350 Clark Drive, Suite 125
Mt. Olive, NJ 07828
(908) 852-3700

Important Notice Regarding the Availability of Proxy Materials
for the Annual Meeting of Stockholders to Be Held on August 7, 2024

The Notice of Annual Meeting and Proxy Statement
are available at: https://www.cstproxy.com/vislink/2024

To the Stockholders of Vislink Technologies, Inc.:

NOTICE IS HEREBY GIVEN that an Annual Meeting of Stockholders (the “Annual Meeting”) of Vislink Technologies, Inc., a Delaware corporation (the “Company”, “we”, “us” and “our”), will be held on August 7, 2024, virtually via the Internet at https://www.cstproxy.com/vislink/2024 at 11:00 a.m. (Eastern Time), for the following purposes:

1. To elect five members of the Company’s Board of Directors (the “Board”), each to serve until the next Annual Meeting of Stockholders and until their successors are elected and qualified or until their earlier resignation or removal (“Proposal No. 1”).

2. To consider and vote on a proposal to ratify the Board’s selection of Marcum LLP as the Company’s independent registered public accountants for the fiscal year ending December 31, 2024 (“Proposal No. 2”).

The foregoing items of business are more fully described in the Proxy Statement that accompanies this Notice (the “Proxy Statement”). Only stockholders of record of our Common Stock at the close of business on June 13, 2024 (the “Record Date”), will be entitled to notice of and to vote at the Annual Meeting.

The Annual Meeting will be a completely virtual meeting of stockholders, conducted exclusively by webcast or audio on the internet. No physical meeting will be held. A virtual meeting enhances the ability of our stockholders to participate in the Annual Meeting regardless of their location.

If your shares are registered in your name with Continental Stock Transfer & Trust Company (“Continental”), the Company’s transfer agent, and you wish to attend the online-only virtual meeting, go to https://www.cstproxy.com/vislink/2024, enter the control number you received on your proxy card or notice of the meeting and click on the “Click here to pre-register for the online meeting” link at the top of the page. Just prior to the start of the meeting you will need to log back into the meeting site using your control number. Pre-registration is recommended but is not required to attend.

Beneficial stockholders who wish to attend the online-only virtual meeting must obtain a legal proxy by contacting their account representative at the bank, broker, or other nominee that holds their shares and e-mail a copy (a legible photograph is sufficient) of their legal proxy to our transfer agent, Continental at proxy@continentalstock.com. Beneficial stockholders who e-mail a valid legal proxy will be issued a meeting control number that will allow them to register to attend and participate in the online-only meeting. After contacting Continental, a beneficial holder will receive an e-mail prior to the meeting with a link and instructions for entering the virtual meeting. Beneficial stockholders should contact Continental at least five business days prior to the meeting date.

All of our stockholders are cordially invited to attend the Annual Meeting. Your vote is important regardless of the number of shares that you own. Whether or not you expect to attend the Annual Meeting, please complete, sign, date, and return the enclosed proxy card or follow the instructions on the notice and access card in the enclosed postage-paid envelope to ensure representation of your shares of Common Stock. Your proxy is revocable in accordance with the procedures set forth in the Proxy Statement.

The Proxy Statement is accompanied by our Annual Report on Form 10-K and Amendment No. 1 to Form 10-K/A, each for the year ended December 31, 2023.

Mt. Olive, New Jersey	By Order of the Board of Directors,	
June 17, 2024		/s/ *Susan G. Swenson*
	Name:	Susan Swenson
	Title:	Chairman of the Board of Directors

WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING, PLEASE PROMPTLY COMPLETE, SIGN, DATE, AND RETURN THE ENCLOSED PROXY CARD IN THE ACCOMPANYING ENVELOPE OR VOTE BY PHONE OR ONLINE AS INSTRUCTED IN THESE MATERIALS, AS PROMPTLY AS POSSIBLE IN ORDER TO ENSURE YOUR REPRESENTATION AT THE MEETING. NO POSTAGE NEED BE AFFIXED IF THE PROXY CARD IS MAILED IN THE UNITED STATES.

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PROXY STATEMENT FOR ANNUAL MEETING OF STOCKHOLDERS

In this Proxy Statement, Vislink Technologies, Inc., a Delaware corporation, is referred to as the "Company," "we," "us" and "our."

Information Concerning the Proxy Materials and the Annual Meeting

Proxies are being solicited by our board of directors (the "Board") for use at our Annual Meeting of Stockholders (the "Annual Meeting") to be held at 11:00 a.m. (Eastern Time) on August 7, 2024, via the Internet at https://www.cstproxy.com/vislink/2024, and at any adjournment or postponement thereof. Your vote is very important. For this reason, our Board is requesting that you permit your common stock, par value $0.00001 per share, of the Company (the "Common Stock"), to be represented at the Annual Meeting by the proxies named on the enclosed proxy card and follow the instructions on the notice and access card. This Proxy Statement contains important information for you to consider when deciding how to vote on the matters brought before the meeting. Please read it carefully.

Notices of the Internet availability of proxy materials will first be mailed to stockholders on or about June 28, 2024.

Only stockholders of record as of the close of business on June 13, 2024 (the "Record Date"), of our Common Stock will be entitled to notice of and to vote at the Annual Meeting. As of June 13, 2024, 2,448,482 shares of Common Stock were issued and outstanding. Holders of Common Stock are entitled to one vote per share held by them. Stockholders may vote electronically at the Annual Meeting or by proxy. However, granting a proxy does not in any way affect a stockholder's right to vote electronically at the Annual Meeting. Any stockholder giving a proxy has the right to revoke that proxy by (i) filing a later-dated proxy or a written notice of revocation with us at our principal office at any time before the original proxy is exercised or (ii) attending the Annual Meeting and voting electronically.

Carleton M. Miller and Susan G. Swenson are named as attorneys-in-fact in the proxy. Mr. Miller is our Chief Executive Officer. Ms. Swenson is the Chairperson of our Board of Directors. Mr. Miller or Ms. Swenson will vote all shares of Common Stock represented by properly executed proxies returned in time to be counted at the Annual Meeting, as described below under "Voting Procedures and Vote Required." Where a vote has been specified in the Proxy Statement with respect to the matters identified in the notice of the Annual Meeting, the shares of Common Stock represented by the proxy will be voted in accordance with those voting specifications. If no voting instructions are indicated, your shares of Common Stock will be voted as recommended by our Board of Directors on all matters, and as the proxy holders may determine in their discretion with respect to any other matters properly presented for a vote before the Annual Meeting.

Our stockholders will consider and vote upon (i) a proposal to elect five members of the Board, each to serve until the 2025 Annual Meeting of Stockholders and until their successors are elected and qualified or until their earlier resignation or removal ("Proposal No. 1"); and (ii) a proposal to ratify the Board's selection of Marcum LLP as our independent registered public accountants for the fiscal year ending December 31, 2024 ("Proposal No. 2"). Stockholders will also consider and act upon such other business as may properly come before the Annual Meeting.

Voting Procedures and Vote Required

Mr. Miller and/or Ms. Swenson will vote all shares of Common Stock represented by properly executed proxies returned in time to be counted at the Annual Meeting. The presence, in person or by proxy, of at least one-third (1/3) of the issued and outstanding shares of Common Stock entitled to vote at the Annual Meeting is necessary to establish a quorum for the transaction of business. Shares of Common Stock represented by proxies that contain an abstention, as well as "broker non-vote" shares of Common Stock (described below), are counted as present for purposes of determining the presence or absence of a quorum for the Annual Meeting but will not be counted in favor of any of the proposals in the Proxy Statement.

All properly executed proxies delivered pursuant to this solicitation and not revoked will be voted at the Annual Meeting as specified in such proxies.

Vote Required for Election of Directors (Proposal No. 1). Our Restated Certificate of Incorporation does not authorize cumulative voting. Under the Delaware General Corporation Law, our directors are elected by a plurality of the votes cast present in person or represented by proxy at the Annual Meeting and entitled to vote on the election of directors. This means that the five candidates receiving the highest number of affirmative votes at the Annual Meeting will be elected as directors. Only shares of Common Stock that are voted in favor of a particular nominee will be counted toward that nominee's achievement of a plurality. Shares of Common Stock present at the Annual Meeting that are not voted for a particular nominee or shares of Common Stock present by proxy where the stockholder properly withheld authority to vote for such nominee will not be counted toward that nominee's achievement of a plurality.

Vote Required for Ratification of Independent Registered Public Accountants (Proposal No. 2). The affirmative vote of a majority of shares present in person or represented by proxy and entitled to vote on the matter will be required to ratify the Board's selection of Marcum LLP as our independent registered public accountants for the fiscal year ending December 31, 2024.

With respect to "routine" matters, a bank, brokerage firm, or other nominee has the authority (but is not required) under the rules governing self-regulatory organizations ("SRO Rules"), including the NYSE, to vote its clients' shares if the clients do not provide instructions. When a bank, brokerage firm, or other nominee votes its clients' shares on routine matters without receiving voting instructions, these shares are counted both for establishing a quorum to conduct business at the meeting and in determining the number of shares voted FOR, AGAINST or ABSTAINING with respect to such routine matters. We believe Proposal No. 2 is considered a "routine" matter. With respect to "non-routine" matters, a bank, brokerage firm, or other nominee is not permitted under the SRO Rules to vote its clients' shares if the clients do not provide instructions. The bank, brokerage firm, or other nominee will so note on the voting instruction form, and this constitutes a "broker non-vote." "Broker non-votes" will be counted for purposes of establishing a quorum to conduct business at the meeting but not for determining the number of shares voted FOR, AGAINST, or ABSTAINING. Under the rules and interpretations of the NYSE, "non-routine" matters are matters that may substantially affect the rights or privileges of stockholders, such as mergers, reverse stock splits, stockholder proposals, elections of directors (even if not contested) and, pursuant to a recent amendment to the NYSE rules, executive compensation, including advisory stockholder votes on executive compensation and on the frequency of stockholder votes on executive compensation. Proposal No. 1 is considered a "non-routine" matter.

