

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

**FORM 10-K**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended March 31, 2024

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from            to

Commission File Number 001-33387

**GSI Technology, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**77-0398779**  
(IRS Employer  
Identification No.)

**1213 Elko Drive**  
**Sunnyvale, California 94089**  
(Address of principal executive offices, zip code)

**(408) 331-8800**  
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange on which Registered</u>
Common Stock, \$0.001 par value	GSIT	The Nasdaq Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer", "accelerated filer", "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company  Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of the registrant's voting stock held by non-affiliates of the registrant, based upon the closing sale price of the common stock on September 29, 2023, as reported on the Nasdaq Global Market, was approximately \$54.6 million. Shares of the registrant's common stock held by each officer and director and each person who owns 10% or more of the outstanding common stock of the registrant have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes. As of May 31, 2024, there were 25,446,380 shares of the registrant's common stock issued and outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's definitive proxy statement for its 2024 annual meeting of stockholders are incorporated by reference into Part III hereof.

**GSI TECHNOLOGY, INC.**

**2024 FORM 10-K ANNUAL REPORT**

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## Forward-looking Statements

*In addition to historical information, this Annual Report on Form 10-K includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). These forward-looking statements involve risks and uncertainties. Forward-looking statements are identified by words such as “anticipates,” “believes,” “expects,” “intends,” “may,” “will,” and other similar expressions. In addition, any statements which refer to expectations, projections, or other characterizations of future events or circumstances are forward-looking statements. Actual results could differ materially from those projected in the forward-looking statements as a result of a number of factors, including those set forth in this report under “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Risk Factors,” those described elsewhere in this report, and those described in our other reports filed with the Securities and Exchange Commission (“SEC”). We caution you not to place undue reliance on these forward-looking statements, which speak only as of the date of this report, and we undertake no obligation to update these forward-looking statements after the filing of this report. You are urged to review carefully and consider our various disclosures in this report and in our other reports publicly disclosed or filed with the SEC that attempt to advise you of the risks and factors that may affect our business.*

### PART I

#### Item 1. *Business*

##### Overview

GSI provides in-place associative computing solutions for applications in high growth markets such as artificial intelligence (“AI”) and high-performance computing (“HPC”), including natural language processing and computer vision. Our associative processing unit (“APU”) family of products are focused on applications using similarity search and very flexible Boolean processing. Similarity search is used in search queries for ecommerce, computer vision, drug discovery, cyber security and service markets such as NoSQL, Elasticsearch, and OpenSearch. Our extensive historical experience in developing high speed synchronous static random access memory, or SRAM, facilitated our ability to transform the focus of our business to the development of reliable hardware AI products and solutions.

Even as we expand our offering of in-place associative computing solutions, we continue to be committed to the synchronous SRAM market, by making available exceedingly high density performance memory products for incorporation into high-performance networking and telecommunications equipment, such as routers, switches, wide area network infrastructure equipment, wireless base stations and network access equipment. Our position in the synchronous SRAM market is well established and we have long-term supplier relationships with many of the leading original equipment manufacturer, or OEM, customers including Nokia. The revenue generated by these sales of high-speed synchronous SRAM products is being used to finance the development of our new in-place associative computing solutions and new types of SRAM products. We also serve the ongoing needs of the military/defense and aerospace markets by offering robust high-quality radiation-tolerant and radiation-hardened space grade SRAMs in addition to new in-place associative computing solutions for the military/defense and aerospace markets such as synthetic aperture radar (“SAR”) image processing.

We utilize a fabless business model for the manufacture of our APU and SRAM products, which allows us both to focus our resources on research and development, product design and marketing, and to gain access to advanced process technologies with only modest capital investment and fixed costs.

GSI’s fiscal year 2024 net revenue decreased by 27% compared to net revenue in fiscal year 2023, reflecting cautionary spending by our customers and purchases made as a result of supply chain constraints in the previous periods and the current economic environment, including the impact of rising interest rates, worldwide inflationary

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pressures and the decline in the global economic environment, all of which resulted in a decline in demand for our SRAM products and delays in completing the productization of our APU products. GSI's gross margin decreased by 5.3% compared to the prior fiscal year. The decrease in gross margin was primarily due to product mix and the effect of lower revenue on the fixed costs in our cost of revenues.

In June 2023, we announced the receipt of an award of a prototype agreement with the Space Development Agency ("SDA") for the development of a Next-Generation Associative Processing Unit-2 ("APU2") for Enhanced Space-Based Capabilities. Our next-generation non-Von-Neumann Associative Processing Unit compute in-memory integrated circuit ("IC") offers unique capabilities to address the challenges faced by the U.S. Space Force in processing extensive sets of big data in space. Our overarching objective is to enable and enhance current and future mission capabilities through the deployment of compute in-memory integrated systems that can efficiently handle vast amounts of data in real-time at the edge. The APU, featuring a scalable format, compact footprint, and low power consumption, presents an ideal solution for edge applications where prompt and precise responses are crucial. These capabilities empower the U.S. Space force to swiftly detect, warn, analyze, attribute, and forecast potential and actual threats in space, ultimately bolstering the ability of the United States to maintain and leverage space superiority. The U.S. Space Force is actively seeking solutions to address current limitations in processing big data that is needed to execute the mission objectives of the Space Development Agency within the evolving and challenging space environment. This award will be funded by the Small Business Innovation Research program, a competitive program funded by various U.S. government agencies, that encourages small businesses to engage in federal research and development with the potential for commercialization. Under the terms of this Direct to Phase II award, we will develop an advanced non-Von-Neumann Associative Processing Unit-2, compute in-memory IC, and design and fabricate an APU2 Evaluation Board. Pursuant to an agreed-upon schedule, we will receive milestone payments totaling an estimated \$1.25 million upon the successful completion of predetermined milestones, of which \$297,000 was received in the quarter ended September 30, 2023 and \$138,000 was received in the quarter ended December 31, 2023.

In January 2024, we announced that GSI was selected by AFWERX the innovation arm of the U.S. Department of the Air Force for an SBIR Direct-to-Phase II contract in the amount of \$1.1 million to demonstrate high-data computation use cases leveraging the distinct compute in-memory architecture of our APU2. We will create specialized algorithms for the U.S. Air Force Research Laboratory ("AFRL") to leverage the compute-in-memory architecture of the Gemini® APU. This chip is designed for various AI applications to tackle key challenges in the Department of the Air Force, including in-aircraft search and rescue, object detection, moving target indication, change detection, and structural similarity index measure ("SSIM") in GPS-absent situations. We will also develop algorithms using data from the U.S. Space Force to showcase the performance benefits of our compute-in-memory APU2 integrated circuit. There have been no payments received under this award as of March 31, 2024.

APU technology is implemented in a series of Gemini AI chips. Gemini-I is in full production. We are marketing specific differentiated applications and API's as-a-Service adding Amazon Web Services ("AWS"), Azure, or Google Cloud Storage ("GCS") users to our customer base along with those that want this hardware product. We support customers with prebuilt APIs and libraries to support their parallel programming of the Gemini-I. The software stack accelerates development by providing an integrated framework environment for the compute-in-memory as well as host and management code modules. In calendar 2023, we released an update to this compiler stack framework allowing customers to optimize their applications by editing APIs provided by GSI, or writing their own API's.

At the end of calendar 2023, we taped-out our second -generation silicon. We are looking forward to bringing our Gemini-II product with an order of magnitude improved performance to market at the end of calendar 2024. Notable progress has been made in testing and debugging Gemini-II, which has been mounted on a board for

comprehensive performance assessment. We aim to have a second spin in the third quarter of fiscal 2025 and initiate benchmarking shortly thereafter, allowing us to begin preliminary customer sampling.

During fiscal 2024, we shipped radiation-hardened SRAM prototype products to three customers for four different programs that have prospects for increasing our net revenue in fiscal 2025 and beyond.

We were incorporated in California in 1995 under the name Giga Semiconductor, Inc. We changed our name to GSI Technology in December 2003 and reincorporated in Delaware in June 2004 under the name GSI Technology, Inc. Our principal executive offices are located at 1213 Elko Drive, Sunnyvale, California, 94089, and our telephone number is (408) 331-8800.

## **Recent Developments**

### ***Sale/Leaseback of Headquarters***

In April 2024, we entered into a purchase and sale agreement with D.R. Stephens & Company, LLC, as purchaser, to sell our headquarters property at 1213 Elko Drive, Sunnyvale, California. The final sales price is \$11.65 million in cash. As part of the sale, we agreed that we would enter into a lease agreement for all of the Sunnyvale property from the purchaser for an initial term of ten years from the closing of the sale transaction. We have the option to renew the term of the lease for two additional five-year periods. Under the new lease, we are responsible for base rent initially at a rate of approximately \$90,768 per month and the monthly operational expenses, such as maintenance, insurance, property taxes and utilities. The closing of the purchase and sale of the property, and entry into the lease, occurred in June 2024.

### ***Exploring Strategic Alternatives***

In May 2024, we announced that we had initiated a broad strategic review to maximize stockholder value. The review is being administered by a special committee of the Board of Directors to bring focus on strategic alternatives while our management focuses on the development of our family of compute in memory solutions for high performance computing and Artificial Intelligence. We plan to consider a wide range of options including equity or debt financing, divestiture of assets, technology licensing or other strategic arrangements including the sale of the Company. As part of the strategic review process, we hired Needham & Company, LLC, as our strategic and financial advisor. There can be no assurance that the review process will result in any strategic alternative, or as to its outcome or timing. We have neither set a timetable for completion of this process, nor have we made any decisions related to strategic alternatives at this time.

## **Industry and Market Strategy**

### ***Associative Processing Unit Computing Market Overview***

The markets for associating processing computing solutions are significant and growing rapidly. The total addressable market (“TAM”) for APU search applications, which is the market where GSI is focusing its commercialization efforts, has been determined by GSI to be approximately \$232 billion in 2024, and growing at a compound annual growth rate (“CAGR”) of 13% to \$380 billion by 2027. GSI has similarly determined that the Serviceable Available Market (“SAM”) for APU search applications is approximately \$7.1 billion in 2024, and anticipated to grow at a CAGR of 16% to \$12.8 billion by 2027. The search market segments included in GSI’s TAM and SAM analyses include vector search and HPC. Market applications in these segments include search and retrieval in various fields, synthetic aperture radar in research, aerospace and defense, and service markets such as OpenSearch and AWS.

The growth in demand for associative processing computing solutions is being driven by the increasing market adoption and usage of graphics processing unit (“GPU”) and CPU farms for AI processing of large data collections, including parallel computing in scientific research. However, the large-scale usage of GPU and CPU farms for AI processing of data is demonstrating the limits of GPU and CPU processing speeds and resulting in ever higher energy consumption. The amounts of data being processed, which is coming from increasing numbers of users and continuously increasing amounts of collected data, has resulted in efforts to split and store the processed data among multiple databases, through a process called sharding. Sharding can substantially increase processing costs and worsen the power consumption factors associated with processing so much data if the underlying architecture is inefficient to begin with. As the environmental impacts of data processing are becoming increasingly important, and complex workloads are migrating to edge computing for real-time applications, it is becoming increasingly difficult to achieve market demands for low power, smaller footprints, and faster results.

Our APU has been demonstrated to outperform CPU’s and GPU’s in the market for AI search of large data collections by providing lower latency and increased capacity in a smaller form-factor and achieve such results with lower power consumption. In addition, our compute-in-place technology has wide application. The APU has several benefits that are particularly useful to overcome the data processing challenges noted above. First, the APU does not have the word size limitation of traditional CPU and GPU processors. Because traditional data processors move data around to various parts of a system, they need to select or duplicate resources of particular word sizes, be they 8-bit, 16-bit, 32-bit or 64-bit. The APU is based on a memory line structure, which means that it can operate on legacy instruction widths of 8 or 16-bits, or just as seamlessly operate on instructions of arbitrary widths of 1 bit, 768-bits or 2048-bits. APUs can operate on any word width that makes sense for the problem and also for what makes sense at interim processing steps. This dynamic flexibility is a tremendous advantage for non-linear processing like trigonometry. Second, the APU is also an associative machine, which means that data that is resident in the device can be applied to a function only if it is deemed associated (for example, with a meta-tag) to the processing. Such processing is like a person looking for his car in a parking lot, but ignoring all cars that are not the color of his car. An additional benefit of the Gemini APU designs is that they are multi-threaded. One sensor or query input can be simultaneously applied to multiple functions or searches in the device.

Our associative computing technology utilizes in-memory associative processor structures to address the bottlenecks that limit performance and increase power consumption in CPUs, GPUs, and Field Programable Gate Arrays (“FPGAs”) when processing large datasets. By constantly having to move operands and results in and out of devices with ever increasing processing speeds and bus speeds, current solutions are focused on memory transfers rather than addressing the basic computation problem. By changing the computational framework to parallel processing and having search functions conducted directly in a processing memory array, the APU can greatly expedite computation and response times in many “big data” applications. We are creating a new category of computing products that are expected to have substantial target markets and a large new customer base in those markets.

Our commercialization efforts for the APU product are focused on markets where the APU shows factors of improvement against CPU or GPU systems. The APU differentiates itself most for similarity search, multi-modal vector search, real-time very large database search, and several scientific high-performance computing-workloads processing sensor data. The APU’s improved performance over CPU or GPU systems provides a paradigm-shifting ability to process data in real-time. As a result, we see demand for the APU in artificial intelligence applications, including approximate nearest neighbor searches, natural language processing, cryptography, and synthetic aperture radar as well as other fields whose processing in the datacenter can benefit from the APU’s smaller footprint, superior productivity, and low system power consumption. GSI has solutions to accelerate multimodal vector search as an on-prem or SaaS solution for OpenSearch and general Fast Vector Search, and for processing large area SAR images in real-time at high resolution.

