY FOR ALL NOMINEES
- FOR ALL EXCEPT (See instructions below)
- NOMINEES:**  
 Gary R. Fairhead  
 Dilip S. Vyas

**INSTRUCTIONS:** To withhold authority to vote for any individual nominee(s), mark "FOR ALL EXCEPT" and fill in the circle next to each nominee you wish to withhold, as shown here: ●

2. PROPOSAL TO APPROVE AND ADOPT THE CREDITOR COMPROMISE AMENDMENT  FOR  AGAINST  ABSTAIN
3. PROPOSAL TO APPROVE AND ADOPT THE EXCULPATION AMENDMENT  FOR  AGAINST  ABSTAIN
4. PROPOSAL TO RATIFY THE SELECTION OF BDO USA, LLP AS REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL YEAR 2024.  FOR  AGAINST  ABSTAIN
5. PROPOSAL TO PROVIDE APPROVAL OF THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS. (advisory only)  FOR  AGAINST  ABSTAIN
6. RECOMMENDATION REGARDING THE FREQUENCY OF ADVISORY VOTES ON EXECUTIVE COMPENSATION. (advisory only)  1 year  2 years  3 years  ABSTAIN
7. IN THEIR DISCRETION, ON SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING (which the Board of Directors does not know of prior to August 24, 2023).  FOR  AGAINST  ABSTAIN

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED STOCKHOLDER. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF THE NOMINEES FOR DIRECTOR, FOR THE APPROVAL AND ADOPTION OF THE CREDITOR COMPROMISE AMENDMENT, FOR THE APPROVAL AND ADOPTION OF THE EXCULPATION AMENDMENT, FOR THE RATIFICATION OF THE SELECTION OF BDO USA, LLP AS REGISTERED PUBLIC ACCOUNTANTS, FOR PROPOSAL 5, FOR THREE YEARS FOR PROPOSAL 6 AND WILL CONFER THE AUTHORITY IN PARAGRAPH 7.

Receipt is hereby acknowledged of the Notice of the Meeting and Proxy Statement dated August 24, 2023 as well as a copy of the 2023 Annual Report to Stockholders.

PLEASE SIGN, DATE AND RETURN THIS PROXY IN THE ENCLOSED ENVELOPE.

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Stockholder

Date:

Signature of Stockholder

Date:

**Note:** Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

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**SIGMATRON INTERNATIONAL, INC.**

**2201 LANDMEIER ROAD  
ELK GROVE VILLAGE, IL 60007**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

The undersigned hereby appoints Gary R. Fairhead, James J. Reiman and Miriam Leskovar Burkland, and each of them, with full power of substitution, as attorneys and proxies to represent and vote all shares of common stock held by the undersigned at the 2023 Annual Meeting of Stockholders of SIGMATRON INTERNATIONAL, INC., a Delaware corporation (the "Company"), to be held at the Company's offices at 2201 Landmeier Road, Elk Grove Village, Illinois at 10:00 a.m. local time, on Friday, September 22, 2023 or at any adjournment or postponement thereof, with all power which the undersigned would possess if personally present, and to vote all shares of stock of the Company which the undersigned may be entitled to vote at said Meeting in the manner provided on the reverse side hereof.

The undersigned hereby revokes any proxy previously submitted by the undersigned with respect to the 2023 Annual Meeting of Stockholders of the Company or any adjournment or postponement thereof.

**(Continued and to be signed on the reverse side)**