Abstentions are counted as "shares present" at the Annual Meeting for the purposes of determining the presence of a quorum but are not counted in the calculation of the vote. Under the laws of the State of Delaware, the Company's state of incorporation, "votes cast" at a meeting of stockholders by the holders of shares entitled to vote are determinative of the outcome of the matter subject to vote. Abstentions and broker non-votes will not be considered "votes cast" based on current Delaware law requirements and the Company's Certificate of Incorporation and Bylaws.

Votes at the meeting will be tabulated by one or more inspectors of election appointed by our Chief Executive Officer or Chairperson of the Board. For Proposal No.1 and No. 2, broker non-votes and abstentions will have no effect and will not be counted toward the vote totals. For Proposal No. 2, it is expected that brokers will have voting discretion if the beneficial owner does not give instructions as to how to vote although not all brokers may choose to exercise that discretion.

Notice and Access

Under the "notice and access" rules adopted by the SEC, we are furnishing proxy materials to our stockholders primarily via the internet, instead of mailing printed copies of those materials to each stockholder. As a result, the Company intends to mail a notice of Internet availability of proxy materials on or about June 28, 2024, to all stockholders of record entitled to vote at the Annual Meeting. The notice contains instructions on how to access our proxy materials, including our proxy statement and our annual report. The notice also instructs you on how to access your proxy card to vote through the Internet or by telephone. The notice is not a proxy card and cannot be used to vote your shares.

This process is designed to expedite stockholders' receipt of proxy materials, lower the cost of the Annual Meeting, and help minimize the environmental impact of the Annual Meeting. However, if you would prefer to receive printed proxy materials, please follow the instructions included in the notice. If you have previously elected to receive our proxy materials electronically, you will continue to receive these materials via e-mail unless you elect otherwise.

Delivery of Documents to Security Holders Sharing an Address

The SEC has adopted rules that permit companies and intermediaries (e.g., brokers) to satisfy the delivery requirements for annual meeting materials with respect to two or more stockholders sharing the same address by delivering a single set of annual meeting materials addressed to those stockholders. This process, which is commonly referred to as "householding," potentially means extra convenience for stockholders and cost savings for companies.

Some banks, brokerage firms, or other nominees may be participating in the practice of "householding" proxy statements. This means that only one copy of this proxy statement/prospectus may have been sent to multiple Vislink Shareholders sharing the same address. Vislink will promptly deliver a separate copy of this proxy statement/prospectus to you if you direct your request to Vislink Technologies, Inc., 350 Clark Drive, Suite 125, Mt. Olive, NJ 07828, Telephone: (908) 852-3700. If you want to receive separate copies of a Vislink proxy statement in the future, or if you are receiving multiple copies and would like to receive only one copy for your household, you should contact your bank, brokerage firm, or other nominee, or you may contact Vislink at the above address and telephone number.

Registered stockholders who have not consented to householding will continue to receive copies of our Annual Reports and proxy materials for each registered stockholder residing at the same address. As a registered stockholder, you may elect to participate in householding and receive only a single copy of our annual reports or proxy statements for all registered stockholders residing at the same address by contacting Continental or the Company as outlined above.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth, as of June 1, 2024, information regarding beneficial ownership of our capital stock by:

- each person, or group of affiliated persons, known by us to beneficially own more than 5% of our common stock;
- each of our named executive officers;
- each of our directors; and
- all of our current executive officers and directors as a group.

Beneficial ownership is determined according to the rules of the U.S. Securities and Exchange Commission (the "SEC') and generally means that a person has beneficial ownership of a security if he, she, they, or it possesses sole or shared voting or investment power of that security, including options that are currently exercisable or exercisable within sixty (60) days of June 1, 2024. Except as indicated by the footnotes below, we believe, based on the information furnished to us, that the persons named in the table below have sole voting and investment power with respect to all shares of common stock shown that they beneficially own, subject to community property laws where applicable.

Common Stock subject to stock options currently exercisable or exercisable within sixty (60) days of August 1, 2024, are deemed to be outstanding for computing the percentage ownership of the person holding these options and the percentage ownership of any group of which the holder is a member but are not deemed outstanding for computing the percentage of any other person.

Unless otherwise indicated, the address of each beneficial owner listed in the table below is c/o Vislink Technologies, Inc., 350 Clark Drive, Suite 125, Mt. Olive, NJ 07828.

Name and Address of Beneficial Owner:	**Amount and Nature of Beneficial Ownership**	**Percent of Common Stock[1]**
Jude T. Panetta[2]	5,485	*
Ralph E. Faison[3]	5,423	*
Susan G. Swenson[4]	5,544	*
Carleton M. Miller[5]	137,983	5.62%
Brian K. Krolicki [6]	5,423	*
Michael C. Bond[7]	23,610	*
All Executive Officers and Directors as a Group (6) Persons):	183,468	7.48%

*Less than 1%

(1) Based on 2,454,252 shares of Common Stock issued and outstanding as of June 1, 2024. Shares of Common Stock subject to options or warrants currently exercisable or exercisable within 60 days of August 1, 2024, are deemed outstanding for purposes of computing the percentage of the person holding such options or warrants but are not deemed outstanding for purposes of computing the percentage of any other person.

(2) Consists of 5,423 shares of Common Stock and 62 options to purchase Common Stock.

(3) Consists of 5,423 shares of Common Stock.

(4) Consists of 5,423 shares of Common Stock and 62 options to purchase Common Stock.

(5) Consists of 127,955 shares of Common Stock and 10,028 restricted stock units.

(6) Consists of 5,423 shares of Common Stock.

(7) Consists of 23,610 shares of Common Stock.

ELECTION OF DIRECTORS
(Proposal No. 1)

The following five individuals have been nominated to continue as members of our Board, each to serve until the 2025 Annual Meeting, until their successors are elected and qualified, or until their earlier resignation or removal. Under Delaware General Corporation Law, our directors are elected by a plurality of the votes of the shares of Common Stock present in person or represented by proxy at the Annual Meeting and entitled to vote on the election of directors.

This means that the five candidates receiving the highest number of affirmative votes at the Annual Meeting will be elected as directors. Only shares of Common Stock that are voted in favor of a particular nominee will be counted toward that nominee's achievement of a plurality. Shares of Common Stock present at the Annual Meeting that are not voted for a particular nominee or shares of Common Stock present by proxy where the stockholder properly withheld authority to vote for such nominee will not be counted toward that nominee's achievement of a plurality.

Information about each nominee, including required biographical data for at least the last five years, follows. Should one or more of these nominees become unavailable to accept nomination or election as a director, the individuals named as proxies on the enclosed proxy card will vote the shares of Common Stock that they represent for the election of such other persons as the Board may recommend, unless the Board reduces the number of directors. We have no reason to believe that any nominee will be unable or unwilling to serve if elected as a director.

Name of Director	Age	Director Since
Ralph E. Faison	65	January 1, 2020
Brian K. Krolicki	63	February 1, 2020
Carleton M. Miller	61	January 15, 2020
Jude T. Panetta	64	May 1, 2019
Susan G. Swenson	76	October 31, 2018

Ralph E. Faison, Director

Mr. Faison currently serves as Chairperson of Arlo Technologies, Inc., a home automation company that offers a cloud-based platform with a variety of connected devices. Mr. Faison served on the board of directors of Netgear from August 2003 to August 2018. Mr. Faison previously served as a director of Amber Road, Inc., a cloud-based global trade management software-as-a-service (SaaS) provider. From January 2011 to July 2014, Mr. Faison served as the President and Chief Executive Officer and chair of the board of directors of Pulse Electronics Corporation, a public company and manufacturer of electronic components. From February 2003 through December 2007, Mr. Faison served as Chief Executive Officer of Andrew Corporation, a public company and a manufacturer of communications equipment and systems. He also served at various times as President, Chief Operating Officer, and Director at Andrew Corporation. From June 2001 to June 2002, Mr. Faison was President and Chief Executive Officer of Celiant Corporation, a manufacturer of power amplifiers and wireless radio frequency systems, which was acquired by Andrew Corporation. From October 1997 to June 2001, Mr. Faison was Vice President of the New Ventures Group at Lucent Technologies, a communications service provider, and from 1995 to 1997, he was Vice President of advertising and brand management at Lucent. Prior to joining Lucent, Mr. Faison also held various positions at AT&T, a voice and data communications company, including as Vice President and General Manager of AT&T's wireless business unit and manufacturing Vice President for its consumer products unit in Bangkok, Thailand. Mr. Faison received an undergraduate degree from Georgia State University and a graduate degree from Stanford University.

Mr. Faison has extensive experience leading and managing large international companies. He is well-versed in the complex manufacturing and distribution systems that today's multinational companies implement. As a recent public company chair and chief executive officer, Mr. Faison is able to advise the Company on many aspects of public company governance and management and is qualified to serve as a member of our Board.

Brian K. Krolicki, Director

Mr. Krolicki has extensive experience in both the public and private sectors and has served as a director or member of the advisory board in various companies. Mr. Krolicki was the state of Nevada's Lieutenant Governor from 2007 to 2014 and its elected state treasurer from 1999 to 2006. Mr. Krolicki also served in a wide variety of critical positions, including Chairperson of the Nevada Commission on Economic Development and President of the Nevada State Senate. During his tenure as state treasurer, Nevada became the first state treasury to receive the Certificate of Excellence in Investment Policy. In 2004, Brian was honored with the prestigious Award for Excellence in Public Finance and, in that same year, earned the distinction of the nation's "Most Outstanding State Treasurer." Mr. Krolicki was a member of the board of Faraday Future Intelligent Electric Inc. from July 2021 until October 2022. Since February 2016, he has been a member of the board (and audit committee chair) of Nevada Nanotech Systems. Effective February 1, 2023, Mr. Krolicki was appointed to the Nevada Gaming Commission by Governor Joseph Lombardo, which serves as the final authority on all gaming licensing matters in the state of Nevada. He is also the director of government relations of Customer Engagement Technologies, a payment solutions company in partnership with JPMorgan Chase. Mr. Krolicki holds a B.A. degree in political science from Stanford University.