Similarity search uses a technique called distance metric learning, in which learning algorithms measure how similar related objects are to each other. The APU is well suited for very fast similarity search because its design determines distance metric at fast computation speeds with high degrees of accuracy. Our APU is further differentiated from other solutions in the market by its scalability for very large datasets. The APU has demonstrated its ability to increase the rate of computation for visual search by orders of magnitude with greater accuracy and reduced power consumption. The APU also adds multi-modal search capability to this computational performance. For instance, the ability to search on a picture of a product on an ecommerce website, with pricing and specific filters, does not impede the performance of the in-memory search versus a traditional text only search. This kind of performance has the potential to transform online retailers' capabilities to run search queries and improve customers' online shopping experience.

#### ***New Markets for the APU***

The APU is capable of processing large data arrays in a cost competitive solution for large database similarity search, but the mathematical capabilities of the APU also create new opportunities in real-time processing. Examples of real-time processing are SAR, image re-registration, and mathematical SSIM. This combination of sensor processing, image processing, and computer vision at high performance has the potential to bring application processing that normally requires several resources in a data center to real-time edge applications. Examples are in-asset aircraft reconnaissance, satellite image processing, and autonomous automotive navigation. Furthermore, GSI's expertise in developing radiation-tolerant components creates new opportunities in the growing market for AI products that can be used in low earth orbit and space applications, where other AI products are not able to survive the harsh environment.

Recent excitement relating to ChatGPT has brought the market for AI search to the forefront of consumer awareness. Applications using ChatGPT for natural language processing can directly apply the GSI APU technology to reduce hallucinations through the use of the technology for focused retrieval augmented generation improving speed and accuracy of specialized search applications.

For even smaller footprint applications such as satellites or networking blades, GSI will license the intellectual property ("IP") underlying the APU to companies that have their own chip design capabilities to incorporate GSI's IP into their custom products, and provide design services to help integrate the IP into new processor, FPGA, or ASIC designs.

#### ***APU Board Level Product***

The Gemini-I APU is currently in production as a full-size PCIe card and a 1U E1.L card. These are the Leda-E and Leda-S, respectively. The Leda-S E1.L form factor enables the use of market standard SSD rack enclosures to build a dense APU compute appliance unachievable by GPU cards that require specialized connectivity for expansion. GSI has off-the-shelf server product offerings with 8 Leda-E cards in a single 2U server providing 10 POPS of Boolean operation, and a single 1U server with 16 Leda-S cards providing 15 POPS of Boolean performance. The single LEDA-S can be used without the need for a host PC in some applications so that, as an example, it can be packaged in a compact case for quad-copter use. It can also be used in small appliances for location recognition, object recognition, and GPS-denied alternate routing useful for drone product delivery or reconnaissance applications.

#### ***APU SaaS Product***

We also offer commercialized APU as-a-service. This service offering runs on servers in a datacenter that have a direct connection to Amazon Web Services. Customers can access the APU via the AWS Cognito user identity and data synchronization service for GSI-packaged SaaS applications, or for customers' own custom APU-



accelerated applications. The cloud connected cards in this datacenter are also connected via the same ultra-low latency system to provide approximate nearest neighbor (“ANN”) and multi-modal extension capability to OpenSearch. We envision customers who use OpenSearch for their database storage would use our SaaS product to accelerate searches run on OpenSearch. Customers who are building their own search engines for special use case products could use our SaaS product to support high volume searches run on their products. GSI also offers our SAR processing as a SaaS product that can be used by mapping and analysis services to scale, speed up, and enhance their own product offerings.

#### ***APU Commercialization Risk***

Sales of APU products continue to be in the research and academic areas and our commercialization efforts have taken much longer than anticipated to gain traction. If we fail to materially commercialize our APU products, we may not generate sufficient revenues to offset our development costs and other expenses, which will have an adverse impact on our business including a potential impairment of intangible assets and a negative impact on our market capitalization.

#### ***High-Speed Synchronous SRAM Market Overview***

High-speed synchronous SRAMs are incorporated into networking and telecom equipment, military/defense and aerospace applications, audio/video processing, test and measurement equipment, medical and automotive applications, and other miscellaneous applications. The networking and telecom market demand for high-speed synchronous SRAMs has been declining, and is expected to continue to decline, due to the industry trend of embedding greater amounts of SRAM into each generation of ASICs/controllers products, thereby reducing the need for external SRAMs. As a result, the demand for external high-speed synchronous SRAMs in new end-products is being driven by markets such as military/defense and aerospace applications. Such applications require a combination of high densities and high random transaction rates that GSI is well positioned to serve, being the only SRAM manufacturer to offer monolithic 288Mb densities as well as offering the highest truly random transaction rate in the industry – 1866 million transactions per second (MT/s). To further serve the military/defense and aerospace markets, GSI has been focusing on qualifying its products for space/satellite applications to capitalize on opportunities resulting from the development of near-earth orbiting satellite mega constellations, as well as the more traditional geo-stationary earth orbit satellite communication platforms and national assets.

#### ***High-Speed Synchronous SRAM Products***

We offer four families of high-speed synchronous SRAMs – SyncBurst™, NBT™, SigmaQuad™, and SigmaDDR™. All four SRAM families feature high density, high transaction rate, high data bandwidth, low latency, and low power consumption. These four product families provide the basis for approximately 10,000 individual part numbers. They are available in several density and data width configurations, and are available in a variety of performance, feature, temperature, and package options. Our products can be found in a wide range of networking and telecommunications equipment, including routers, universal gateways, fast Ethernet switches and wireless base stations. We sell our products to defense contractors that manufacture products for military/defense and aerospace applications such as radar and guidance systems and satellites. We also sell our products to OEMs for test and measurement applications such as high-speed testers, high performance computing applications such as high volume trading, and for medical applications such as ultrasound and CAT scan equipment.

We have introduced and are marketing radiation-hardened, or “RadHard”, and radiation-tolerant, or “RadTolerant”, SRAMs for military/defense and aerospace applications such as networking satellites and missiles. Our initial RadHard and RadTolerant products are 288 megabit, 144 megabit, and 72 megabit devices from our SigmaQuad-II+ family. We have also expanded our product offerings to include 144 megabit, 72 megabit, and 32 megabit SyncBurst and NBT SRAMs RadTolerant products to enable the avionics and other space platforms that



have historically leveraged smaller asynchronous devices. The RadHard products are offered in two package options: a hermetically-sealed ceramic column grid array package, and standard plastic packaging. These devices undergo a special fabrication process that diminishes the adverse effects of high-radiation environments.

### ***SRAM Leadership in the High Performance Memory Market***

We endeavor to address the overall needs of our SRAM customers, not only satisfying their immediate requirements for our latest generation, highest performance networking memory, but also providing them with the ongoing long-term support necessary during the entire lives of the systems in which our products are utilized.

Accordingly, the key elements of our SRAM solution include:

- *Product Performance Leadership.* Through the use of advanced architectures and design methodologies, we have developed high-performance SRAM products offering superior high speed performance capabilities and low power consumption, while our advanced silicon process technologies allow us to optimize yields, lower manufacturing costs and improve quality.
- *Product Innovation.* We believe that we have established a position as a technology leader in the design and development of Very Fast SRAMs. We are believed to have the industry's highest density RadHard SRAM, the SigmaQuad-II+, which is an example of our industry-leading product innovation.
- *Broad and Readily Available Product Portfolio.* We have what we believe is the broadest catalog of Very Fast SRAM products.
- *Master Die Methodology.* Our master die methodology enables multiple product families, and variations thereof, to be manufactured from a single mask set so that we are able to maintain a common pool of wafers that incorporate all available master die, allowing rapid fulfillment of customer orders and reducing costs.
- *Customer Responsiveness.* We work closely with leading networking and telecommunications OEMs, as well as their chip-set suppliers, to anticipate their requirements and to rapidly develop and implement solutions that allow them to meet their specific product performance objectives.

### **Business Transformation Strategy**

Our objective is to market and sell transformative new products utilizing our cutting-edge in-place associative computing technology in high growth markets, while continuing to profitably increase our share of the external SRAM market. Our strategy includes the following key elements:

- *Complete productization of our initial In-place Associative Computing product.* Our principal operations objective is the completion of productization efforts for our initial in-place associative computing product.
- *Identifying and developing new long tail markets where the APU is differentiated.* Realization of this goal will require additional development and marketing efforts in calendar 2024. Our initial focus is in the markets for artificial intelligence and high-performance computing, including natural language processing, computer vision and cyber security with a focus in this area being for similarity search applications including facial recognition, drug discovery and drug toxicity, signal and object detection and cryptography.
- *Identify opportunities and rapidly increase sales of RadHard and RadTolerant SRAMs.* We continue to aggressively target the military/defense and aerospace markets with our RadHard and RadTolerant devices. We plan to continue expansion into the military/defense and aerospace markets with our APU platform that has shown design robustness.

- *Exploit opportunities to expand the market for our SRAM products.* We are continuing the expansion of sales of our high-performance SRAM products in the military, industrial, test and measurement, and medical markets and intend to continue penetrating these and other new markets with similar needs for high-performance SRAM technologies.
- *Collaborate with wafer foundry to leverage advanced process technologies.* We will continue to utilize complementary metal-oxide semiconductor fabrication process technologies from Taiwan Semiconductor Manufacturing Company (“TSMC”) to design our products.
- *Seek new market opportunities.* We intend to supplement our internal development activities by seeking additional opportunities to acquire other businesses, product lines or technologies, or enter into strategic partnerships, that would complement our current product lines, expand the breadth of our markets, enhance our technical capabilities, or otherwise provide growth opportunities.

## Customers

For our compute-in-memory associative computing solutions, we are focusing sales and marketing efforts in the markets for artificial intelligence and high-performance computing, with leading applications in natural language processing, computer vision and synthetic aperture radar. Our focus in this area being for similarity search acceleration in fast vector search applications and real-time mobile applications in aerospace and defense.

With the SRAM market, we are focusing our sales on network/telecom OEMs and military/defense and aerospace with our radiation hardened and radiation tolerant product offerings.

The following is a representative list of our OEM customers that directly or indirectly purchased more than \$500,000 of our SRAM products in the fiscal year ended March 31, 2024:

BAE Systems	Ciena	General Dynamics
Northrup Grumman	Nokia	Raytheon
	Rockwell	

Many of our OEM customers use contract manufacturers to assemble their equipment. Accordingly, a significant percentage of our net revenues has been derived from sales to these contract manufacturers. In addition, we sell our products to OEM customers indirectly through domestic and international distributors.

In the case of sales of our products to distributors, the decision to purchase our products is typically made by the OEM customers. In the case of contract manufacturers, OEM customers typically provide a list of approved products to the contract manufacturer, which then has discretion whether or not to purchase our products from that list.

Direct sales to contract manufacturers accounted for 20.5%, 19.8% and 31.0% of our net revenues for fiscal 2024, 2023 and 2022, respectively. Sales to foreign and domestic distributors accounted for 76.3%, 77.5% and 66.8% of our net revenues for fiscal 2024, 2023 and 2022, respectively.

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The following direct customers accounted for 10% or more of our net revenues in one or more of the following periods:

	Fiscal Year Ended		
	March 31,		
	2024	2023	2022
Contract manufacturers:			
Flextronics Technology	13.5 %	10.4 %	16.0 %
Sanmina	5.9	8.8	11.2
Distributors:			
Avnet Logistics	50.6	48.1	38.0
Nexcomm	9.3	16.6	17.2

Nokia was our largest customer in fiscal 2024, 2023 and 2022. Nokia purchases products directly from us and through contract manufacturers and distributors. Based on information provided to us by its contract manufacturers and our distributors, purchases by Nokia represented approximately 21%, 17% and 29% of our net revenues in fiscal 2024, 2023 and 2022, respectively. To our knowledge, none of our other OEM customers accounted for more than 10% of our net revenues in any of these periods.

### Sales, Marketing and Technical Support

We sell our products primarily through our worldwide network of independent sales representatives and distributors. As of March 31, 2024, we employed 16 sales and marketing personnel, and were supported by over 200 independent sales representatives, which we believe will enable us to address an expanded customer base with the continuing introduction of our associative computing products in fiscal 2024. We believe that our relationship with our U.S. distributors, Avnet, Mouser and Digi-Key, put us in a strong position to address the Very Fast SRAM memory market in the United States. We currently have regional sales offices located in China, Hong Kong, Israel and the United States. We believe this international coverage allows us to better serve our distributors and OEM customers by providing them with coordinated support. We believe that our customers' purchasing decisions are based primarily on product performance, low power consumption, availability, features, quality, reliability, price, manufacturing flexibility and service. Many of our OEM customers have had long-term relationships with us based on our success in meeting these criteria.

Our sales are generally made pursuant to purchase orders received between one and twelve months prior to the scheduled delivery date. Because industry practice allows customers to reschedule or cancel orders on relatively short notice, these orders are not firm and hence we believe that backlog is not a good indicator of our future sales. We have experienced increased costs as a result of inflation and supply chain constraints for wafers and outsourced assembly, burn-in and test operations. We have responded with increased pricing to our customers. We typically provide a warranty of up to 36 months on our products. Liability for a stated warranty period is usually limited to replacement of defective products.

