

ORION ENERGY SYSTEMS, INC.
2014 ANNUAL MEETING RULES AND PROCEDURES
August 6, 2014

The following summarizes the rules that will govern the conduct of the Orion Energy Systems, Inc. 2014 annual meeting. All attendees, whether joining by webcast or attending the meeting in person, are bound by, and must conduct yourself in accordance with, these rules:

- Only shareholders with an admission badge may enter and attend the meeting in person. You will be asked to verify your identity at the registration desk using photo identification.
- No person will be allowed entry into the meeting in person if such person is deemed by the Chairman, in his discretion, a potential disruption to the meeting, or a potential danger to the health or safety of other meeting participants.
- Should an attending individual be determined to be a potential danger to the health and safety of meeting participants, or otherwise becomes unruly or causes a disruption in the meeting, the Chairman, in his discretion, may require that such individual be removed from the meeting and the premises.
- All proxies and shareholder votes must be submitted to the Inspector of Elections prior to entering the meeting.
- Appropriate shareholder questions that were received in writing prior to July 31, 2014 will be answered during the designated question and answer session of the meeting, after conclusion of the legal and business portions of the meeting. No questions will be permitted that were not submitted in advance of the meeting before the July 31, 2014 deadline.
- 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;
 - derogatory references that are not in good taste;
 - related to personal grievances or other personal issues; or
 - not timely submitted to Orion in advance of the meeting.
- Videotaping, recording or photographs of any type are not permitted during the meeting without the prior consent of the Chairman. Cellular telephones must be turned off during the meeting.