Mr. Krolicki was selected to serve on our Board based on his extensive experience in the financial and public contracting sectors. Our Board has nominated Mr. Krolicki to continue serving as a director due to, among other things, his financial experience and knowledge of the political process on both state and federal levels.

Carleton M. Miller, Chief Executive Officer, President and Director

Mr. Miller has served as Chief Executive Officer and a member of the Board since January 2020, and as President since March 2020. From 2010 to 2016, Mr. Miller was a co-founder, chief executive officer, president, and a member of the board of directors of BLiNQ Networks, Inc. ("BLiNQ"), an innovator of wireless connectivity solutions for the communications market. Mr. Miller launched BLiNQ with a vision to create a new market category for mobile operators to build scalable high-density wireless broadband networks. He raised approximately $35 million from venture capital and individual investors over three accretive rounds. BLiNQ was sold to Communications Components, Inc. in November 2016.

Mr. Miller received his B.S. in industrial engineering from the University of Missouri in 1985, his M.B.A. in finance and marketing from Rockhurst College in 1989, and completed the corporate finance program at the London Business School in 1995.

Mr. Miller was selected to serve on our Board based on his extensive leadership and executive experience with technology and networking companies, including as Chief Executive Officer of the Company, and broad experience in the telecommunications industry.

Jude T. Panetta, Director

Jude Panetta was most recently with Hale Capital as an Operating Partner from 2017 to 2019. Prior to Hale Capital, he had a 30-plus-year career leading technology companies in the telecommunications, satellite, wireless, and power industries. From 2013 to 2017, Mr. Panetta served as Vice President of Strategy and Technology at Comtech TCS, and prior to that, he served as Vice President of Government Systems at TeleCommunication Systems Inc.; President and Chief Executive Officer of ASC Signal Corporation; Group President of Andrew Corp.; Vice President and General Manager of Andrew Corp's radio frequency power amplifier business; VP of Operations at Celiant (acquired by Andrew Corp.), VP of Operations at Adtran Corp.; and Director of Operations at Exide Electronics Corporation. During his career, Mr. Panetta has held a leading role in over a dozen acquisitions and divestitures. He is a Graduate of GE's Manufacturing Management Program and holds a B.S. in mechanical engineering from the University of Virginia.

Mr. Panetta was selected to serve on our Board based on his operating background in the satellite and telecom industries as well as his broad experience in operations and finance.

Susan G. Swenson, Chairperson of the Board

Ms. Swenson has served as Chairperson of the Board since October 2018. Ms. Swenson has several decades of operating experience in wireless telecom, video technologies, and digital media, as well as telematics and small business software. Ms. Swenson was a member of the board of directors of Faraday Future Intelligent Electric from July 2021 through October 3, 2022, and was executive chairperson of the board of directors from February 2022 until

October 3, 2022. Ms. Swenson served on the board of Sonim Technologies Inc., a telecommunications equipment supplier, from March 2019 until July 2022. Since February 2012, Ms. Swenson has served on the board of Harmonic, Inc., a video delivery and media company. From August 2012 to August 2018, Ms. Swenson served on the board of FirstNet, an independent authority within the NTIA/Department of Commerce responsible for establishing a single nationwide public safety broadband network, and was chair of its board from 2014 to 2018. Ms. Swenson also served on the board of directors of Wells Fargo & Company from November 1994 to December 2017. From December 2015 to June 2017, Ms. Swenson served as Chairperson and Chief Executive Officer of Inseego Corporation (formerly Novatel Wireless), a wireless internet solutions and telematics provider, and served as its board chairperson from April 2014 to June 2017. From February 2004 to October 2005, Ms. Swenson served as the President and Chief Operating Officer of T-Mobile US, Inc. From 1999 to 2004, Ms. Swenson served as President of Leap Wireless International, Inc., and Chief Executive Officer of Cricket Communications, Inc., a prepaid wireless service provider and subsidiary of Leap. Ms. Swenson also served as Chief Executive Officer of Sage North America from 2008 to 2011. Ms. Swenson received a B.A. in French from San Diego State University.

Ms. Swenson was selected to serve on our Board based on her extensive experience with technology and networking companies, broad experience in the telecommunications industry, financial experience, and experience on audit committees.

Vote Required and Recommendation

Our Restated Certificate of Incorporation does not authorize cumulative voting. Under the Delaware General Corporation Law, our directors are elected by a plurality of the votes of the shares present in person or represented by proxy at the Annual Meeting and entitled to vote on the election of directors. This means that the five candidates receiving the highest number of affirmative votes at the Annual Meeting will be elected as directors. Only shares of Common Stock that are voted in favor of a particular nominee will be counted toward that nominee's achievement of a plurality. Shares of Common Stock present at the Annual Meeting that are not voted for a particular nominee or shares of Common Stock present by proxy where the stockholder properly withheld authority to vote for such nominee will not be counted toward that nominee's achievement of a plurality

At the Annual Meeting, a vote will be taken on a proposal to approve the election of each of the five director nominees.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR THE ELECTION OF EACH OF THE FIVE DIRECTOR NOMINEES.

CORPORATE GOVERNANCE

Board of Directors

The Board oversees our business affairs and monitors the performance of our management. In accordance with our corporate governance principles, the Board generally does not involve itself in day-to-day operations. The directors keep themselves informed through discussions with the Chief Executive Officer and other key executives, by reading the reports and other materials sent to them, and by participating in Board and committee meetings. Our directors hold office until the next Annual Meeting of Stockholders and until their successors are elected and qualified or until their earlier resignation or removal, or if, for some other reason, they are unable to serve in the capacity of a director.

Our Board currently consists of five members: Carleton M. Miller, Susan G. Swenson, Jude T. Panetta, Ralph E. Faison, and Brian K. Krolicki. All of our directors will serve until our next Annual Meeting of Stockholders and until their successors are duly elected and qualified.

Board Diversity

The Board of Directors seeks to be composed of a group of persons with a variety of experience, qualifications, attributes, skills and diversity that enable it to meet the governance needs of the Company. The table below illustrates self-reported diversity characteristics for the individuals currently serving on the Company's Board of Directors.

Board Diversity Matrix

Board Size:				
Total Number of Directors	5			
Gender:	**Male**	**Female**	**Non-Binary**	**Gender Undisclosed**
	4	1	—	—
Number of directors who identify in any of the categories below:				
African American or Black	—	—	—	—
Alaskan Native or American Indian	—	—	—	—
Asian	—	—	—	—
Hispanic or Latinx	—	—	—	—
Native Hawaiian or Pacific Islander	—	—	—	—
White	4	1	—	—
Two or more races or ethnicities	—	—	—	—
LGBTQ+	—	—	—	—
Undisclosed	—	—	—	—

Of our five current directors, one identifies (20%) as having at least one diversity characteristic (i.e., female, non-binary, LGBTQ+, and/or race or ethnicity other than white).

Director Independence

As we are listed on the Nasdaq Capital Market, our determination of independence of directors is made using the definition of "independent director" contained in Rule 5605(a)(2) of the Marketplace Rules of the Nasdaq Stock Market LLC ("Nasdaq") ("Nasdaq Rule 5605(a)(2)"). As of the date of this Proxy Statement, our Board affirmatively determined that Susan G. Swenson, Jude T. Panetta, Ralph E. Faison, and Brian K. Krolicki are "independent directors" within the meaning of Nasdaq Rule 5605(a)(2). As of the date of this Proxy Statement, we intend the five director nominees, if all elected, to constitute a majority independent board under Rule 5605(b)(1) of the Marketplace Rules of Nasdaq and, as such, we will be in compliance with the Marketplace Rules of Nasdaq.

Board Meetings and Attendance

During fiscal year 2023, the Board held eight physical and telephonic meetings. No incumbent director attended, either in person or via telephone, fewer than 75% of the aggregate of all meetings of the Board and its committees on which such director served during the period the director was on the Board or committee. The Board also approved certain actions by unanimous written consent in lieu of a meeting as permitted by our corporate bylaws.

Annual Meeting Attendance

It is the Company's policy to invite and encourage directors and director nominees to attend the Annual Meeting. The 2023 annual meeting of stockholders was attended by each of the directors.

Stockholder Communications with the Board

Stockholders wishing to communicate with the Board, the non-management directors, or with an individual Board member may do so by writing to the Board, to the non-management directors, or to the particular Board member, and mailing the correspondence to the Company's Secretary at Vislink Technologies, Inc., 350 Clark Drive, Suite 125, Mt. Olive, NJ 07828. The envelope should indicate that it contains a stockholder communication. All such stockholder communications will be forwarded to the director or directors to whom the communications are addressed.

Board Committees

Our Board has an Audit Committee, a Compensation Committee, and a Governance and Nominations Committee. Each committee has a written charter and has the composition and responsibilities described below.

Audit Committee	Compensation Committee	Governance and Nomination Committee
Susan G. Swenson*	Ralph E. Faison*	Ralph E. Faison*
Ralph E. Faison	Brian K. Krolicki	Jude T. Panetta
Brian K. Krolicki	Jude T. Panetta	

*Denotes Chairman of Committee.

Audit Committee

We have an Audit Committee established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The members of our Audit Committee are Susan G. Swenson, Ralph E. Faison, and Brian K. Krolicki. Each member of the Audit Committee is an "independent director" within the meaning of Rule 10A-3 under the Exchange Act and Nasdaq Rule 5605(a)(2). Ms. Swenson serves as Chairperson of our Audit Committee. The Board has determined that each of Ms. Swenson, Mr. Faison, and Mr. Krolicki is an "audit committee financial expert" as defined under Item 5(a)(ii) and (iii) of Regulation S-K.