Our marketing efforts are, first and foremost, focused on ensuring that the products we develop meet or exceed our customers' needs. Our marketing efforts are currently focused on marketing our in-place associative computing solutions and our radiation-tolerant and radiation-hardened space grade SRAMs. Previously, those efforts were focused on defining our high-performance SRAM product roadmap. We work closely with key customers to understand their roadmaps and to ensure that the products we develop meet their requirements (primary aspects of which include functionality, performance, electrical interfaces, power, and schedule). Our marketing group also provides technical, strategic and tactical sales support to our direct sales personnel, sales representatives and distributors. This support includes in-depth product presentations, datasheets, application notes, simulation models,

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sales tools, marketing communications, marketing research, trademark administration and other support functions. We also engage in various marketing activities to increase brand awareness.

We emphasize customer service and technical support in an effort to provide our OEM customers with the knowledge and resources necessary to successfully use our products in their designs. Our customer service organization includes a technical team of applications engineers, technical marketing personnel and, when required, product design engineers. We provide customer support throughout the qualification and sales process and continue providing follow-up service after the sale of our products and on an ongoing basis. In addition, we provide our OEM customers with comprehensive datasheets, application notes and reference designs and access to our FPGA controller IP for use in their product development.

### **Manufacturing**

We outsource our wafer fabrication, assembly and wafer sort testing, which enables us to focus on our design strengths, minimize fixed costs and capital expenditures and gain access to advanced manufacturing technologies. Our engineers work closely with our outsource partners to increase yields, reduce manufacturing costs, and help assure the quality of our products.

Currently, all of our SRAM and APU wafers are manufactured by TSMC under individually negotiated purchase orders. We do not currently have a long-term supply contract with our foundry, and, therefore, TSMC is not obligated to manufacture products for us for any specified period, in any specified quantity or at any specified price, except as may be provided in a particular purchase order. Our future success depends in part on our ability to secure sufficient capacity at TSMC or other independent foundries to supply us with the wafers we require.

Our APU products are manufactured at TSMC using 28 nanometer and 16 nanometer process technology. The majority of our current SRAM products are manufactured using 0.13 micron, 90 nanometer, 65 nanometer and 40 nanometer process technologies on 300 millimeter wafers at TSMC.

Our master die methodology enables multiple product families, and variations thereof, to be manufactured from a single mask set. As a result, based upon the way available die from a wafer are metalized, wire bonded, packaged and tested, we can create a number of different products. The manufacturing process consists of two phases, the first of which takes approximately thirteen to fifteen weeks and results in wafers that have the potential to yield multiple products within a given product family. After the completion of this phase, the wafers are stored pending customer orders. Once we receive orders for a particular product, we perform the second phase, consisting of final wafer processing, assembly, burn-in and test, which takes approximately eight to ten weeks to complete. Substrates are required in the second phase before the assembly process can begin for many of our products. This two-step manufacturing process enables us to significantly shorten our product lead times, providing flexibility for customization and to increase the availability of our products.

All of our manufactured wafers, including wafers for our APU products, are tested for electrical compliance and most are packaged at Advanced Semiconductor Engineering (“ASE”) which is located in Taiwan. Wistron Neweb Corporation in Taiwan manufactures the boards for our APU product line. Our test procedures require that all of our products be subjected to accelerated burn-in and extensive functional electrical testing which is performed at our Taiwan and U.S. test facilities. Our radiation-hardened products are assembled and tested at Silicon Turnkey Solutions Inc., located near our Sunnyvale, California headquarters facility.

### **Research and Development**

We have devoted substantial resources in the last eight years on the development of our APU products. Our research and development staff includes engineering professionals with extensive experience in the areas of high-

speed circuit design, including APU design, as well as SRAM design and systems level networking and telecommunications equipment design. Additionally, we have assembled a team of software development experts in Israel needed for the development of the various levels of software required in the use of our APU products. The design process for our products is complex. As a result, we have made substantial investments in computer-aided design and engineering resources to manage our design process.

## **Competition**

Our existing and potential competitors include many large domestic and international companies, some of which have substantially greater resources, offer other types of memory and/or non-memory technologies and may have longer standing relationships with OEM customers than we do. Unlike us, some of our principal competitors maintain their own semiconductor fabs, which may, at times, provide them with capacity, cost and technical advantages.

Our principal competitors include NVIDIA Corporation and Intel Corporation for our in-place associative computing solutions and Infineon Technologies AG, Integrated Silicon Solution and REC for our SRAM products. We expect additional competitors to enter the associative computing market as well. While some of our competitors offer a broader array of products and offer some of their products at lower prices than we do, we believe that our focus on performance leadership provides us with key competitive advantages.

We believe that our ability to compete successfully in the rapidly evolving markets for “big data” and memory products for the networking and telecommunications markets depends on a number of factors, including:

- product performance, features, including low power consumption, quality, reliability and price;
- manufacturing flexibility, product availability and customer service throughout the lifetime of the product;
- the availability of software tools, such as compilers and libraries that enable customers to easily design products for their specific needs;
- the timing and success of new product introductions by us, our customers and our competitors; and
- our ability to anticipate and conform to new industry standards.

We believe we compete favorably with our competitors based on these factors. However, we may not be able to compete successfully in the future with respect to any of these factors. Our failure to compete successfully in these or other areas could harm our business.

The market for networking memory products is competitive and is characterized by technological change, declining average selling prices and product obsolescence. Competition could increase in the future from existing competitors and from other companies that may enter our existing or future markets with solutions that may be less costly or provide higher performance or more desirable features than our products. This increased competition may result in price reductions, reduced profit margins and loss of market share.

In addition, we are vulnerable to advances in technology by competitors, including new SRAM architectures as well as new forms of Dynamic Random Access Memory (“DRAM”) and other new memory technologies. Because we have limited experience developing integrated circuit products other than Very Fast SRAMs, any efforts by us to introduce new products based on new technology, including our new in-place associative computing products, may not be successful and, as a result, our business may suffer.

## **Intellectual Property**

Our ability to compete successfully depends, in part, upon our ability to protect our proprietary technology and information. We rely on a combination of patents, copyrights, trademarks, trade secret laws, non-disclosure and other contractual arrangements and technical measures to protect our intellectual property. We believe that it is important to maintain a large patent portfolio to protect our innovations. We currently hold 128 United States patents, including 60 memory patents and 68 associative computing patents, and have in excess of a dozen patent applications pending. We cannot assure you that any patents will be issued as a result of our pending applications. We believe that factors such as the technological and creative skills of our personnel and the success of our ongoing product development efforts are also important in maintaining our competitive position. We generally enter into confidentiality or license agreements with our employees, distributors, customers and potential customers and limit access to our proprietary information. Our intellectual property rights, if challenged, may not be upheld as valid, may not be adequate to prevent misappropriation of our technology or may not prevent the development of competitive products. Additionally, we may not be able to obtain patents or other intellectual property protection in the future. Furthermore, the laws of certain foreign countries in which our products are or may be developed, manufactured or sold, including various countries in Asia, may not protect our products or intellectual property rights to the same extent as do the laws of the United States and thus make the possibility of piracy of our technology and products more likely in these countries.

The semiconductor industry is characterized by vigorous protection and pursuit of intellectual property rights, which have resulted in significant and often protracted and expensive litigation. We or our foundry from time to time are notified of claims that we may be infringing patents or other intellectual property rights owned by third parties. We have been involved in patent infringement litigation in the past. We have been subject to other intellectual property claims in the past and we may be subject to additional claims and litigation in the future. Litigation by or against us relating to allegations of patent infringement or other intellectual property matters could result in significant expense to us and divert the efforts of our technical and management personnel, whether or not such litigation results in a determination favorable to us. In the event of an adverse result in any such litigation, we could be required to pay substantial damages, cease the manufacture, use and sale of infringing products, expend significant resources to develop non-infringing technology, discontinue the use of certain processes or obtain licenses to the infringing technology. Licenses may not be offered or the terms of any offered licenses may not be acceptable to us. If we fail to obtain a license from a third party for technology used by us, we could incur substantial liabilities and be required to suspend the manufacture of products or the use by our foundry of certain processes.

## **Human Capital Resources**

As of March 31, 2024, we had 148 full-time employees, including 101 engineers, of which 64 are engaged in research and development and 45 have PhD or MS degrees, 16 employees in sales and marketing, 10 employees in general and administrative capacities and 59 employees in manufacturing. Of these employees, 50 are based in our Sunnyvale facility, 54 are based in our Taiwan facility and 30 are based in our Israel facility. We believe that our future success will depend in large part on our ability to attract and retain highly-skilled, engineering, managerial, sales and marketing personnel. Our employees are not represented by any collective bargaining unit, and we have never experienced a work stoppage. We believe that our employee relations are good.

### ***Compensation and benefits***

Our goal is to attract, motivate and retain talent with a focus on encouraging performance, promoting accountability and adhering to our company values. The future growth and success of our company largely depends on our ability to attract, train and retain qualified professionals. As part of our effort to do so, we offer competitive compensation and benefit programs including a 401(k) Plan, stock options for all employees, flexible spending

accounts and paid time off. We understand that effective compensation and benefits programs are important in retaining high-performing and qualified individuals. We continue to assess our healthcare and retirement benefits each year in order to provide competitive benefits to our employees.

***Diversity, inclusion and belonging***

We are committed to our continued efforts to increase diversity and foster an inclusive work environment that supports the global workforce and the communities we serve. We recruit the best people for the job regardless of gender, ethnicity or other protected traits and it is our policy to fully comply with all laws applicable to discrimination in the workplace. Our diversity, equity and inclusion principles are also reflected in our employee training and policies. We continue to enhance our diversity, equity and inclusion policies which are guided by our executive leadership team.

***Ethics & Corporate Responsibility***

We are committed to ensuring ethical organizational governance, embracing diversity and inclusion in the board room and throughout the organization and are committed to observing fair, transparent, and accountable operating practices. We seek to create and foster a healthy, balanced, and ethical work environment for everyone in our organization. To this end, we promote an ethical organizational culture and encourage all employees to raise questions or concerns about actual or potential ethical issues and company policies and to offer suggestions about how we can make our organization better. These practices are set forth in our Code of Business Conduct and Ethics, which is periodically reviewed by all of our employees and is available on our website under “Corporate Governance.”

***Health and safety***

We are committed to maintain a safe and healthy workplace for our employees. Our policies and practices are intended to protect our employees.

**Investor Information**

You can access financial and other information in the Investor Relations section of our website at [www.gsitechnology.com](http://www.gsitechnology.com). We make available, on our website, free of charge, copies of our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after filing such material electronically or otherwise furnishing it to the SEC.

The charters of our Audit Committee, our Compensation Committee, and our Nominating and Governance Committee, our code of conduct (including code of ethics provisions that apply to our principal executive officer, principal financial officer, controller, and senior financial officers) and our corporate governance guidelines are also available at our website under “Corporate Governance.” These items are also available to any stockholder who requests them by calling (408) 331-8800. The contents of our website are not incorporated by reference in this report.

The SEC maintains an Internet site that contains reports, proxy statements and other information regarding issuers that file electronically with the SEC at [www.sec.gov](http://www.sec.gov).



## Information About Our Executive Officers

The following table sets forth certain information concerning our executive officers as of June 1, 2024:

Name	Age	Title
Lee-Lean Shu	69	President, Chief Executive Officer and Chairman
Avidan Akerib	68	Vice President, Associative Computing
Patrick Chuang	74	Senior Vice President, Memory Design
Didier Lasserre	59	Vice President, Sales
Douglas Schirle	69	Chief Financial Officer
Bor-Tay Wu	72	Vice President, Taiwan Operations
Ping Wu	67	Vice President, U.S. Operations

*Lee-Lean Shu* co-founded our company in March 1995 and has served as our President and Chief Executive Officer and as a member of our Board of Directors since inception. Since October 2000, Mr. Shu has also served as Chairman of our Board. From January 1995 to March 1995, Mr. Shu was Director, SRAM Design at Sony Microelectronics Corporation, a semiconductor company and a subsidiary of Sony Corporation, and from July 1990 to January 1995, he was a design manager at Sony Microelectronics Corporation.

*Avidan Akerib* has served as our Vice President, Associative Computing since MikaMonu Group Ltd. was acquired in November 2015. From July 2011 to November 2015, Dr. Akerib served as co-founder and chief technologist of MikaMonu Group Ltd, a developer of computer in-memory and storage technologies. From July 2008 to March 2011, Dr. Akerib served as chief scientist of ZikBit Ltd., a developer of DRAM computing technologies. From Jan 2001 to July 2007, Dr. Akerib was the General Manager of NeoMagic Israel, a supplier of low-power audio and video integrated circuits for mobile use. Dr. Akerib has a PhD in applied mathematics and computer science from the Weizmann Institute of Science, Israel, and an MSc and BSc in electrical engineering from Tel Aviv University and Ben Gurion University, respectively. Dr. Akerib is the inventor of more than 50 patents related to parallel and In Memory Associative Computing.

*Patrick Chuang* has served as our Senior Vice President, Memory Design since we acquired substantially all of the assets related to the SRAM memory device product line of Sony Corporation in July 2009. From July 1990 to July 2009, Mr. Chuang served as the Senior Vice President, Memory Design at Sony Microelectronics Corporation, a semiconductor company and a subsidiary of Sony Corporation. From 1980 to 1990, Mr. Chuang served as Design Director of NMOS DRAM at Advanced Micro Devices, a semiconductor manufacturing company.