The Audit Committee oversees our accounting and financial reporting processes and oversees the audit of our financial statements and the effectiveness of our internal control over financial reporting. The specific functions of the Audit Committee include:

- Selecting an independent registered public accounting firm and overseeing the engagement of such firm;
- Approving the fees to be paid to the independent registered public accounting firm;
- Reviewing the independence of our independent registered public accounting firm;
- Overseeing the integrity of our financial statements;
- Reviewing any significant changes to our accounting principles and practices;

- Reviewing and approving all related party transactions; and

- Overseeing our compliance with legal and regulatory requirements (including those related to data privacy, cybersecurity data security, and network security).

In 2023, the Audit Committee held four physical and telephonic meetings.

Compensation Committee

The members of our Compensation Committee are Ralph E. Faison, Brian K. Krolicki and Jude T. Panetta. Each member of the Compensation Committee is "independent" within the meaning of Nasdaq Rule 5605(a)(2). In addition, each member of our Compensation Committee qualifies as a "non-employee director" under Rule 16b-3 of the Exchange Act. Our Compensation Committee assists the Board in the discharge of its responsibilities relating to the compensation of the members of the Board and our executive officers. Ralph Faison serves as Chairperson of our Compensation Committee.

The Compensation Committee's compensation-related responsibilities include:

- Reviewing, approving, and recommending to our Board on an annual basis the compensation of our Chief Executive Officer, including relevant corporate goals and objectives;

- Reviewing and approving on an annual basis the performance and compensation of our other executive officers;

- Reviewing our incentive compensation and other stock-based plans, recommending to our Board any necessary changes, and administering such plans on behalf of the Board;

- Reviewing, approving, and overseeing the policies and procedures in connection with any compensation clawback policy;

- Reviewing and recommending to our Board the compensation of independent directors, including incentive and equity-based compensation; and

- Selecting and retaining compensation consultants, outside counsel, and other advisors as it deems necessary or appropriate.

For executive officers other than the Chief Executive Officer, the Compensation Committee solicits and considers evaluations and recommendations submitted to it by the Chief Executive Officer with respect to individual employee performance. In the case of the Chief Executive Officer, the evaluation of their performance is conducted by the Compensation Committee with input from other independent Board members, which determines any adjustments to their compensation as well as awards to be granted. For all executives and directors, as part of its deliberations, the compensation committee may review and consider, as appropriate, materials such as financial reports and projections, operational data, tax and accounting information, tally sheets that set forth the total compensation that may become payable to executives in various hypothetical scenarios, executive and director share ownership information, stock performance data, analyses of historical executive compensation levels and current Company-wide compensation levels and recommendations of a compensation consultant, including analyses of executive and director compensation paid at other companies identified by the consultant to be comparable to us.

In 2023, the Compensation Committee held five physical and telephonic meetings.

Governance and Nominations Committee

The members of our Governance and Nominations Committee are Ralph E. Faison and Jude T. Panetta. Each member of the Governance and Nominations Committee is "independent" within the meaning of Nasdaq Rule 5605(a)(2). The purpose of the Governance and Nominations Committee is to recommend to the Board nominees for election as directors and persons to be elected to fill any vacancies on the Board, develop and recommend a set of corporate governance principles, and oversee the performance of the Board. Mr. Faison serves as Chairperson of our Governance and Nominations Committee.

The Governance and Nominations Committee's responsibilities include:

- Recommending to the Board nominees for election as directors at any meeting of stockholders and nominees to fill vacancies on the Board;
- Annually reviewing the director selection criteria contained in the Company's Corporate Governance Guidelines and recommending any necessary changes to our Board;
- Annually recommending to the Board the directors to be appointed to each committee of the Board; and
- Overseeing the implementation of and monitoring compliance with the Company's Corporate Governance Guidelines and periodically reviewing and recommending any necessary or appropriate changes thereto.

The Governance and Nominations Committee may delegate any of its responsibilities to subcommittees as it deems appropriate. The Governance and Nominations Committee is authorized to retain independent legal and other advisors and conduct or authorize investigations into any matter within the scope of its duties.

The Governance and Nominations Committee will consider candidates proposed by stockholders, apply the same criteria, and follow substantially the same process when considering such candidates as it does when considering other candidates. The Governance and Nominations Committee may adopt, at its discretion, separate procedures regarding director candidates proposed by our stockholders. Director recommendations by stockholders must be in writing, include a resume of the candidate's business and personal background, and include a signed consent that the candidate would be willing to be considered as a nominee to the Board and, if elected, would serve. Such recommendation must be sent to the Company's Secretary at the Company's executive offices. When it seeks nominees for directors, our Governance and Nominations Committee takes into account a variety of factors, including (a) ensuring that the Board, as a whole, is diverse and consists of individuals with varied and relevant career experience, relevant technical skills, industry knowledge and experience, financial expertise (including such expertise that could qualify a director as a "financial expert," as that term is defined by the rules of the SEC), and local or community ties, and (b) minimum individual qualifications, including strength of character, mature judgment, familiarity with the Company's business and industry, independence of thought, and an ability to work collegially. The Company is of the view that the continuing service of qualified incumbents promotes stability and continuity in the board room, contributing to the ability of the Board to work as a collective body while giving the Company the benefit of familiarity and insight into the Company's affairs that its directors have accumulated during their tenure. Accordingly, the process of the Governance and Nominations Committee for identifying nominees reflects the Company's practice of re-nominating incumbent directors who continue to satisfy its criteria for membership on the Board and whom the committee believes continue to make important contributions to the Board and who consent to continue their service on the Board. The Board has not adopted a formal policy with respect to its consideration of diversity and does not follow any ratio or formula to determine the appropriate mix; rather, it uses its judgment to identify nominees whose backgrounds, attributes, and experiences, taken as a whole, will contribute to the high standards of Board service. The Governance and Nominations Committee may adopt and periodically review and revise, as it deems appropriate, procedures regarding director candidates proposed by stockholders.

In 2023, the Governance and Nominations Committee held three physical and telephonic meetings.

Family Relationships

There are no family relationships between any of the officers or directors of the Company.

Leadership Structure of the Board

The Board does not currently have a policy on whether the same person should serve as both the Chief Executive Officer and Executive Chairperson of the Board or, if the roles are separate, whether the Executive Chairperson of the

Board should be selected from the non-employee directors or should be an employee. The Board believes that it should have the flexibility to make these determinations at any given point in time in the way that it believes best to provide appropriate leadership for the Company at that time.

Risk Oversight

The Board oversees risk management directly and through its committees associated with their respective subject matter areas. Generally, the Board oversees risks that may affect the business of the Company as a whole, including operational matters. The Audit Committee is responsible for oversight of the Company's accounting and financial reporting processes, discussing with management the Company's financial statements, internal controls, and other accounting and related matters, and also responsible for considering and discussing our major financial risk exposures and our risk assessment and risk management policies (including those related to data privacy, data security, and cybersecurity). The Compensation Committee oversees certain risks related to compensation programs, and the Governance and Nominations Committee oversees certain corporate governance risks. As part of their roles in overseeing risk management, these committees periodically report to the Board regarding briefings provided by management and advisors as well as the committees' own analysis and conclusions regarding certain risks faced by the Company. The Board is responsible for monitoring and assessing strategic risk exposure policies (including those related to data privacy, data security, and cybersecurity), and Management is responsible for implementing the risk management strategy and developing policies, controls, processes, and procedures to identify and manage risks.

Code of Ethics

The Board has adopted a Code of Ethics and Business Conduct (the "Code of Conduct"), which constitutes a "code of ethics" as defined by applicable SEC rules and a "code of conduct" as defined by applicable rules of Nasdaq. We require all employees, directors, and officers, including our principal executive officer and principal financial officer, to adhere to the Code of Conduct in addressing legal and ethical issues encountered in conducting their work. The Code of Conduct requires that these individuals avoid conflicts of interest, comply with all laws and other legal requirements, conduct business in an honest and ethical manner, and otherwise act with integrity. The Code of Conduct contains additional provisions that apply specifically to our Chief Executive Officer, Chief Financial Officer, and other finance department personnel with respect to accurate reporting. The Code of Conduct is available on our website at *www.vislink.com.* A copy of the Code of Conduct may be provided to any person without charge upon written request to: Vislink Technologies, Inc., Attn: Corporate Secretary, 350 Clark Dr., Suite 125, Mt. Olive, NJ 07828. Information contained on our website does not form part of this Amendment and is intended for informational purposes only. The Company will post any amendments to the Code of Conduct, as well as any waivers that are required to be disclosed by the rules of the SEC, on such website. Information contained on our website is not a part of and is not incorporated into this Amendment, and the inclusion of our website address in this Amendment is an inactive textual reference only.

Delinquent Section 16(a) Reports

Section 16(a) of the Exchange Act requires the Company's directors and executive officers, and persons who own more than 10% of the Common Stock, to file with the SEC the initial reports of ownership and reports of changes in ownership of Common Stock. Officers, directors and greater than 10% stockholders are required by SEC regulation to furnish the Company with copies of all Section 16(a) forms they file. Specific due dates for such reports have been established by the SEC, and the Company is required to disclose in this Amendment any failure to file reports by such dates during fiscal year 2023. Based solely on its review of the copies of such reports received by it, or written representations from certain reporting persons that no Form 5s were required for such persons, the Company believes that during the fiscal year ended December 31, 2023, there was no failure to comply with Section 16(a) filing requirements applicable to its executive officers, directors or greater than 10% stockholders.

DIRECTOR COMPENSATION FOR FISCAL YEAR 2023

The Company compensates non-employee directors on our board and its committees for their service. In the fiscal year ended December 31, 2023, each of these directors received compensation as set forth below.

Name	Fees earned or paid in cash ($)	Stock Awards ($)	Option Awards ($)	Non-equity incentive plan compensation ($)	Change in pension value and nonqualified deferred compensation earnings ($)	All Other Compensation ($)	Total ($)
Jude T. Panetta	54,240	-	-	-	-	-	54,240
General James T. Conway[1]	35,745	-	-	-	-	-	35,745
Susan G. Swenson	82,240	-	-	-	-	-	82,240
Ralph E. Faison	59,740	-	-	-	-	-	59,740
Brian K. Krolicki	51,240	-	-	-	-	-	51,240

(1) General James T. Conway did not stand for reelection at the 2023 Annual Meeting.

Narrative to Director Compensation Table

The Company's director compensation policy is intended to provide a total compensation package that enables the Company to attract and retain qualified and experienced individuals to serve as directors and to align its directors' interests with those of its stockholders

Annual Cash Compensation

The Company pays each of its non-employee directors a cash retainer for service on the Board. The chairperson of the Board and of each committee and each committee member receive an additional retainer for such service. The retainers paid to non-employee directors for service on the Board and for service on each committee of the Board on which the director is a member are as follows:

Annual Board Service Retainer		
All non-employee directors	$	30,000
Non-executive Chairperson of the Board	$	25,000
Annual Committee Chair Service Retainer		
(in place of Annual Committee Member Service Retainer below)		
Chair of the Audit Committee	$	10,000
Chair of the Compensation Committee	$	7,500
Chair of the Governance & Nominations Committee	$	5,000
Annual Committee Member Service Retainer		
Audit Committee	$	5,000
Compensation Committee	$	4,000
Governance & Nominations Committee	$	3,000

Annual Equity Compensation

Each non-employee director receives an annual equity award of restricted stock valued at $40,000. All annual awards vest in a single installment at the next annual meeting of stockholders, subject to earlier vesting in the case of a change of control. However, for 2022, the Board unanimously determined that it would be in the best interests of the Company and its stockholders to provide for a grant of 200,000 shares with ratable annual vesting over a five-year period and a double trigger change-of-control provision for each non-employee director. At the discretion of the Board, no equity award was made in 2023.

INFORMATION ABOUT OUR EXECUTIVE OFFICERS

Our current executive officers are:

Name	Age	Position
Carleton M. Miller	61	Chief Executive Officer and President
Michael C. Bond	67	Chief Financial Officer and Treasurer

Biographical information about Carleton M. Miller appears above on page 7.

Michael C. Bond

Effective January 19, 2024, Mr. Bond became our Chief Financial Officer. Mr. Bond previously served as our Chief Financial Officer and Treasurer from April 2020 to March 2023, following service as a consultant to several companies since 2016, including the Company. He was the Chief Financial Officer of Pulse Electronics Corporation ("Pulse") from 2013 until 2016. Prior to such time, Mr. Bond held the positions of Vice President and Treasurer of Pulse from 2011 to 2013. From 2008 to 2011, Mr. Bond was Senior Consultant and Principal at Clear Strategic Solutions, Inc., a financial and corporate development consulting firm. Mr. Bond is a seasoned financial executive with over three decades of experience, including as Head of Corporate Development and Mergers and Acquisitions at Lucent Technologies, and held similar roles at Avaya and AT&T. Mr. Bond has also held the positions of Senior Auditor at Deloitte, and Corporate Controller and VP of Finance at the Brookwood Companies, Inc. and at Bellwether, Inc.

EXECUTIVE COMPENSATION

Summary Compensation Table for Fiscal Years 2023 and 2022

The following table sets forth all plan and non-plan compensation for the last two completed fiscal years paid to all individuals who served as the Company's principal executive officer ("PEO") or acted in a similar capacity and the Company's two other most highly compensated executive officers during the last completed fiscal year, as required by Item 402(m)(2) of Regulation S-K of the Securities Act. We refer to all these individuals collectively as our "Named Executive Officers."

Name and Principal Position	Fiscal Year	Salary ($)	Bonus ($)	Stock Awards ($)[1]	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	Non-qualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Total ($)
Carleton M. Miller	2023	353,000	—	—	—	—	—	21,860[2]	374,860
Chief Executive Officer	2022	350,081	—	2,148,798	—	—	—	28,220[3]	2,527,099
Michael C. Bond	2023	334,375[4]	66,875	18,000	—	—	—	16,927[5]	351,302
Chief Financial Officer	2022	257,587	—	817,409	—	—	—	16,361[6]	1,091,357
Paul Norridge [7] *Former Chief Financial Officer*	2023	187,500	—	28,278	—	—	—	1,814[8]	217,592

(1) The amounts reported in the Stock Awards column reflect the aggregate grant date fair value of restricted stock units and performance share units granted in the respective fiscal year calculated in accordance with the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 718 (Compensation – Stock Compensation). Pursuant to a separation agreement dated March 31, 2023, the vesting of 4,913 of Mr. Bond's restricted stock units from an award dated February 16, 2022, was accelerated, representing 12 months of acceleration of vesting, resulting in incremental fair value equal to the amount reflected in this column for 2023. Amounts in this column do not reflect the actual economic value that may be realized by the applicable NEO.

(2) $19,781 of medical insurance premiums and $2,079 of other insurance premiums were paid by the Company during fiscal year 2023 for the benefit of Mr. Miller.
(3) $25,110 of medical insurance premiums and $3,110 of other insurance premiums were paid by the Company during fiscal year 2022 for the benefit of Mr. Miller.
(4) Michael Bond's 2023 salary includes severance payments of $267,500 during 2023 pursuant to a separation agreement dated March 31, 2023.
(5) $16,276 of medical insurance premiums and $651 of other insurance premiums were paid by the Company during fiscal year 2023 for the benefit of Mr. Bond.
(6) $13,542 of medical insurance premiums and $2,819 of other insurance premiums were paid by the Company during fiscal year 2022 for the benefit of Mr. Bond.
(7) From March 31, 2023 until January 4, 2024, Paul Norridge served as the Chief Financial Officer of the Company.
(8) $1,814 of other insurance premiums were paid by the Company during fiscal year 2023 for the benefit of Mr. Norridge.

Pay Versus Performance Disclosure

In accordance with SEC rules, set forth below is our analysis of the relationship between the compensation actually paid to our Chief Executive Officer and other named executive officers (NEOs), and certain financial performance measures over the last two fiscal years.

Pay Versus Performance Disclosure Table

Year	Summary Compensation Table Total for CEO ($)[1]	Compensation Actually Paid to CEO ($)[2]	Average Summary Compensation Table Total for Non-CEO NEOs ($)[3]	Average Compensation Actually Paid to Non-CEO NEOs ($)[4]	Value of Initial Fixed $100 Investment Based on: Company Total Shareholder Return ($)[5]	Net Income (thousands) ($)[6]
(a)	(b)	(c)	(d)	(e)	(f)	(g)
2023	374,860	6,400	284,447	201,159	14.70	(9,345)
2022	2,527,099	64,362	1,091,357	242,727	42.00	(13,755)
2021	6,556,459	2,888,273	420,961	437,515	89.00	(16,392)

[1] The dollar amounts reported in this column are the amounts of total compensation reported for Carleton M. Miller, our Chief Executive Officer, for each corresponding year in the "Total" column of the Summary Compensation Table.[2] The dollar amounts reported in this column represent the amount of "Compensation Actually Paid" to Carleton M. Miller as computed in accordance with Item 402(v) of Regulation S-K. The dollar amounts do not reflect the actual amount of compensation earned by or paid to Carleton M. Miller during the applicable year. In accordance with the requirements of Item 402(v) of Regulation S-K, the following adjustments were made to total compensation, as reported on the Summary Compensation Table, for Carleton M. Miller for each year to determine the compensation actually paid:

Adjustments to Determine Compensation Actually Paid for CEO	**2023**	**2022**	**2021**
Total Compensation (from Summary Compensation Table)	$ 374,860	$ 2,527,099	$ 6,556,456
<u>Minus</u> amounts reported under the "Stock Awards" column in the Summary Compensation Table	$ 0	$ (2,148,798)	$ (5,547,608)
<u>Minus</u> amounts reported under the "Option Awards" column in the Summary Compensation Table	$ 0	$ 0	$ 0
<u>Plus</u> fair value as of the end of the reported year of awards granted during the reported year that remain unvested as of year end	$ 0	$ 578,523	$ 1,766,849

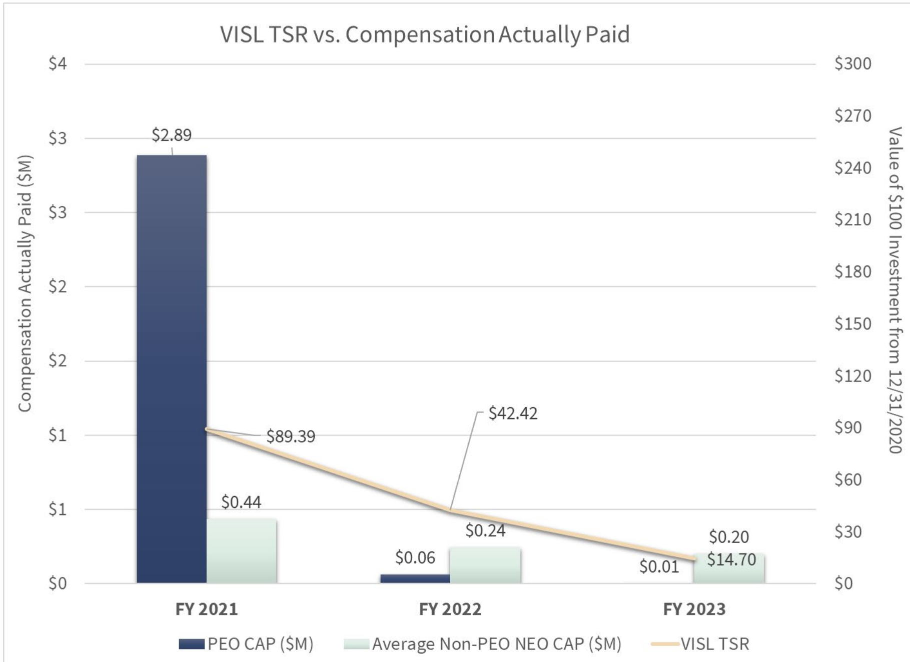
Plus increase (or minus decrease) in fair value from the end of the prior year to the end of the reported year of awards granted prior to the reported year that were outstanding and unvested as of the end of the reported year	$ (227,972)	$ (232,195)	$ (44,373)
Plus increase (or minus decrease) in fair value from the end of the prior year to vesting date of awards granted prior to the reported year that vested during the reported year	$ (140,488)	$ (660,266)	$ 156,946
Plus fair value as of the vesting date of any awards granted and vesting during the reported year	$ 0	$ 0	$ 0
Minus fair value as of the last day of the prior year of any awards for which the vesting conditions failed during the reported year	$ 0	$ 0	$ 0
Compensation Actually Paid to CEO	$ 6,399	$ 64,362	$ 2,888,273