*Didier Lasserre* has served as our Vice President, Sales since July 2002. From November 1997 to July 2002, Mr. Lasserre served as our Director of Sales for the Western United States and Europe. From July 1996 to October 1997, Mr. Lasserre was an account manager at Solectron Corporation, a provider of electronics manufacturing services. From June 1988 to July 1996, Mr. Lasserre was a field sales engineer at Cypress Semiconductor Corporation, a semiconductor company.

*Douglas Schirle* has served as our Chief Financial Officer since August 2000. From June 1999 to August 2000, Mr. Schirle served as our Corporate Controller. From March 1997 to June 1999, Mr. Schirle was the Corporate Controller at Pericom Semiconductor Corporation, a provider of digital and mixed signal integrated circuits. From November 1996 to February 1997, Mr. Schirle was Vice President, Finance for Paradigm Technology, a manufacturer of SRAMs, and from December 1993 to October 1996, he was the Controller for Paradigm Technology. Mr. Schirle was formerly a certified public accountant.

*Bor-Tay Wu* has served as our Vice President, Taiwan Operations since January 1997. From January 1995 to December 1996, Mr. Wu was a design manager at Atalent, an IC design company in Taiwan.

*Ping Wu* has served as our Vice President, U.S. Operations since September 2006. He served in the same capacity from February 2004 to April 2006. From April 2006 to August 2006, Mr. Wu was Vice President of Operations at QPixel Technology, a semiconductor company. From July 1999 to January 2004, Mr. Wu served as our Director of Operations. From July 1997 to June 1999, Mr. Wu served as Vice President of Operations at Scan Vision, a semiconductor manufacturer.

#### **Item 1A. Risk Factors**

*Our future performance is subject to a variety of risks. If any of the following risks actually occur, our business, financial condition and results of operations could suffer and the trading price of our common stock could decline. Additional risks that we currently do not know about or that we currently believe to be immaterial may also impair our business operations. You should also refer to other information contained in this report, including our consolidated financial statements and related notes.*

#### **Risk Factor Summary**

Our business is subject to numerous risks and uncertainties, which are more fully described in the Risk Factors below. These risks include, but are not limited to:

##### ***Risks Related to Our Business and Financial Condition***

- Unpredictable fluctuations in our operating results could cause our stock price to decline.
- Our largest OEM customer accounts for a significant percentage of our net revenues. If this customer, or any of our other major customers, reduces the amount they purchase, stops purchasing our products or fails to pay us, our financial position and operating results will suffer.
- We cannot assure you that our evaluation of strategic alternatives will result in any particular outcome, and the perceived uncertainties related to the Company could adversely affect our business and our shareholders.
- Higher interest rates, worldwide inflationary pressures, the evolving conflict in the Middle East, the military conflict in Ukraine, and the decline in the global economic environment may adversely affect our revenues, results of operations and financial condition.
- We have incurred significant losses and may incur losses in the future.
- If we fail to maintain effective internal control over financial reporting in the future, the accuracy and timing of our financial reporting may be adversely affected.
- If we determine that our goodwill and intangible assets have become impaired, we may incur impairment charges, which would negatively impact our operating results.
- We depend upon the sale of our Very Fast SRAMs for most of our revenues while we transform the focus of our business to the sale of in-place associative computing products and services, and a downturn in demand for Very Fast SRAM products or we are unable to achieve our revenue goals for our new in-place associative computing products and services, may cause us to experience cash shortfalls that would harm our business and our future prospects.
- Our future success is substantially dependent on the successful introduction of new in-place associative computing products which entails significant risks.
- We are dependent on a number of single source suppliers.

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- If we do not successfully develop new products to respond to rapid market changes due to changing technology and evolving industry standards, particularly in the networking and telecommunications markets, our business will be harmed.
- If we are unable to offset increased wafer fabrication and assembly costs, our gross margins will suffer.
- We are subject to the highly cyclical nature of the networking and telecommunications markets.
- We rely heavily on distributors and our business will be negatively impacted if we are unable to develop and manage distribution channels and accurately forecast future sales through our distributors.
- The average selling prices of our products are expected to decline.
- We are substantially dependent on the continued services of our senior management and other key personnel. If we are unable to recruit or retain qualified personnel, our business could be harmed.
- Cyber-attacks and systems integration issues could disrupt our operations or the operations of our partners and result in reduced revenue, increased costs, liability claims, reputational harm.
- Demand for our products may decrease if our OEM customers experience difficulty manufacturing, marketing or selling their products.
- Our products have lengthy sales cycles that make it difficult to plan our expenses and forecast results.
- Our business could be negatively affected as a result of actions of activist stockholders or others.
- Our acquisition of companies or technologies could prove difficult to integrate, disrupt our business, dilute stockholder value and adversely affect our operating results.
- Our business will suffer if we are unable to protect our intellectual property or if there are claims that we infringe third party intellectual property rights.
- Any significant order cancellations or order deferrals could adversely affect our operating results.
- If our business grows, such growth may place a significant strain on our management and operations.

### ***Risks Related to Manufacturing and Product Development***

- We may experience difficulties in transitioning our manufacturing process technologies, which may result in reduced manufacturing yields, delays in product deliveries and increased expenses.
- Manufacturing process technologies are subject to rapid change and require significant expenditures.
- Our products may contain defects, which could reduce revenues or result in claims against us.

### ***Risks Related to Our International Business and Operations***

- The international political, social and economic environment, including the risks for escalating military conflicts, particularly relating to Israel and Taiwan, may affect our business performance.
- Certain of our independent suppliers and OEM customers have operations in the Pacific Rim, an area subject to significant risk of natural disasters and outbreak of contagious diseases.
- The United States could materially modify certain international trade agreements, or change tax provisions related to the global manufacturing and sales of our products.
- Some of our products are incorporated into advanced military electronics, and changes in international geopolitical circumstances and domestic budget considerations may hurt our business.

***Risks Relating to Our Common Stock and the Securities Market***

- The trading price of our common stock is subject to fluctuation and is likely to be volatile.
- We may need to raise additional capital in the future, which may not be available on favorable terms or at all, and which may cause dilution to existing stockholders.
- Our executive officers, directors and their affiliates hold a substantial percentage of our common stock.
- The provisions of our charter documents might inhibit potential acquisition bids that a stockholder might believe are desirable, and the market price of our common stock could be lower as a result.

**Risks Related to Our Business and Financial Condition**

***Unpredictable fluctuations in our operating results could cause our stock price to decline.***

Our quarterly and annual revenues, expenses and operating results have varied significantly and are likely to vary in the future. For example, in the twelve fiscal quarters ended March 31, 2024, we recorded net revenues of as much as \$9.0 million and as little as \$5.2 million, and operating losses from \$2.9 million to \$6.7 million. We therefore believe that period-to-period comparisons of our operating results are not a good indication of our future performance, and you should not rely on them to predict our future performance or the future performance of our stock price. Furthermore, if our operating expenses exceed our expectations, our financial performance could be adversely affected. Factors that may affect periodic operating results in the future include:

- commercial acceptance of our associative computing products;
- commercial acceptance of our RadHard and RadTolerant products;
- changes in our customers' inventory management practices;
- unpredictability of the timing and size of customer orders, since most of our customers purchase our products on a purchase order basis rather than pursuant to a long-term contract;
- changes in our product pricing policies, including those made in response to new product announcements, pricing changes of our competitors and price increases by our foundry and suppliers;
- our ability to anticipate and conform to new industry standards;
- fluctuations in availability and costs associated with materials and manufacturing services needed to satisfy customer requirements caused by supply constraints;
- restructuring, asset and goodwill impairment and related charges, as well as other accounting changes or adjustments;
- manufacturing defects, which could cause us to incur significant warranty, support and repair costs, lose potential sales, harm our relationships with customers and result in write-downs; and
- our ability to address technology issues as they arise, improve our products' functionality and expand our product offerings.

Our expenses are, to a large extent, fixed, and we expect that these expenses will increase in the future. In fiscal years 2022 and 2023, we experienced price increases for raw materials, including a 20% increase in the price of wafers that was implemented in early calendar 2022 and a 6% increase that was implemented in early calendar 2023, as well as varying pricing increases for manufacturing services due to the supply chain constraints in the semiconductor market. We may not be able to adjust our spending quickly if our revenues fall short of our

expectations. If this were to occur, our operating results would be harmed. If our operating results in future quarters fall below the expectations of market analysts and investors, the price of our common stock could fall.

Higher interest rates, worldwide inflationary pressures, the evolving conflict in Israel, the military conflict in Ukraine, and the decline in the global economic environment have caused increased stock market volatility and uncertainty in customer demand and the worldwide economy in general, and we may continue to experience decreased sales and revenues in the future. We expect such impact will in particular affect our SRAM sales and has also impacted the launch of our APU product to some degree and the adoption of RadHard and RadTolerant SRAM products by aerospace and military customers. However, the magnitude of such impact on our business and its duration is highly uncertain.

***Our largest OEM customer accounts for a significant percentage of our net revenues. If this customer, or any of our other major customers, reduces the amount they purchase or stop purchasing our products, our operating results will suffer.***

Nokia, our largest customer, purchases our products directly from us and through contract manufacturers and distributors. Purchases by Nokia represented approximately 21%, 17% and 29% of our net revenues in fiscal 2024, 2023 and 2022, respectively. We expect that our operating results in any given period will continue to depend significantly on orders from our key OEM customers, particularly Nokia, and our future success is dependent to a large degree on the business success of this customer over which we have no control. We do not have long-term contracts with Nokia or any of our other major OEM customers, distributors or contract manufacturers that obligate them to purchase our products. We expect that future direct and indirect sales to Nokia and our other key OEM customers will continue to fluctuate significantly on a quarterly basis and that such fluctuations may substantially affect our operating results in future periods. If we fail to continue to sell to our key OEM customers, distributors or contract manufacturers in sufficient quantities, our business could be harmed.

***We cannot assure you that our evaluation of strategic alternatives will result in any particular outcome, and the perceived uncertainties related to the Company could adversely affect our business and our stockholders.***

On May 2, 2024, we announced that we had initiated a broad strategic review to maximize stockholder value, which includes an evaluation of a wide range of options including equity or debt financing, divestiture of assets, technology licensing or other strategic arrangements including a sale of the Company. We have not set a timetable for the completion of the strategic review process, nor have we made any decisions relating to any strategic alternative at this time. No assurance can be given as to the outcome of the process, including whether the process will result in any particular outcome. Any potential transaction may be dependent on a number of factors that may be beyond our control, for example, market conditions, industry trends or acceptable terms. The process of reviewing potential strategic alternatives may be time consuming, distracting and disruptive to our business operations. In addition, given that the exploration of strategic alternatives may eventually result in a potential sale, merger or other strategic transaction, any perceived uncertainty regarding our future operations or employment needs may limit our ability to retain or hire qualified personnel and may contribute to unplanned loss of highly skilled employees through attrition, and result in the loss of customers, suppliers and other key business partners. We may ultimately determine that no transaction is in the best interest of our stockholders. Speculation regarding any developments associated with our review of strategic alternatives and any perceived uncertainties related to the Company or its business could cause the price of our shares to fluctuate significantly.

***Higher interest rates, worldwide inflationary pressures, the evolving conflict in the Middle East, the military conflict in Ukraine, and the resulting decline in the global economic environment are expected to adversely affect our revenues, results of operations and financial condition.***

Our business is expected to be materially adversely affected by higher interest rates, worldwide inflationary pressures, the evolving conflict in the Middle East and the military conflict in Ukraine, all of which are contributing to a decline in the global economic environment.

Our quarterly revenues have been flat and trended downward in the past year due to the decline in the global economic environment that has resulted in less demand for GSI's products. We expect that a continued rise in interest rates, continued inflationary pressures, the evolving conflict in the Middle East, continued uncertainties in the business climate caused by the military conflict in Ukraine and related fluctuations in energy prices will adversely impact demand for new and existing products, and to impact the mindset of potential commercial partners to launch new products using GSI's technology. The resulting decline in the global economic environment is expected to have an adverse impact on our business and financial condition.

Disruptions in the capital and financial markets as a result of higher interest rates, worldwide inflationary pressures, the evolving conflict in the Middle East, the military conflict in Ukraine, and the decline in the global economic environment may also adversely affect our ability to obtain additional liquidity should the impacts of a decline in the global economic environment continue for a prolonged period.

***We have incurred significant losses and may incur losses in the future.***

We have incurred significant losses. We incurred net losses of \$20.1 million, \$16.0 million and \$16.4 million during fiscal 2024, 2023 and 2022, respectively. There can be no assurance that our Very Fast SRAMs will continue to receive broad market acceptance, that our new product development initiatives will be successful or that we will be able to achieve sustained revenue growth or profitability.

***We identified a material weakness in our internal control over financial reporting in the past. If we fail to maintain effective internal control over financial reporting in the future, the accuracy and timing of our financial reporting may be adversely affected.***

Effective internal control over financial reporting is necessary for us to provide reliable financial reports and, together with adequate disclosure controls and procedures, are designed to prevent fraud. Any failure to implement required new or improved controls, or difficulties encountered in their implementation could cause us to fail to meet our reporting obligations. In addition, any testing by us conducted in connection with Section 404(a) of the Sarbanes-Oxley Act, or any testing by our independent registered public accounting firm, may reveal deficiencies in our internal control over financial reporting that are deemed to be material weaknesses or that may require prospective or retroactive changes to our financial statements or identify other areas for further attention or improvement. Inferior internal control over financial reporting could also cause investors to lose confidence in our reported financial information, which could have a negative effect on the trading price of our common stock.

In the course of preparing our financial statements for the fiscal year ended March 31, 2022, we identified a material weakness in our internal control over financial reporting which remained un-remediated at March 31, 2023. During fiscal 2024, we identified and implemented remedial measures to address the control deficiencies that led to the material weakness and determined that the material weakness was remediated as of March 31, 2024. However, there can be no assurance that remedial measures will continue to operate or that they will prevent other control deficiencies or material weaknesses in our control over financial reporting in the future.

We are a non-accelerated filer. For so long as we remain a non-accelerated filer, our independent registered public accounting firm will not be required to attest to the effectiveness of our internal control over financial reporting pursuant to Section 404(b) of the Sarbanes-Oxley Act. An independent assessment of the effectiveness of our internal control over financial reporting could detect problems that our management's assessment might not. Undetected material weaknesses in our internal control over financial reporting could lead to financial statement restatements and require us to incur the expense of remediation.

***If we determine that our goodwill and intangible assets have become impaired, we may incur impairment charges, which would negatively impact our operating results.***

Goodwill represents the difference between the purchase price and the estimated fair value of the identifiable assets acquired and liabilities assumed in a business combination, such as our acquisition of MikaMonu Group Ltd. in fiscal 2016. We test for goodwill impairment on an annual basis, or more frequently if events or changes in circumstances indicate that the asset is more likely than not impaired. If the carrying value of a material asset is determined to be impaired, it will be written down to fair value by a charge to operating earnings. As of March 31, 2023 and 2024, we had a goodwill balance of \$8.0 million and intangible assets of \$1.8 million and \$1.6 million at March 31, 2023 and 2024, respectively, from the MikaMonu acquisition. An adverse change in market conditions, including a sustained decline in our stock price, loss of significant customers, or a weakened demand for our products could be considered to be an impairment triggering event. If such change has the effect of changing one of our critical assumptions or estimates, a change to the estimation of fair value could result in an impairment charge to our goodwill or intangible assets, which would negatively impact our operating results and harm our business. In the fiscal year ended March 31, 2023, we identified sustained declines in our stock price that resulted in our market capitalization being below the carrying value of our stockholders' equity. We concluded the sustained declines in our stock price were triggering events and proceeded with quantitative goodwill impairment assessments. The results of the quantitative goodwill impairment assessments that we performed indicated the fair value of our sole reporting unit exceeded its carrying value as of December 31, 2022, February 28, 2023 and March 31, 2023.

***While we currently depend upon the sale of our Very Fast SRAMs for most of our revenues, we are in the process of transforming the focus of our business to the sale of in-place associative computing products and services, and if there is a downturn in demand for Very Fast SRAMs or we are unable to achieve our revenue goals for our new in-place associative computing products and services, we may experience cash shortfalls that would harm our business and our future prospects.***

We currently derive most of our revenues from the sale of Very Fast SRAMs, and we expect that sales of these products will represent a significant majority of our revenues for the next several years. We are in the process of transforming the focus of our business to the sale of in-place associative computing products and services instead of Very Fast SRAMs. Our financial results and cash flow depend in large part upon continued demand for our Very Fast SRAM products in the markets we currently serve. Our future financial results and cash flow will increasingly depend upon our ability to generate revenues from the sale of in-place associative computing products and services. Market adoption of our in-place associative computing products and services will be dependent upon our ability to increase customer awareness of the benefits of those products and services. We may not be able to sustain our revenues from sales of our SRAM products or increase our revenues from our in-place associative computing products and services, particularly if the networking and telecommunications markets experience a significant downturn, or we are unable to obtain market traction for our in-place associative computing products and services. Any decrease in revenues from sales of our Very Fast SRAM products or failure to achieve the revenue goals for our in-place associative computing products and services could result in revenue shortfalls that would leave our business with inadequate cash to finance operations.



***Our future success is substantially dependent on the successful introduction of new in-place associative computing products which entails significant risks.***

Since 2015, our principal strategic objective has been the development of our first in-place associative computing product. We have devoted, and will continue to devote, substantial efforts and resources to the development of our new family of in-place associative computing products. This ongoing project involves the commercialization of new, cutting-edge technology, will require a continuing substantial effort during fiscal 2025 and will be subject to significant risks. In addition to the typical risks associated with the development of technologically advanced products, this project will be subject to enhanced risks of technological problems related to the development of this entirely new category of products, substantial risks of delays or unanticipated costs that may be encountered, and risks associated with the establishment of entirely new markets and customer and partner relationships. The establishment of new customer and partner relationships and selling our in-place associative computing products to such new customers is a significant undertaking that requires us to invest heavily in our sales team, enter into new channel partner relationships, expand our marketing activities and change the focus of our business and operations. Our inability to successfully establish a market for the product that we have developed will have a material adverse effect on our future financial and business success, including our prospects for increased revenues. Additionally, if we are unable to meet the expectations of market analysts and investors with respect to this major product introduction effort, then the price of our common stock could fall.

***We are dependent on a number of single source suppliers, and if we fail to obtain adequate supplies, our business will be harmed and our prospects for growth will be curtailed.***

We currently purchase several key components used in the manufacture of our products from single sources and are dependent upon supply from these sources to meet our needs. If any of these suppliers cannot provide components on a timely basis, at the same price or at all, our ability to manufacture our products will be constrained and our business will suffer. For example, due to worldwide inflationary pressures, the cost of wafers and assembly services have increased by approximately 25% since the beginning of fiscal 2021. Most significantly, we obtain wafers for our Very Fast SRAM and APU products from a single foundry, TSMC, and most of them are packaged at ASE. If we are unable to obtain an adequate supply of wafers from TSMC or find alternative sources in a timely manner, we will be unable to fulfill our customer orders and our operating results will be harmed. We do not have supply agreements with TSMC, ASE or any of our other independent assembly and test suppliers, and instead obtain manufacturing services and products from these suppliers on a purchase-order basis. Our suppliers, including TSMC, have no obligation to supply products or services to us for any specific product, in any specific quantity, at any specific price or for any specific time period. As a result, the loss or failure to perform by any of these suppliers could adversely affect our business and operating results.

Should any of our single source suppliers experience manufacturing failures or yield shortfalls, be disrupted by natural disaster, military action or political instability, choose to prioritize capacity or inventory for other uses or reduce or eliminate deliveries to us for any other reason, we likely will not be able to enforce fulfillment of any delivery commitments and we would have to identify and qualify acceptable replacements from alternative sources of supply. In particular, if TSMC is unable to supply us with sufficient quantities of wafers to meet all of our requirements, we would have to allocate our products among our customers, which would constrain our growth and might cause some of them to seek alternative sources of supply. Since the manufacturing of wafers and other components is extremely complex, the process of qualifying new foundries and suppliers is a lengthy process and there is no assurance that we would be able to find and qualify another supplier without materially adversely affecting our business, financial condition and results of operations.

***If we do not successfully develop new products to respond to rapid market changes due to changing technology and evolving industry standards, particularly in the networking and telecommunications markets, our business will be harmed.***

If we fail to offer technologically advanced products and respond to technological advances and emerging standards, we may not generate sufficient revenues to offset our development costs and other expenses, which will hurt our business. The development of new or enhanced products is a complex and uncertain process that requires the accurate anticipation of technological and market trends. In particular, the networking and telecommunications markets are rapidly evolving and new standards are emerging. We are vulnerable to advances in technology by competitors, including new SRAM architectures, new forms of DRAM and the emergence of new memory technologies that could enable the development of products that feature higher performance or lower cost. In addition, the trend toward incorporating SRAM into other chips in the networking and telecommunications markets has the potential to reduce future demand for Very Fast SRAM products. We may experience development, marketing and other technological difficulties that may delay or limit our ability to respond to technological changes, evolving industry standards, competitive developments or end-user requirements. For example, because we have limited experience developing integrated circuits, or IC, products other than Very Fast SRAMs, our efforts to introduce new products may not be successful and our business may suffer. Other challenges that we face include:

- our products may become obsolete upon the introduction of alternative technologies;
- we may incur substantial costs if we need to modify our products to respond to these alternative technologies;
- we may not have sufficient resources to develop or acquire new technologies or to introduce new products capable of competing with future technologies;
- new products that we develop may not successfully integrate with our end-users' products into which they are incorporated;
- we may be unable to develop new products that incorporate emerging industry standards;
- we may be unable to develop or acquire the rights to use the intellectual property necessary to implement new technologies; and
- when introducing new or enhanced products, we may be unable to effectively manage the transition from older products.

***If we are unable to offset increased wafer fabrication and assembly costs by increasing the average selling prices of our products, our gross margins will suffer.***

If there is a significant upturn in the demand for the manufacturing and assembly of semiconductor products as occurred in fiscal 2022, the available supply of wafers and packaging services may be limited. As a result, we could be required to obtain additional manufacturing and assembly capacity in order to meet increased demand. Securing additional manufacturing and assembly capacity may cause our wafer fabrication and assembly costs to increase. Inflationary pressures may also cause our wafer fabrication costs to increase. If we are unable to offset these increased costs by increasing the average selling prices of our products, our gross margins will decline.

***We are subject to the highly cyclical nature of the networking and telecommunications markets.***

Our Very Fast SRAM products are incorporated into routers, switches, wireless local area network infrastructure equipment, wireless base stations and network access equipment used in the highly cyclical networking and telecommunications markets. We expect that the networking and telecommunications markets will

continue to be highly cyclical, characterized by periods of rapid growth and contraction. Our business and our operating results are likely to fluctuate, perhaps quite severely, as a result of this cyclicity.

***The market for Very Fast SRAMs is highly competitive.***

The market for Very Fast SRAMs, which are used primarily in networking and telecommunications equipment, is characterized by price erosion, rapid technological change, cyclical market patterns and intense foreign and domestic competition. Several of our competitors offer a broad array of memory products and have greater financial, technical, marketing, distribution and other resources than we have. Some of our competitors maintain their own semiconductor fabrication facilities, which may provide them with capacity, cost and technical advantages over us. We cannot assure you that we will be able to compete successfully against any of these competitors. Our ability to compete successfully in this market depends on factors both within and outside of our control, including:

- real or perceived imbalances in supply and demand of Very Fast SRAMs;
- the rate at which OEMs incorporate our products into their systems;
- the success of our customers' products;
- the price of our competitors' products relative to the price of our products;
- our ability to develop and market new products; and
- the supply and cost of wafers.

In fiscal 2022 and 2023 we experienced increases of 20% and 6%, respectively, in wafer fabrication costs due to supply chain constraints, which resulted in us increasing the cost of our products. Inflationary pressures are expected to result in additional increases in our wafer fabrication costs, which may require us to further increase the cost of our products. Our customers may decide to purchase products from our competitors rather than accept these price increases and our business may suffer. There can be no assurance that we will be able to compete successfully in the future. Our failure to compete successfully in these or other areas could harm our business.

***We rely heavily on distributors and our success depends on our ability to develop and manage our indirect distribution channels.***

A significant percentage of our sales are made to distributors and to contract manufacturers who incorporate our products into end products for OEMs. For example, in fiscal 2024, 2023 and 2022, our largest distributor Avnet Logistics accounted for 50.6%, 48.1% and 38.0%, respectively, of our net revenues. Avnet Logistics and our other existing distributors may choose to devote greater resources to marketing and supporting the products of other companies. Since we sell through multiple channels and distribution networks, we may have to resolve potential conflicts between these channels. For example, these conflicts may result from the different discount levels offered by multiple channel distributors to their customers or, potentially, from our direct sales force targeting the same equipment manufacturer accounts as our indirect channel distributors. These conflicts may harm our business or reputation.

***The average selling prices of our products are expected to decline, and if we are unable to offset these declines, our operating results will suffer.***

Historically, the average unit selling prices of our products have declined substantially over the lives of the products, and we expect this trend to continue. A reduction in overall average selling prices of our products could result in reduced revenues and lower gross margins. Our ability to increase our net revenues and maintain our gross

margins despite a decline in the average selling prices of our products will depend on a variety of factors, including our ability to introduce lower cost versions of our existing products, increase unit sales volumes of these products, and introduce new products with higher prices and greater margins. If we fail to accomplish any of these objectives, our business will suffer. To reduce our costs, we may be required to implement design changes that lower our manufacturing costs, negotiate reduced purchase prices from our independent foundries and our independent assembly and test vendors, and successfully manage our manufacturing and subcontractor relationships. Because we do not operate our own wafer foundry or assembly facilities, we may not be able to reduce our costs as rapidly as companies that operate their own foundries or facilities.

***We are substantially dependent on the continued services and performance of our senior management and other key personnel.***

Our future success is substantially dependent on the continued services and continuing contributions of our senior management who must work together effectively in order to design our products, expand our business, increase our revenues and improve our operating results. Members of our senior management team have long-standing and important relationships with our key customers and suppliers. The loss of services, whether as a result of illness, resignation, retirement or death, of Lee-Lean Shu, our President and Chief Executive Officer, Dr. Avidan Akerib, our Vice President of Associative Computing, any other executive officer or other key employee could significantly delay or prevent the achievement of our development and strategic objectives. We do not have employment contracts with, nor maintain key person insurance on, any of our executive officers or other key employees.