3 The dollar amounts reported in this column represent the average of the amounts reported for the company's named executive officers as a group (excluding Carleton M. Miller) in the "Total" column of the Summary Compensation Table in each applicable year. The names of each of the named executive officers (excluding Carleton M. Miller) included for the purpose of calculating the average amounts in each applicable year are as follows: (i) for 2023, Michael C. Bond and Paul Norridge; (ii) for 2022, Michael C. Bond; and (iii) for 2021, Michael C. Bond.
4 The dollar amounts reported in this column represent the average amount of "compensation actually paid" to the named executive officers as a group (excluding Carleton M. Miller), as computed in accordance with Item 402(v) of Regulation S-K. The dollar amounts do not reflect the actual average amount of compensation earned by or paid to the named executive officers as a group (excluding Carleton M. Miller) during the applicable year. In accordance with the requirements of Item 402(v) of Regulation S-K, the following adjustments were made to the average total compensation for the named executive officers as a group (excluding Carleton M. Miller) for each year to determine the compensation actually paid, using the same methodology described above in Note 2:

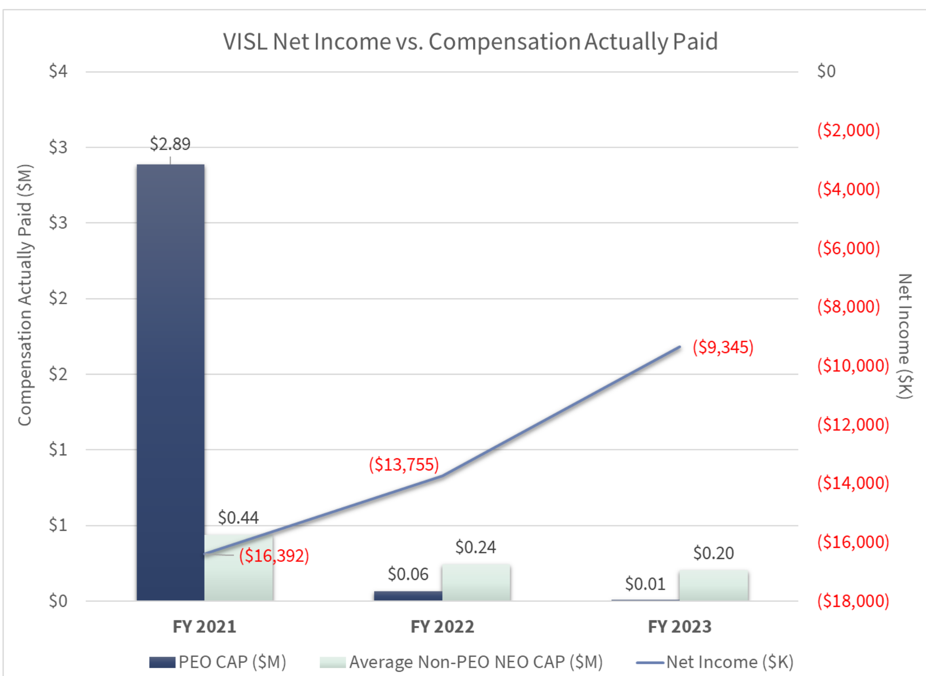
Adjustments to Determine Compensation Actually Paid for Non-CEO NEOs	**2023**	**2022**	**2021**
Total Compensation (from Summary Compensation Table)	$ 284,447	$ 1,091,357	$ 420,961
Minus amounts reported under the "Stock Awards" column in the Summary Compensation Table	$ (23,139)	$ (817,409)	$ 0
Minus amounts reported under the "Option Awards" column in the Summary Compensation Table	$ 0	$ 0	$ 0
Plus fair value as of the end of the reported year of awards granted during the reported year that remain unvested as of year end	$ 19,400	$ 220,072	$ 0
Plus increase (or minus decrease) in fair value from the end of the prior year to the end of the reported year of awards granted prior to the reported year that were outstanding and unvested as of the end of the reported year	$ (3,578)	$ (32,848)	$ (70,714)
Plus increase (or minus decrease) in fair value from the end of the prior year to vesting date of awards granted prior to the reported year that vested during the reported year	$ (13,511)	$ (218,445)	$ 87,268
Plus fair value as of the vesting date of any awards granted and vesting during the reported year	$ 0	$ 0	$ 0
Minus fair value as of the last day of the prior year of any awards for which the vesting conditions failed during the reported year	$ (62,460)	$ 0	$ 0
Compensation Actually Paid for Non-CEO NEOs	$ 201,159	$ 242,727	$ 437,515

5 Total shareholder return is calculated by assuming that a $100 investment was made at the close of trading on the last trading day of the prior fiscal year and reinvesting all dividends until the last day of each reported fiscal year.
6 The dollar amounts reported are the Company's net income reflected in the Company's audited financial statements.

The following graph presents the Compensation Actually Paid (CAP) to our CEO and other Named Executive Officers versus our Company's 3-year cumulative Total Shareholder Return (TSR).



The following graph presents the Compensation Actually Paid (CAP) to our CEO and other Named Executive Officers versus the Company's Net Income.



Employment Agreements

Carleton M. Miller

On January 22, 2020, the Company entered into an employment agreement with Carleton M. Miller in connection with his appointment as Chief Executive Officer of the Company (the "Miller Employment Agreement"). Pursuant to the Miller Employment Agreement, Mr. Miller was entitled to receive an annual base salary of $330,000 per year, and an annual cash bonus in accordance with the terms of any annual cash bonus incentive plan maintained for the Company's key executive officers. In February 2022, the Board approved a salary increase for Mr. Miller from $330,000 to $353,000. Pursuant to the Miller Employment Agreement, Mr. Miller received an inducement award of a time-based option to purchase 359,247 shares of Common Stock under Nasdaq Listing Rule 5653(c)(4) outside of the Company's existing equity compensation plans (the "Miller Time-Based Option"), 25% of which vested on January 22, 2021, and the remaining 75% of which vest in substantially equal monthly installments over the 36-month period following such date, subject to Mr. Miller's continued employment by the Company on the applicable vesting date. Pursuant to the Miller Employment Agreement, Mr. Miller also received an inducement award of a performance-based option to purchase 250,000 shares of Common Stock under Nasdaq Listing Rule 5653(c)(4) outside of the Company's existing equity compensation plans (the "Miller Performance-Based Option"). The Miller Performance-Based Option will vest in three equal tranches of 83,333 shares upon the Company's attainment, on or before January 22, 2025, of specified cumulative EBITDA performance conditions, subject in each case to Mr. Miller's continued employment by the Company on the applicable vesting date. The Miller Time-Based Option and the Miller Performance-Based Option both have exercise prices of $1.71 per share.

Effective March 29, 2024, Mr. Miller's standard target annual bonus opportunity is equal to up to 100% of his annual base salary and up to 200% of his annual base salary for maximum performance subject to: (i) a maximum payout of 20% per quarter of the annual standard targeted bonus opportunity for Q1 and Q2 2024, respectively; (ii) a maximum payout of 30% per quarter of the annual standard targeted bonus opportunity for Q3 and Q4 2024 respectively; and (iii) the potential maximum performance bonus opportunities will be considered in connection with the review of our audited financial results for 2024 by our Board of Directors and our Audit Committee. The payment of the quarterly and year-end bonuses is at the discretion of the Compensation Committee and the Board of Directors, taking into account the achievement of specific quarterly and annual financial performance measures and operational and strategic goals and objectives. All such bonuses are subject to our Clawback Policy.

As Mr. Miller's employment is on an "at-will" basis, the Company or Mr. Miller may terminate the employment relationship at any time, with or without Cause (as defined in the Miller Employment Agreement). Upon Mr. Miller's termination of employment for any reason, Mr. Miller will be entitled to receive a lump sum payment equal to the sum of his earned but unpaid base salary through his termination date plus his accrued but unused vacation days through his termination date, and any other benefits or rights Mr. Miller has accrued or earned through his termination date in accordance with the terms of the applicable fringe or employee benefit plans and programs of the Company (the "Accrued Obligations").

Michael Bond

On February 27, 2020, the Company entered into an employment agreement with Michael C. Bond to serve as Chief Financial Officer of the Company, effective as of April 1, 2020 (the "Bond Employment Agreement"). Pursuant to the Bond Employment Agreement, Mr. Bond received an annual base salary of $250,000 per year, and an annual cash bonus in accordance with the terms of any annual cash bonus incentive plan maintained for the Company's key executive officers. In February 2022, the Board approved a salary increase for Mr. Bond from $250,000 to $267,500 Pursuant to the Bond Employment Agreement, Mr. Bond received an inducement award of stock options to purchase a quantity of shares equal to one percent of the Company's fully diluted outstanding shares of its Common Stock as of April 1, 2020, under Nasdaq Listing Rule 5635(c)(4) outside of the Company's existing equity compensation plans.