***System security risks, data protection, cyber-attacks and systems integration issues could disrupt our internal operations or the operations of our business partners, and any such disruption could harm our reputation or cause a reduction in our expected revenue, increase our expenses, negatively impact our results of operation or otherwise adversely affect our stock price.***

Security breaches, computer malware and cyber-attacks have become more prevalent and sophisticated and may increase in the future due to a number of our employees working from home and the potential for retaliatory cyber-attacks as a result of the military conflict in Ukraine. Experienced computer programmers and hackers may be able to penetrate our network security or the network security of our business partners, and misappropriate or compromise our confidential and proprietary information, create system disruptions or cause shutdowns. The costs to us to eliminate or alleviate cyber or other security problems, bugs, viruses, worms, malicious software programs and security vulnerabilities could be significant, and our efforts to address these problems may not be successful and could result in interruptions and delays that may impede our sales, manufacturing, distribution or other critical functions.

We manage and store various proprietary information and sensitive or confidential data relating to our business on the cloud. Breaches of our security measures or the accidental loss, inadvertent disclosure or unapproved dissemination of proprietary information or confidential data about us, including the potential loss or disclosure of such information or data as a result of fraud, trickery or other forms of deception, could expose us to a risk of loss or misuse of this information, result in litigation and potential liability for us, damage our reputation or otherwise harm our business. In addition, the cost and operational consequences of implementing further data protection measures could be significant.

Portions of our IT infrastructure also may experience interruptions, delays or cessations of service or produce errors in connection with systems integration or migration work that takes place from time to time. We may not be successful in implementing new systems and transitioning data, which could cause business disruptions and be more expensive, time consuming, disruptive and resource-intensive than originally anticipated. Such disruptions could

adversely impact our ability to attract and retain customers, fulfill orders and interrupt other processes and could adversely affect our business, financial results, stock price and reputation.

***We may be unable to accurately forecast future sales through our distributors, which could harm our ability to efficiently manage our resources to match market demand.***

Our financial results, quarterly product sales, trends and comparisons are affected by fluctuations in the buying patterns of the OEMs that purchase our products from our distributors. While we attempt to assist our distributors in maintaining targeted stocking levels of our products, we may not consistently be accurate or successful. This process involves the exercise of judgment and use of assumptions as to future uncertainties, including end user demand. Inventory levels of our products held by our distributors may exceed or fall below the levels we consider desirable on a going-forward basis. This could result in distributors returning unsold inventory to us, or in us not having sufficient inventory to meet the demand for our products. If we are not able to accurately forecast sales through our distributors or effectively manage our relationships with our distributors, our business and financial results will suffer.

***A small number of customers generally account for a significant portion of our accounts receivable in any period, and if any one of them fails to pay us, our financial position and operating results will suffer.***

At March 31, 2024, three customers accounted for 46%, 18% and 14% of our accounts receivable, respectively. If any of these customers do not pay us, our financial position and operating results will be harmed. Generally, we do not require collateral from our customers.

***Demand for our products may decrease if our OEM customers experience difficulty manufacturing, marketing or selling their products.***

Our products are used as components in our OEM customers' products, including routers, switches and other networking and telecommunications products. Accordingly, demand for our products is subject to factors affecting the ability of our OEM customers to successfully introduce and market their products, including:

- capital spending by telecommunication and network service providers and other end-users who purchase our OEM customers' products;
- the competition our OEM customers face, particularly in the networking and telecommunications industries;
- the technical, manufacturing, sales and marketing and management capabilities of our OEM customers;
- the financial and other resources of our OEM customers; and
- the inability of our OEM customers to sell their products if they infringe third-party intellectual property rights.

As a result, if OEM customers reduce their purchases of our products, our business will suffer.

***Our products have lengthy sales cycles that make it difficult to plan our expenses and forecast results.***

Our products are generally incorporated in our OEM customers' products at the design stage. However, their decisions to use our products often require significant expenditures by us without any assurance of success, and often precede volume sales, if any, by a year or more. If an OEM customer decides at the design stage not to incorporate our products into their products, we will not have another opportunity for a design win with respect to that customer's product for many months or years, if at all. Our sales cycle can take up to 24 months to complete,

and because of this lengthy sales cycle, we may experience a delay between increasing expenses for research and development and our sales and marketing efforts and the generation of volume production revenues, if any, from these expenditures. Moreover, the value of any design win will largely depend on the commercial success of our OEM customers' products. There can be no assurance that we will continue to achieve design wins or that any design win will result in future revenues.

We are developing a subscription business model for certain of our new APU products, which will take time to implement and will be subject to execution risks. The sales cycle for subscription products is different from our hardware sales business and we will need to implement strategies to manage customer retention, which may be more volatile than the hardware sales to OEM customers. We anticipate that there will be quarterly fluctuations in the revenue and expenses associated with this new license-based business as we optimize the sales process for our target customers. Furthermore, because of the time it takes to build a meaningful subscription business, we expect to incur significant expenses relating to the subscription business before generating revenue from that new business.

***Our business could be negatively affected as a result of actions of activist stockholders or others.***

We may be subject to actions or proposals from stockholders or others that may not align with our business strategies or the interests of our other stockholders. Responding to such actions can be costly and time-consuming, disrupt our business and operations, and divert the attention of our board of directors, management, and employees from the pursuit of our business strategies. Such activities could interfere with our ability to execute our strategic plan. Activist stockholders or others may create perceived uncertainties as to the future direction of our business or strategy which may be exploited by our competitors and may make it more difficult to attract and retain qualified personnel and potential customers, and may affect our relationships with current customers, vendors, investors, and other third parties. In addition, a proxy contest for the election of directors at our annual meeting would require us to incur significant legal fees and proxy solicitation expenses and require significant time and attention by management and our board of directors. The perceived uncertainties as to our future direction also could affect the market price and volatility of our securities.

***Our acquisition of companies or technologies could prove difficult to integrate, disrupt our business, dilute stockholder value and adversely affect our operating results.***

In November 2015, we acquired all of the outstanding capital stock of privately held MikaMonu Group Ltd., a development-stage, Israel-based company that specializes in in-place associative computing for markets including big data, computer vision and cyber security. We also acquired substantially all of the assets related to the SRAM memory device product line of Sony Corporation in 2009. We intend to supplement our internal development activities by seeking opportunities to make additional acquisitions or investments in companies, assets or technologies that we believe are complementary or strategic. Other than the MikaMonu and Sony acquisitions, we have not made any such acquisitions or investments, and therefore our experience as an organization in making such acquisitions and investments is limited. In connection with the MikaMonu acquisition, we are subject to risks related to potential problems, delays or unanticipated costs that may be encountered in the development of products based on the MikaMonu technology and the establishment of new markets and customer relationships for the potential new products. In addition, in connection with any future acquisitions or investments we may make, we face numerous other risks, including:

- difficulties in integrating operations, technologies, products and personnel;
- diversion of financial and managerial resources from existing operations;
- risk of overpaying for or misjudging the strategic fit of an acquired company, asset or technology;
- problems or liabilities stemming from defects of an acquired product or intellectual property litigation that may result from offering the acquired product in our markets;

- challenges in retaining key employees to maximize the value of the acquisition or investment;
- inability to generate sufficient return on investment;
- incurrence of significant one-time write-offs; and
- delays in customer purchases due to uncertainty.

If we proceed with additional acquisitions or investments, we may be required to use a considerable amount of our cash, or to finance the transaction through debt or equity securities offerings, which may decrease our financial liquidity or dilute our stockholders and affect the market price of our stock. As a result, if we fail to properly evaluate and execute acquisitions or investments, our business and prospects may be harmed.

***If we are unable to recruit or retain qualified personnel, our business and product development efforts could be harmed.***

We must continue to identify, recruit, hire, train, retain and motivate highly skilled technical, managerial, sales and marketing and administrative personnel. Competition for these individuals is intense, and we may not be able to successfully recruit, assimilate or retain sufficiently qualified personnel. We may encounter difficulties in recruiting and retaining a sufficient number of qualified engineers, which could harm our ability to develop new products and adversely impact our relationships with existing and future end-users at a critical stage of development. The failure to recruit and retain necessary technical, managerial, sales, marketing and administrative personnel could harm our business and our ability to obtain new customers and develop new products.

***Claims that we infringe third party intellectual property rights could seriously harm our business and require us to incur significant costs.***

There has been significant litigation in the semiconductor industry involving patents and other intellectual property rights. We were previously involved in protracted patent infringement litigation, and we could become subject to additional claims or litigation in the future as a result of allegations that we infringe others' intellectual property rights or that our use of intellectual property otherwise violates the law. Claims that our products infringe the proprietary rights of others would force us to defend ourselves and possibly our customers, distributors or manufacturers against the alleged infringement. Any such litigation regarding intellectual property could result in substantial costs and diversion of resources and could have a material adverse effect on our business, financial condition and results of operations. Similarly, changing our products or processes to avoid infringing the rights of others may be costly or impractical. If any claims received in the future were to be upheld, the consequences to us could require us to:

- stop selling our products that incorporate the challenged intellectual property;
- obtain a license to sell or use the relevant technology, which license may not be available on reasonable terms or at all;
- pay damages; or
- redesign those products that use the disputed technology.

Although patent disputes in the semiconductor industry have often been settled through cross-licensing arrangements, we may not be able in any or every instance to settle an alleged patent infringement claim through a cross-licensing arrangement in part because we have a more limited patent portfolio than many of our competitors. If a successful claim is made against us or any of our customers and a license is not made available to us on commercially reasonable terms or we are required to pay substantial damages or awards, our business, financial condition and results of operations would be materially adversely affected.



***Our business will suffer if we are unable to protect our intellectual property.***

Our success and ability to compete depends in large part upon protecting our proprietary technology. We rely on a combination of patent, trade secret, copyright and trademark laws and non-disclosure and other contractual agreements to protect our proprietary rights. These agreements and measures may not be sufficient to protect our technology from third-party infringement. Monitoring unauthorized use of our intellectual property is difficult and we cannot be certain that the steps we have taken will prevent unauthorized use of our technology, particularly in foreign countries where the laws may not protect our proprietary rights as fully as in the United States. Our attempts to enforce our intellectual property rights could be time consuming and costly. In the past, we have been involved in litigation to enforce our intellectual property rights and to protect our trade secrets. Additional litigation of this type may be necessary in the future. Any such litigation could result in substantial costs and diversion of resources. If competitors are able to use our technology without our approval or compensation, our ability to compete effectively could be harmed.

***Any significant order cancellations or order deferrals could adversely affect our operating results.***

We typically sell products pursuant to purchase orders that customers can generally cancel or defer on short notice without incurring a significant penalty. Any significant cancellations or deferrals in the future could materially and adversely affect our business, financial condition and results of operations. Cancellations or deferrals could cause us to hold excess inventory, which could reduce our profit margins, increase product obsolescence and restrict our ability to fund our operations. We generally recognize revenue upon shipment of products to a customer. If a customer refuses to accept shipped products or does not pay for these products, we could miss future revenue projections or incur significant charges against our income, which could materially and adversely affect our operating results.

***If our business grows, such growth may place a significant strain on our management and operations and, as a result, our business may suffer.***

We are endeavoring to expand our business, and any growth that we are successful in achieving could place a significant strain on our management systems, infrastructure and other resources. To manage the potential growth of our operations and resulting increases in the number of our personnel, we will need to invest the necessary capital to continue to improve our operational, financial and management controls and our reporting systems and procedures. Our controls, systems and procedures may prove to be inadequate should we experience significant growth. In addition, we may not have sufficient administrative staff to support our operations. For example, we currently have only four employees in our finance department in the United States, including our Chief Financial Officer. Furthermore, our officers have limited experience in managing large or rapidly growing businesses. If our management fails to respond effectively to changes in our business, our business may suffer.

**Risks Related to Manufacturing and Product Development**

***We may experience difficulties in transitioning to smaller geometry process technologies and other more advanced manufacturing process technologies, which may result in reduced manufacturing yields, delays in product deliveries and increased expenses.***

In order to remain competitive, we expect to continue to transition the manufacture of our products to smaller geometry process technologies. This transition will require us to migrate to new manufacturing processes for our products and redesign certain products. The manufacture and design of our products is complex, and we may experience difficulty in transitioning to smaller geometry process technologies or new manufacturing processes. These difficulties could result in reduced manufacturing yields, delays in product deliveries and increased expenses. We are dependent on our relationships with TSMC to transition successfully to smaller geometry process

technologies and to more advanced manufacturing processes. If we or TSMC experience significant delays in this transition or fail to implement these transitions, our business, financial condition and results of operations could be materially and adversely affected.

***Manufacturing process technologies are subject to rapid change and require significant expenditures for research and development.***

We continuously evaluate the benefits of migrating to smaller geometry process technologies in order to improve performance and reduce costs. Historically, these migrations to new manufacturing processes have resulted in significant initial design and development costs associated with pre-production mask sets for the manufacture of new products with smaller geometry process technologies. For example, in the third quarter of fiscal 2024, we incurred approximately \$2.4 million in research and development expense associated with a pre-production mask set that will not be used in production as part of the transition to our new 16 nanometer SRAM process technology for our APU2 product. We will incur similar expenses in the future as we continue to transition our products to smaller geometry processes. The costs inherent in the transition to new manufacturing process technologies will adversely affect our operating results and our gross margin.

***Our products are complex to design and manufacture and could contain defects, which could reduce revenues or result in claims against us.***

We develop complex products. Despite testing by us and our OEM customers, design or manufacturing errors may be found in existing or new products. These defects could result in a delay in recognition or loss of revenues, loss of market share or failure to achieve market acceptance. These defects may also cause us to incur significant warranty, support and repair costs, divert the attention of our engineering personnel from our product development efforts, result in a loss of market acceptance of our products and harm our relationships with our OEM customers. Our OEM customers could also seek and obtain damages from us for their losses. A product liability claim brought against us, even if unsuccessful, would likely be time consuming and costly to defend. Defects in wafers and other components used in our products and arising from the manufacturing of these products may not be fully recoverable from TSMC or our other suppliers.

#### **Risks Related to Our International Business and Operations**

***The software development for our associative computing products occurs in Israel, and therefore our business performance and operations may be adversely affected by military conflict in Israel.***

Our software development and certain regional sales activities for our APU product offerings occur in Israel. Our Vice President, Associative Computing, along with a team of software development experts are based in our Israel facility. This team is needed for the development of the various levels of software required in the use of our APU product offering. Proof of concept customers for our SAR image processing acceleration system are also based in Israel. We are closely monitoring developments in the evolving military conflict with Hamas that began on October 7, 2023 including potential impacts to our business, customers, employees and operations in Israel. At this time, the impact on GSI Technology is uncertain and subject to change given the volatile nature of the situation, but adverse changes in the military conditions in Israel could harm our business and our stock price could decline.

***Changes in Taiwan's political, social and economic environment may affect our business performance.***

Because much of the manufacturing and testing of our products is conducted in Taiwan, our business performance may be affected by changes in Taiwan's political, social and economic environment. For example, political instability or restrictions on transportation logistics for our products resulting from changes in the relationship among the United States, Taiwan and the People's Republic of China could negatively impact our

business. Any significant armed conflict related to this matter would be expected to materially and adversely damage our business. Moreover, the role of the Taiwanese government in the Taiwanese economy is significant. Taiwanese policies toward economic liberalization, and laws and policies affecting technology companies, foreign investment, currency exchange rates, taxes and other matters could change, resulting in greater restrictions on our ability and our suppliers' ability to do business and operate facilities in Taiwan. If any of these changes were to occur, our business could be harmed and our stock price could decline.

***Our international business exposes us to additional risks.***

Products shipped to destinations outside of the United States accounted for 47.3%, 51.4% and 53.5% of our net revenues in fiscal 2024, 2023 and 2022, respectively. Moreover, a substantial portion of our products is manufactured and tested in Taiwan, and the software development for our associative computing products occurs in Israel where there is an evolving military conflict with Hamas. We intend to continue expanding our international business in the future. Conducting business outside of the United States subjects us to additional risks and challenges, including:

- potential political and economic instability in, or armed conflicts that involve or affect, the countries in which we, our customers and our suppliers are located;
- uncertainties regarding taxes, tariffs, quotas, export controls and license requirements, trade wars, policies that favor domestic companies over nondomestic companies, including government efforts to provide for the development and growth of local competitors, and other trade barriers;
- heightened price sensitivity from customers in emerging markets;
- compliance with a wide variety of foreign laws and regulations and unexpected changes in these laws and regulations;
- fluctuations in freight rates and transportation disruptions;
- difficulties and costs of staffing and managing personnel, distributors and representatives across different geographic areas and cultures, including assuring compliance with the U.S. Foreign Corrupt Practices Act and other U.S. and foreign anti-corruption laws;
- difficulties in collecting accounts receivable and longer accounts receivable payment cycles; and
- limited protection for intellectual property rights in some countries.

Moreover, our reporting currency is the U.S. dollar. However, a portion of our cost of revenues and our operating expenses is denominated in currencies other than the U.S. dollar, primarily the New Taiwanese dollar and Israeli Shekel. As a result, appreciation or depreciation of other currencies in relation to the U.S. dollar could result in transaction gains or losses that could impact our operating results. We do not currently engage in currency hedging activities to reduce the risk of financial exposure from fluctuations in foreign exchange rates.

***TSMC, as well as our other independent suppliers and many of our OEM customers, have operations in the Pacific Rim, an area subject to significant risk of earthquakes, typhoons and other natural disasters and adverse consequences related to the outbreak of contagious diseases.***

The foundry that manufactures our Fast SRAM and APU products, TSMC, and all of the principal independent suppliers that assemble and test our products are located in Taiwan. Many of our customers are also located in the Pacific Rim. The risk of an earthquake in these Pacific Rim locations is significant. The occurrence of an earthquake, typhoon or other natural disaster near the fabrication facilities of TSMC or our other independent suppliers could result in damage, power outages and other disruptions that impair their production and assembly

capacity. Any disruption resulting from such events could cause significant delays in the production or shipment of our products until we are able to shift our manufacturing, assembling, packaging or production testing from the affected contractor to another third-party vendor. In such an event, we may not be able to obtain alternate foundry capacity on favorable terms, or at all.

The recent COVID-19 global pandemic, along with the previous outbreaks of SARS, H1N1 and the Avian Flu, curtailed travel between and within countries, including in the Asia-Pacific region. Outbreaks of new contagious diseases or the resurgence of existing diseases that significantly affect the Asia-Pacific region could disrupt the operations of our key suppliers and manufacturing partners. In addition, our business could be harmed if such an outbreak resulted in travel being restricted, the implementation of stay-at-home or shelter-in-place orders or if it adversely affected the operations of our OEM customers or the demand for our products or our OEM customers' products.

We do not maintain sufficient business interruption and other insurance policies to compensate us for all losses that may occur. Any losses or damages incurred by us as a result of a catastrophic event or any other significant uninsured loss in excess of our insurance policy limits could have a material adverse effect on our business.

***The United States could materially modify certain international trade agreements, or change tax provisions related to the global manufacturing and sales of our products.***

A portion of our business activities are conducted in foreign countries, including Taiwan and Israel. Our business benefits from free trade agreements, and we also rely on various U.S. corporate tax provisions related to international commerce as we develop, manufacture, market and sell our products globally. Any action to materially modify international trade agreements, change corporate tax policy related to international commerce or mandate domestic production of goods, could adversely affect our business, financial condition and results of operations.

***Some of our products are incorporated into advanced military electronics, and changes in international geopolitical circumstances and domestic budget considerations may hurt our business.***

Some of our products are incorporated into advanced military electronics such as radar and guidance systems. Military expenditures and appropriations for such purchases rose significantly in recent years. However, if current U.S. military operations around the world are scaled back, demand for our products for use in military applications may decrease, and our operating results could suffer. Domestic budget considerations may also adversely affect our operating results. For example, if governmental appropriations for military purchases of electronic devices that include our products are reduced, our revenues will likely decline.

#### **Risks Relating to Our Common Stock and the Securities Market**

***The trading price of our common stock is subject to fluctuation and is likely to be volatile.***

The trading price of our common stock may fluctuate significantly in response to a number of factors, some of which are beyond our control, including:

- the establishment of a market for our new associative computing products;
- actual or anticipated declines in operating results;
- changes in financial estimates or recommendations by securities analysts;
- the institution of legal proceedings against us or significant developments in such proceedings;

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- announcements by us or our competitors of financial results, new products, significant technological innovations, contracts, acquisitions, strategic relationships, joint ventures, capital commitments or other events;
- changes in industry estimates of demand for Very Fast SRAM, RadHard and RadTolerant products;
- the gain or loss of significant orders or customers;
- recruitment or departure of key personnel; and
- market conditions in our industry, the industries of our customers and the economy as a whole.

In recent years, the stock market in general, and the market for technology stocks in particular, have experienced extreme price fluctuations, which have often been unrelated to the operating performance of affected companies. The market price of our common stock might experience significant fluctuations in the future, including fluctuations unrelated to our performance. These fluctuations could materially adversely affect our business relationships, our ability to obtain future financing on favorable terms or otherwise harm our business. In addition, in the past, securities class action litigation has often been brought against a company following periods of volatility in the market price of its securities. This risk is especially acute for us because the extreme volatility of market prices of technology companies has resulted in a larger number of securities class action claims against them. Due to the potential volatility of our stock price, we may in the future be the target of similar litigation. Securities litigation could result in substantial costs and divert management's attention and resources. This could harm our business and cause the value of our stock to decline.

***We may need to raise additional capital in the future, which may not be available on favorable terms or at all, and which may cause dilution to existing stockholders.***

We may need to seek additional funding in the future. We do not know if we will be able to obtain additional financing on favorable terms, if at all. If we cannot raise funds on acceptable terms, if and when needed, we may not be able to develop or enhance our products, take advantage of future opportunities or respond to competitive pressures or unanticipated requirements, and we may be required to reduce operating costs, which could seriously harm our business. In addition, if we issue equity securities, our stockholders may experience dilution or the new equity securities may have rights, preferences or privileges senior to those of our common stock.

***Our executive officers, directors and entities affiliated with them hold a substantial percentage of our common stock.***

As of May 31, 2024, our executive officers, directors and entities affiliated with them beneficially owned approximately 33% of our outstanding common stock. As a result, these stockholders will be able to exercise substantial influence over, and may be able to effectively control, matters requiring stockholder approval, including the election of directors and approval of significant corporate transactions, which could have the effect of delaying or preventing a third party from acquiring control over or merging with us.

***The provisions of our charter documents might inhibit potential acquisition bids that a stockholder might believe are desirable, and the market price of our common stock could be lower as a result.***

Our Board of Directors has the authority to issue up to 5,000,000 shares of preferred stock. Our Board of Directors can fix the price, rights, preferences, privileges and restrictions of the preferred stock without any further vote or action by our stockholders. The issuance of shares of preferred stock might delay or prevent a change in control transaction. As a result, the market price of our common stock and the voting and other rights of our

stockholders might be adversely affected. The issuance of preferred stock might result in the loss of voting control to other stockholders. We have no current plans to issue any shares of preferred stock. Our charter documents also contain other provisions, which might discourage, delay or prevent a merger or acquisition, including:

- our stockholders have no right to act by written consent;
- our stockholders have no right to call a special meeting of stockholders; and
- our stockholders must comply with advance notice requirements to nominate directors or submit proposals for consideration at stockholder meetings.

These provisions could also have the effect of discouraging others from making tender offers for our common stock. As a result, these provisions might prevent the market price of our common stock from increasing substantially in response to actual or rumored takeover attempts. These provisions might also prevent changes in our management.

***Use of a portion of our cash reserves to repurchase shares of our common stock presents potential risks and disadvantages to us and our continuing stockholders.***

Since November 2008, we have repurchased and retired an aggregate of 12,004,779 shares of our common stock at a total cost of \$60.7 million, including 3,846,153 shares repurchased at a total cost of \$25 million pursuant to a modified “Dutch auction” self-tender offer that we completed in August 2014 and additional shares repurchased in the open market pursuant to our stock repurchase program. At March 31, 2024, we had outstanding authorization from our Board of Directors to purchase up to an additional \$4.3 million of our common stock from time to time under our repurchase program. Although our Board has determined that these repurchases are in the best interests of our stockholders, they expose us to certain risks including:

- the risks resulting from a reduction in the size of our “public float,” which is the number of shares of our common stock that are owned by non-affiliated stockholders and available for trading in the securities markets, which may reduce the volume of trading in our shares and result in reduced liquidity and, potentially, lower trading prices;
- the risk that our stock price could decline and that we would be able to repurchase shares of our common stock in the future at a lower price per share than the prices we have paid in our tender offer and repurchase program; and
- the risk that the use of a portion of our cash reserves for this purpose has reduced, or may reduce, the amount of cash that would otherwise be available to pursue potential cash acquisitions or other strategic business opportunities.

**Item 1B. *Unresolved Staff Comments***

None.

**Item 1C. *Cybersecurity***

**Cybersecurity Risk Management and Strategy:**

We recognize the importance of assessing, identifying, and managing material risks associated with cybersecurity threats, as such term is defined in Item 106(a) of Regulation S-K. These risks include, among other things, internal operational risks; system security risks; data protection; risks to proprietary business information; intellectual property theft; fraud; extortion; harm to employees, partners, or customers; violation of privacy or

security laws and other litigation and legal risk; and reputational risks. We have implemented several cybersecurity processes, technologies, and controls to aid in our efforts to identify, assess, and manage such material risks.

To aid in identifying and assessing material risks from cybersecurity threats, our Enterprise Risk Management program considers cybersecurity risks alongside other significant company risks as part of our overall risk assessment process. We employ a range of tools and services, including regular network and endpoint monitoring and vulnerability assessments to inform our professionals' risk identification and assessment.

We manage these known risks by using internal security controls designed to align with standards set the International Organization for Standardization ("ISO"). In connection with the identification, assessment and management of material risks and cybersecurity threats, we also conduct the following activities at various intervals during the year:

- monitor emerging data protection laws and implement changes from time-to-time to our processes designed to comply with such laws;
- undertake regular reviews of our customer facing policies and statements related to cybersecurity;
- run exercises to simulate a response to a cybersecurity incident and use the findings to improve our processes and technologies;
- run exercises to simulate a response to a cybersecurity incident to provide training to our cyber incident response team;
- conduct a variety of information security and privacy trainings, including new employee training, job-specific security training, specialized training for IT and security personnel, and phishing simulations; and
- carry information security risk insurance to help defray potential losses that might arise from a cybersecurity incident.

Our cybersecurity incident response plan was developed to respond to the threat of security breaches, the threat of cyberattacks, and to protect and preserve the confidentiality, integrity, and continued availability of information owned by, or in the care of, the Company. Our incident response plan coordinates the activities that we take to prepare for, detect, respond to, and recover from cybersecurity incidents, which include processes to triage, assess severity for, escalate material cybersecurity incidents to our global crisis management plan, contain, investigate, and remediate the incident.