On March 31, 2023, the Company entered into a separation agreement (the "Separation Agreement") with Mr. Bond terminating his employment as Chief Financial Officer as of March 31, 2023, and terminating the Bond Employment Agreement. The Separation Agreement provided for, among other things: (a) 12 months of continuing base salary payments to Mr. Bond for an aggregate amount of $267,500; (b) a lump sum payment to Mr. Bond in an amount equal to $66,875; (c) payment of 100% of Mr. Bond's COBRA insurance premium payments for 12 months; (d) acceleration of vesting and prompt settlement into shares of common stock of the Company of 98,246 restricted common stock units held by Mr. Bond; and (e) a customary release of claims by Mr. Bond to the Company.

On January 19, 2024, pursuant to an offer letter (the "Bond Offer Letter"), Mr. Bond rejoined the Company to serve as Chief Financial Officer as of such date and will receive an annual base salary of $275,000 per year and, effective March 29, 2024, a discretionary bonus opportunity of up to 50% to 100% of annual base salary upon attainment of target and maximum performance measures and subject to: (i) a maximum payout of 20% per quarter of the annual standard targeted bonus opportunity for Q1 and Q2 2024, respectively; (ii) a maximum payout of 30% per quarter of the annual standard targeted bonus opportunity for Q3 and Q4 2024 respectively; and (iii) the potential maximum performance bonus opportunities will be considered in connection with the review of our audited financial results for 2024 by our Board of Directors and our Audit Committee. The payment of the quarterly and year-end bonuses is at the discretion of the Compensation Committee and the Board of Directors, taking into account the achievement of specific quarterly and annual financial performance measures and operational and strategic goals and objectives. All such bonuses are subject to our Clawback Policy.

Pursuant to an inducement award agreement dated January 19, 2024 (the "Inducement RSU Award Agreement"), Mr. Bond received an award of 29,055 restricted common stock units under Nasdaq Listing Rule 5635(c)(4) outside of the Company's existing equity compensation plans (the "Inducement RSUs"). 9,406 RSUs are time-based and will vest as to one-half of such time-based Inducement RSUs on each anniversary date over a period of two years. The balance of the Inducement RSUs is performance-based and vest as follows, provided that Mr. Bond remains in continuous employment with the Company through the applicable vesting date: (i) 6,549 Inducement RSUs upon attainment, on or before December 31, 2026, of revenue of more than $35,575,000 accumulated over four consecutive fiscal quarters; (ii) 6,550 Inducement RSUs upon attainment, on or before December 31, 2026, of revenue of more than $37,353,000 accumulated over four consecutive fiscal quarters; and (iii) 6,550 Inducement RSUs upon attainment, on or before December 31, 2026, of revenue of more than $39,220,000 accumulated over four consecutive fiscal quarters.

Paul Norridge

Effective April 1, 2023, Mr. Norridge's annual base salary as Chief Financial Officer of the Company was $200,000, with a discretionary target annual bonus opportunity for fiscal year 2023 equal to 50% of his base salary. As of January 4, 2024, Mr. Norridge transitioned from his role as Chief Financial Officer of the Company to take on the position of Vice President of Finance until March 31, 2024, when he transitioned to an advisor to the Company, as needed.

Outstanding Equity Awards as of December 31, 2023

The following table presents information regarding the outstanding options held by our Named Executive Officers as of December 31, 2023:

	Option Awards				Stock Awards	
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price ($)	Option Expiration Date	Number of shares or units of stock that have not vested (#)	Market value of shares of units of stock that have not vested ($)
Carleton M. Miller(1)	—	—	—	—	82,124	318,641
Michael C. Bond	—	—	—	—	0	0
Paul Norridge(2)	—	—	—	—	10,976	42,587

(1) 25% of Mr. Miller's inducement award of options vested on January 22, 2021, and the remaining 75% vests in substantially equal monthly installments over the 36-month period following such date, subject to Mr. Miller's continued employment by the Company on each applicable vesting date. On December 21, 2023, Mr. Miller relinquished his 30,461 time-based and performance-based options.

(2) From March 31, 2023, until January 4, 2024, Mr. Norridge served as Chief Financial Officer of the Company.

Narrative Disclosure to Outstanding Equity Awards Table

The Company reviews compensation annually for all executive officers. The Company's executive compensation philosophy is centered around two key tenets: (1) driving employee engagement and performance; and (2) accomplishing the foregoing through pay elements that are designed to create alignment with the long-term interest of the Company's stockholders, as well as fostering a culture of ownership among management.

With respect to the restricted stock unit awards for our named executive officers, 50% of the awards generally vest on the basis of time and the other 50% generally vest on the basis of Company revenue or specified cumulative EBITDA performance. The time-based awards generally vest 25% on the anniversary of the grants and the remainder in equal monthly installments generally vest over the 36-month period after the one-year anniversary of the grant date, subject to the officer's continued employment by the Company on the applicable vesting date. The performance awards generally vest in three equal tranches upon achievement of designated target revenue numbers or specified cumulative EBITDA of the Company in any trailing four-quarter fiscal period. If the Company does not achieve these revenue targets, the performance-based shares do not vest. Notwithstanding the foregoing, all such time and performance awards become fully vested if, during the 13-month period commencing on a Change in Control of the Company, the Company terminates the officer's employment without Cause or he terminates his employment for Good Reason (as such terms are defined in the officer employment agreement).

EQUITY COMPENSATION PLAN INFORMATION

The following table contains information about our equity compensation plans as of December 31, 2023.

	Number of Securities to Be Issued upon Exercise of Outstanding Options (a)	**Weighted Average Exercise Price of Outstanding Options (b)**	**Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (excluding securities reflected in column (a)) (c)**
Equity compensation plans approved by security holders:			
2023 Omnibus Equity Incentive Plan[(1)]	0	$ 0	166,415
2013 Long-Term Stock Incentive Plan; 2015 Incentive Compensation Plan; 2016 Incentive Compensation Plan; 2017 Incentive Compensation Plan	2,102	$ 1,776.03	0
	2,102	$ 1,776.03	166,415

(1) The maximum aggregate number of shares of Common Stock that may be issued under the 2023 Omnibus Equity Incentive Plan, including stock options, stock awards, and stock appreciation rights, is 166,415 shares of Common Stock for fiscal year 2023. The 2023 Omnibus Equity Incentive Plan expires in August 2033, after which no further awards will be made under such Plan.

From time to time, the Company may grant an award to an employee, or officer outside of the Company's existing equity compensation plans as an inducement material to the grantee in accordance with Nasdaq Listing Rule 5635(c)(4). For more information regarding inducement awards to our executive officers, see "Employment Agreements" above.

Our 2023 Omnibus Equity Incentive Plan was approved by our stockholders on August 23, 2023. Following such approval, no new awards will be issued under the Company's (i) 2015 Incentive Compensation Plan, (ii) 2016 Incentive Compensation Plan, and (iii) 2017 Incentive Compensation Plan. The 2013 Long-Term Incentive Plan expired in March 2023.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Other than compensation arrangements for our directors and executive officers, we engaged in no reportable transactions with related persons since the years ended December 31, 2023, and 2022 that involved an amount that exceeds the lesser of $120,000 or one percent of the average of the Company's total assets at year-end for the last two completed fiscal years, other than below. See also "Executive Compensation" for additional information regarding the compensation of related parties.

Our Audit Committee considers and approves or disapproves any related person transaction as required by Nasdaq regulations.

Related-Party Transactions Policy and Procedures

We have adopted a written Related Party Transaction Policy that sets forth its procedures for the identification, review, consideration, and approval or ratification of related-party transactions. A related party includes directors, executive officers, beneficial owners of 5% or more of any class of our voting securities, immediate family members of any of the foregoing persons, and any entities in which any of the foregoing is an executive officer or is an owner of 5% or more ownership interest.

Under the policy, related-party transactions within its scope must be reviewed and approved by our Audit Committee. In considering related-party transactions, our Audit Committee will take into account the relevant available facts and circumstances, including, but not limited to:

- the related party's interest in the related-party transaction;
- the approximate dollar value of the amount involved in the related-party transaction;
- the approximate dollar value of the amount of the related party's interest in the transaction without regard to the amount of any profit or loss;
- whether the transaction was undertaken in the ordinary course of business;
- whether the transaction with the related party is proposed to be, or was, entered into on terms no less favorable to us than terms that could have been reached with an unrelated third party;
- the purpose of, and the potential benefits to us of, the transaction; and
- any other information regarding the related-party transaction or the related party in the context of the proposed transaction that would be material to investors in light of the circumstances of the particular transaction.

The Related Party Transaction Policy requires that, in determining whether to approve, ratify, or reject a related-party transaction, the Audit Committee must review all relevant information available to it about such transaction, and that it may approve or ratify the related party transaction only if it determines that, under all of the circumstances, the transaction is in, or is not inconsistent with, the Company's best interests. The review, approval, or ratification of a transaction, arrangement, or relationship pursuant to the Related Party Transaction Policy does not necessarily imply that such transaction, arrangement, or relationship is required to be disclosed under Item 404(a) of Regulation S-K promulgated by the SEC.

Employee, Officer, and Director Hedging

The Company has adopted a written Insider Trading Policy applicable to all directors, officers and employees. The policy prohibits subject individuals from purchasing financial instruments (including prepaid variable forward contracts, equity swaps, collars and exchange funds) that are designed to hedge or offset any decrease in the market value of Company securities.

AUDIT COMMITTEE REPORT

The following Report of the Audit Committee (the "Audit Report") does not constitute soliciting material and should not be deemed filed or incorporated by reference into any other Company filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent the Company specifically incorporates this Audit Report by reference therein.

Role of the Audit Committee

The Audit Committee's primary responsibilities fall into three (3) broad categories:

First, the Audit Committee is charged with monitoring the preparation of quarterly and annual financial reports by the Company's management, including discussions with management and the Company's outside auditors about draft annual financial statements and key accounting and reporting matters;

Second, the Audit Committee is responsible for matters concerning the relationship between the Company and its outside auditors, including recommending their appointment or removal; reviewing the scope of their audit services and related fees, as well as any other services being provided to the Company; and determining whether the outside auditors are independent (based in part on the annual letter provided to the Company pursuant to Independence Standards Board Standard No. 1); and

Third, the Audit Committee reviews financial reporting, policies, procedures, and internal controls of the Company. The Audit Committee has implemented procedures to ensure that during the course of each fiscal year, it devotes the attention that it deems necessary or appropriate to each of the matters assigned to it under the Audit Committee's charter. In overseeing the preparation of the Company's financial statements, the Audit Committee met with management and the Company's outside auditors, including meetings with the Company's outside auditors without management present, to review and discuss all financial statements prior to their issuance and to discuss significant accounting issues. Management advised the Audit Committee that all financial statements were prepared in accordance with generally accepted accounting principles, and the Audit Committee discussed the statements with both management and the outside auditors. The Audit Committee's review included discussion with the outside auditors of matters required to be discussed pursuant to the Statement on Auditing Standards No. 61 (Communication with Audit Committees).

With respect to the Company's outside auditors, the Audit Committee, among other things, discussed with Marcum LLP matters relating to its independence, including the disclosures made to the Audit Committee as required by the Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees).

Recommendations of the Audit Committee. In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board that the Board approve the inclusion of the Company's audited financial statements in the Company's Annual Report on Form 10-K, as amended on Form 10-K/A, for the fiscal year ended December 31, 2023, for filing with the Securities and Exchange Commission.

This Audit Report has been furnished by the Audit Committee of the Board of Directors.

/s/ Susan G. Swenson

/s/ Ralph E. Faison

/s/ Brian K. Krolicki

RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS (PROPOSAL NO. 2)

Marcum LLP ("Marcum") has served as our independent registered public accounting firm since September 11, 2015, and has been appointed by the Audit Committee of the Board to continue as such for the fiscal year ending December 31, 2024.

At the Annual Meeting, the stockholders will vote on a proposal to ratify this selection of an independent registered public accounting firm. Even if the selection of Marcum is ratified, the Audit Committee, in its discretion, may direct the appointment of a different independent registered public accounting firm at any time if it determines that such a change would be in the best interest of the Company and its stockholders. If this ratification is not approved by the affirmative vote of a majority of shares present in person or represented by proxy and entitled to vote on the matter, the Board will reconsider its selection of an independent registered public accounting firm. Marcum has no interest, financial or otherwise, in the Company. We do not currently expect a representative of Marcum to physically attend the Annual Meeting; however, it is anticipated that a Marcum representative will be available to participate in the Annual Meeting via telephone in the event he or she wishes to make a statement, or in order to respond to appropriate questions.

The following table presents aggregate fees for professional services rendered by Marcum for the audit of our annual consolidated financial statements for the fiscal years ended December 31, 2023, and 2022.

	For the Year Ended December 31,	
	2023	2022
Audit fees(1)	$ 356,690	$ 371,651
Audit-related fees	-	-
Tax fees(2)	$ 25,081	$ 91,382
All other fees	-	-
Total fees	$ 381,771	$ 463,033

(1) Audit fees consist of the aggregate fees billed for each of the last two fiscal years for professional services rendered by Marcum for the audit of the Company's annual financial statements and review of financial statements included in the Company's Form 10-Qs, or services that are normally provided by Marcum in connection with the Company's statutory and regulatory filings or engagements for those fiscal years.

(2) Tax fees include U.S. federal, state, and local tax support and review and preparation of U.S. tax returns.

Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Auditors

The Audit Committee pre-approves all audit and non-audit services provided by the independent auditors prior to the engagement of the independent auditors with respect to such services. The Chairman of the Audit Committee has been delegated the authority by the Audit Committee to pre-approve interim services by the independent auditors other than the annual audit. The Chairman of the Audit Committee must report all such pre-approvals to the entire Audit Committee at the next Audit Committee meeting.

Vote Required and Recommendation

The affirmative vote of a majority of shares present in person or represented by proxy and entitled to vote on the matter will be required to ratify the Board's selection of Marcum LLP as our independent registered public accountants for the fiscal year ending December 31, 2024.

At the Annual Meeting a vote will be taken on a proposal to ratify the selection of Marcum as our independent registered public accountants for the fiscal year ending December 31, 2024.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR THE RATIFICATION OF THE SELECTION OF MARCUM AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2024.

NEXT YEAR'S ANNUAL MEETING

Stockholder Proposals for Inclusion in the Proxy Materials for the 2025 Annual Meeting of Stockholders

For stockholders to present proper proposals (other than nominations of directors) for inclusion in our proxy materials for the 2025 annual meeting of stockholders on a timely basis, the relevant information must be received by the Company's Corporate Secretary at the principal executive offices of the Company, 350 Clark Drive, Suite 125, Mt. Olive, NJ 07828, on or before February 7, 2025; provided that in the event that the date of the 2025 annual meeting is advanced more than 30 days prior to, or delayed by more than 30 days after, the anniversary of this year's annual meeting, the relevant information must be received by the Company no later than the deadline set forth in a public announcement made by the Company, which deadline will be a reasonable time after that public announcement and a reasonable time before the Company begins to print and send its proxy materials for the 2025 annual meeting. All such proposals must comply with all the requirements of Rule 14a-8 under the Exchange Act, regarding the inclusion of the stockholder proposals in company-sponsored proxy materials.

Stockholder Proposals for Consideration at the 2025 Annual Meeting of Stockholders, but not for Inclusion in the Proxy Materials

The Company's amended and restated bylaws also require advanced notice of any stockholder proposal to be proposed, but not included in our proxy materials for the 2025 annual meeting (other than the nomination of candidates for election as a director). Any stockholder considering such a proposal should carefully review the Company's amended and restated bylaws, which describe the timing, procedural, and substantive requirements for such proposal. Proposals of matters for consideration at the 2025 annual meeting of stockholders, but not for inclusion in the proxy materials, must be received no earlier than April 9, 2025, and no later than May 9, 2025; provided that in the event that the date of the 2025 annual meeting is advanced more than 30 days prior to or delayed by more than 30 days after the anniversary of this year's annual meeting, notice by a stockholder to be timely must be received no earlier than the close of business on the 120th day prior to such annual meeting and not later than the close of business on the later of (i) the 90th day prior to such annual meeting or (ii) the close of business on the 10th day following the day on which public announcement of the date of such meeting is first made.

Director Nominations by a Stockholder for the 2025 Annual Meeting of Stockholders

The Company's amended and restated bylaws also require advanced notice of any stockholder proposal for nomination of candidates for election as a director. Any stockholder considering a proposal for nomination of candidates for election as a director should carefully review the Company's amended and restated bylaws, which describe the timing, procedural, and substantive requirements for such proposal. Proposals for director nominations must be received no earlier than April 9, 2025, and no later than May 9, 2025; provided that in the event that the date of the 2025 annual meeting is advanced more than 30 days prior to or delayed by more than 30 days after the anniversary of this year's annual meeting, notice by a stockholder to be timely must be received no earlier than the close of business on the 120th day prior to such annual meeting and not later than the close of business on the later of (i) the 90th day prior to such annual meeting or (ii) the close of business on the 10th day following the day on which public announcement of the date of such meeting is first made.

Director Nominations by a Stockholder Intending to Solicit Proxies for the 2025 Annual Meeting of Stockholders

In addition to satisfying all the requirements under the Company's bylaws, to comply with the SEC's new universal proxy rules for the Company's 2025 annual meeting, stockholders who intend to solicit proxies in support of director nominees other than the Company's nominees must provide notice that sets forth all of the information required by Rule 14a-19 under the Exchange Act no later than June 7, 2025 provided that the date of the meeting has not changed by more than 30 calendar days. If such meeting date is changed by more than 30 days, then notice must be provided by the later of 60 calendar days prior to the date of the annual meeting or the 10th calendar day following the day on which public announcement of the date of the annual meeting is first made. If the stockholder does not also comply with the requirements of Rule 14a-4(c)(2) under the Exchange Act, we may exercise discretionary voting authority under proxies that we solicit to vote in accordance with our best judgment on any such stockholder proposal or nomination. To make a submission or to request a copy of our amended and restated bylaws, stockholders should contact our Corporate Secretary.

EXPENSES AND SOLICITATION

We will bear the costs of printing and mailing proxies. In addition to soliciting our stockholders by mail or through our regular employees, we may request banks, brokers, and other custodians, nominees, and fiduciaries to solicit their customers who have shares of our Common Stock registered in the name of a nominee and, if so, will reimburse such banks, brokers and other custodians, nominees and fiduciaries for their reasonable out-of-pocket costs. Solicitation by our officers and employees may also be made to some of our stockholders following the original solicitation.

OTHER BUSINESS

The Board knows of no other items that are likely to be brought before the meeting except those that are set forth in the foregoing Notice of Annual Meeting. If any other matters properly come before the Annual Meeting, the persons designated on the enclosed proxy will vote in accordance with their judgment on such matters.

ADDITIONAL INFORMATION

We are subject to the information and reporting requirements of the Exchange Act, and in accordance therewith, we file periodic reports, documents, and other information with the SEC relating to our business, financial statements and other matters. Such reports and other information may be accessed at www.sec.gov. You are encouraged to review our Annual Report on Form 10-K, as amended on Form 10-K/A, together with any subsequent information we filed or will file with the SEC and other publicly available information. A copy of any public filing is also available, at no charge, by contacting the Company's Secretary at 350 Clark Drive, Suite 125, Mt. Olive, NJ 07828, telephone: (908) 852-3700.

It is important that the proxies be returned promptly and that your shares be represented. Stockholders are urged to mark, date, execute, and promptly return the accompanying proxy card or follow the instructions on the notice and access card.

June 17, 2024	By Order of the Board of Directors,	
		/s/ Susan G. Swenson
	Name:	Susan Swenson
	Title:	Chairman of the Board of Directors