We regularly engage with auditors to review our cybersecurity program to help identify areas for continued focus, improvement and compliance.

In our risk factors, we describe how potential risks from cybersecurity threats may affect us, including our business strategy, results of operations, or financial condition. See our risk factor disclosures at Item 1A of this Annual Report on Form 10-K.

**Cybersecurity Governance:**

Cybersecurity is an important part of our risk management processes and an area of focus for our Board of Directors and management. The Board has oversight responsibility for the Company's Enterprise Risk Management framework. The Board as a whole and through the various Board committees oversees the Company's management



of material enterprise level risk, focusing on four areas of risk: strategic, compliance, operational, and financial. To fulfill its oversight responsibility, the Board also regularly reviews, consults, and discusses with management on strategic direction, challenges, and risks faced by the Company. Board members, including members of the Audit Committee, have expertise and/or operational experience in cybersecurity matters. We are committed to maintaining robust governance and oversight of these risks and to implementing mechanisms, controls, technologies, and processes designed to help us assess, identify, and manage these risks.

As part of our entire Board's operational risk management responsibilities, it has oversight of risks from cybersecurity threats. The Audit Committee has been designated with the responsibility to regularly review the Company's processes and procedures around managing cybersecurity threat risks and cybersecurity incidents. As discussed below, members of management report to the Audit Committee which reports to the entire Board about cybersecurity threat risks, among other cybersecurity related matters, at least annually.

In support of the Board's oversight of the Company's cybersecurity risk management program, the Audit Committee receives quarterly cybersecurity updates from members of management. These updates include topics, such as threat risk management updates, the results of exercises and response readiness assessments, our incident response plan, and steps management has taken to respond to such threat risks, if any.

Members of the Board and Audit Committee are also encouraged to regularly engage in ad hoc conversations with management on cybersecurity-related news events and discuss any updates to our cybersecurity risk management and strategy programs.

**Item 2. *Properties***

Our executive offices, our principal administration, marketing and sales operations and a portion of our research and development operations are located in a 44,277 square foot facility in Sunnyvale, California, which we purchased in fiscal 2010. In April 2024, we entered into an agreement to sell the Sunnyvale facility and, in connection with such sale, agreed that we would enter into a new lease agreement to lease back the applicable property from the purchaser. The closing of the purchase and sale of the Sunnyvale property, and entry into the lease, occurred on June 6, 2024.

We occupy approximately 25,250 square feet in a facility located in Hsin Chu, Taiwan under a lease expiring in August 2026. This facility supports our outsourced manufacturing activities. We believe that both our Sunnyvale and Taiwan facilities are adequate for our needs for the foreseeable future. We also lease space in the United States in the states of Georgia and Texas and in Israel. The aggregate annual gross rent for our leased facilities was approximately \$734,000 in fiscal 2024.

**Item 3. *Legal Proceedings***

None.

**Item 4. *Mine Safety Disclosures***

Not applicable.

**PART II**

**Item 5. *Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities***

**Market Information, Holders of Common Stock and Dividends**

Our common stock is traded on the Nasdaq Global Market under the symbol "GSIT".

On May 31, 2024, there were approximately 21 holders of record of our common stock. Because many of such shares are held by brokers and other institutions on behalf of stockholders, we are unable to estimate the total number of beneficial holders of our common stock represented by these record holders.

We have never declared or paid cash dividends on our common stock, and we do not anticipate declaring or paying any cash dividends in the foreseeable future.

**Issuer Purchases of Equity Securities**

Our Board of Directors has authorized us to repurchase, at management's discretion, shares of our common stock. Under the repurchase program, we may repurchase shares from time to time on the open market or in private transactions. The specific timing and amount of the repurchases will be dependent on market conditions, securities law limitations and other factors. The repurchase program may be suspended or terminated at any time without prior notice. During the quarter ended March 31, 2024, we did not repurchase any of our shares under the repurchase program.

**Item 6. *Reserved***

**Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*The following discussion contains forward-looking statements that involve risks and uncertainties. Our actual results could differ substantially from those anticipated in these forward-looking statements as a result of many factors, including those set forth under "Risk Factors" and elsewhere in this report. The following discussion should be read together with our consolidated financial statements and the related notes included elsewhere in this report.*

*This discussion and analysis generally covers our financial condition and results of operations for the fiscal year ended March 31, 2024, including year-over-year comparisons versus the fiscal year ended March 31, 2023. Our [Annual Report on Form 10-K](#) for the fiscal year ended March 31, 2023 includes year-over-year comparisons versus the fiscal year ended March 31, 2022 in Item 7 of Part II, "Management's Discussion and Analysis of Financial Condition and Results of Operations."*

**Overview**

We are a provider of high-performance semiconductor memory solutions for in-place associative computing applications in high growth markets such as artificial intelligence and high-performance computing, including natural language processing and computer vision. Our initial associative processing unit ("APU") products are focused on applications using similarity search, but have not resulted in material revenues to date. Similarity search is used in visual search queries for ecommerce, computer vision, drug discovery, cybersecurity and service markets such as NoSQL, Elasticsearch, and OpenSearch. We have solutions to accelerate multimodal vector search as an on-prem or SaaS solution for OpenSearch and general Fast Vector Search, and for processing large area SAR images in real-time at high resolution. We also design, develop and market static random access memories, or SRAMs (our current primary revenue source), that operate at speeds of less than 10 nanoseconds, which we refer to as Very Fast SRAMs, primarily for the networking and telecommunications and the military/defense and aerospace markets. We are subject to the highly cyclical nature of the semiconductor industry, which has experienced significant fluctuations, often in connection with fluctuations in demand for the products in which semiconductor devices are used. Our revenues have been substantially impacted by significant fluctuations in sales to our largest customer, Nokia. We expect that future direct and indirect sales to Nokia will continue to fluctuate significantly on a quarterly basis. The networking and telecommunications market has accounted for a significant portion of our net revenues in the past and has declined during the past several years and is expected to continue to decline. In anticipation of the decline of the networking and telecommunications market, we have been using the revenue generated by the sales of high-speed synchronous SRAM products to finance the development of our new in-place associative computing solutions and the marketing and sale of new types of SRAM products such as radiation-hardened and radiation-tolerant SRAMs.

Our revenues in recent years were impacted by changes in customer buying patterns and communication limitations related to COVID-19 restrictions that required a significant number of our customer contacts to work from home. While the COVID-19 pandemic has ended, worldwide inflationary pressures, higher interest rates and decline in the global economic environment have had, and may continue to have, an adverse impact on our business and financial condition. Furthermore, the easing of supply chain shortages and prior buffer stock purchases from significant customers led to a decrease in revenues in the second half of fiscal 2023 and during fiscal 2024.

As of March 31, 2024, we had cash and cash equivalents of \$14.4 million, with no debt. We have a team in-place with tremendous depth and breadth of experience and knowledge, with a legacy business that is providing an ongoing source of funding for the development of new product lines. Our balance sheet and liquidity position has been strengthened by the recent sale of our Sunnyvale, California property, which we anticipate will provide further financial flexibility and security in the current environment of economic uncertainty. Generally, our primary source of liquidity is cash equivalents. Our level of cash equivalents has historically been sufficient to meet our current and

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longer term operating and capital needs. We believe that during the next 12 months, continued inflationary pressures and higher interest rates will continue to negatively impact general economic activity and demand in our end markets. Although it is difficult to estimate the length or gravity of the continued inflationary pressures and higher interest rates, the evolving conflict in the Middle East and the decline in the global economic environment, are expected to have an adverse effect on our results of operations, financial position, including potential impairments, and liquidity into fiscal 2025.

*Revenues.* Substantially all of our revenues are derived from sales of our Very Fast SRAM products. Sales to networking and telecommunications OEMs accounted for 32% to 49% of our net revenues during our last three fiscal years. We also sell our products to OEMs that manufacture products for military and aerospace applications such as radar and guidance systems and satellites, for test and measurement applications such as high-speed testers, for automotive applications such as smart cruise control, and for medical applications such as ultrasound and CAT scan equipment.

As is typical in the semiconductor industry, the selling prices of our products generally decline over the life of the product. Our ability to increase net revenues, therefore, is dependent upon our ability to increase unit sales volumes of existing products and to introduce and sell new products with higher average selling prices in quantities sufficient to compensate for the anticipated declines in selling prices of our more mature products. Although we expect the average selling prices of individual products to decline over time, we believe that, over the next several quarters, our overall average selling prices will increase due to a continuing shift in product mix to a higher percentage of higher price, higher density products, and to a lesser extent, recent price increases to our customers due to supply constraints. Our ability to increase unit sales volumes is dependent primarily upon increases in customer demand but, particularly in periods of increasing demand, can also be affected by our ability to increase production through the availability of increased wafer fabrication capacity from TSMC, our wafer supplier, and our ability to increase the number of good integrated circuit die produced from each wafer through die size reductions and yield enhancement activities.

We may experience fluctuations in quarterly net revenues for a number of reasons. Historically, orders on hand at the beginning of each quarter are insufficient to meet our revenue objectives for that quarter and are generally cancelable up to 30 days prior to scheduled delivery. Accordingly, we depend on obtaining and shipping orders in the same quarter to achieve our revenue objectives. In addition, the timing of product releases, purchase orders and product availability could result in significant product shipments at the end of a quarter. Failure to ship these products by the end of the quarter may adversely affect our operating results. Furthermore, our customers may delay scheduled delivery dates and/or cancel orders within specified timeframes without significant penalty.

We sell our products through our direct sales force, international and domestic sales representatives and distributors. Our revenues have been and are expected to continue to be impacted by changes in customer buying patterns and communication limitations related to changes in working habits that have resulted in a significant number of our customer contacts working from home. Our customer contracts, which may be in the form of purchase orders, contracts or purchase agreements, contain performance obligations for delivery of agreed upon products. Delivery of all performance obligations contained within a contract with a customer typically occurs at the same time (or within the same accounting period). Transfer of control occurs at the time of shipment, title and the risks and rewards of ownership have passed to the customer, and we have a right to payment. Thus, we will recognize revenue upon shipment of the product for direct sales and sales to our distributors.

Historically, a small number of OEM customers have accounted for a substantial portion of our net revenues, and we expect that significant customer concentration will continue for the foreseeable future. Many of our OEMs use contract manufacturers to manufacture their equipment. Accordingly, a significant percentage of our net revenues is derived from sales to these contract manufacturers. In addition, a significant portion of our sales are

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made to foreign and domestic distributors who resell our products to OEMs, as well as their contract manufacturers. Direct sales to contract manufacturers accounted for 20.5%, 19.8% and 31.0% of our net revenues for fiscal 2024, 2023 and 2022, respectively. Sales to foreign and domestic distributors accounted for 76.4%, 77.5% and 66.8% of our net revenues for fiscal 2024, 2023 and 2022, respectively. The following direct customers accounted for 10% or more of our net revenues in one or more of the following periods:

	Fiscal Year Ended		
	March 31,		
	2024	2023	2022
Contract manufacturers:			
Flextronics Technology	13.5 %	10.4 %	16.0 %
Sanmina	5.9	8.8	11.2
Distributors:			
Avnet Logistics	50.6	48.1	38.0
Nexcomm	9.3	16.6	17.2

Nokia was our largest customer in fiscal 2024, 2023 and 2022. Nokia purchases products directly from us and through contract manufacturers and distributors. Based on information provided to us by its contract manufacturers and our distributors, purchases by Nokia represented approximately 21%, 17% and 29% of our net revenues in fiscal 2024, 2023 and 2022, respectively. Our revenues have been substantially impacted by significant fluctuations in sales to Nokia, and we expect that future direct and indirect sales to Nokia will continue to fluctuate substantially on a quarterly basis and that such fluctuations may significantly affect our operating results in future periods. To our knowledge, none of our other OEM customers accounted for more than 10% of our net revenues in fiscal 2024, 2023 or 2022.

*Cost of Revenues.* Our cost of revenues consists primarily of wafer fabrication costs, wafer sort, assembly, test and burn-in expenses, the amortized cost of production mask sets, stock-based compensation and the cost of materials and overhead from operations. All of our wafer manufacturing and assembly operations, and a significant portion of our wafer sort testing operations, are outsourced. Accordingly, most of our cost of revenues consists of payments to TSMC and independent assembly and test houses. Because we do not have long-term, fixed-price supply contracts, our wafer fabrication, assembly and other outsourced manufacturing costs are subject to the cyclical fluctuations in demand for semiconductors. We have experienced increased costs as a result of supply chain constraints for wafers and outsourced assembly, burn-in and test operations. We review our manufacturing costs on a regular basis and pass on any cost increases to our customers when it makes sense to do so. Cost of revenues also includes expenses related to supply chain management, quality assurance, and final product testing and documentation control activities conducted at our headquarters in Sunnyvale, California and our branch operations in Taiwan.

*Gross Profit.* Our gross profit margins vary among our products and are generally greater on our radiation hardened and radiation tolerant SRAMs, on our higher density products and, within a particular density, greater on our higher speed and industrial temperature products. We expect that our overall gross margins will fluctuate from period to period as a result of shifts in product mix, changes in average selling prices and our ability to control our cost of revenues, including costs associated with outsourced wafer fabrication and product assembly and testing.

*Research and Development Expenses.* Research and development expenses consist primarily of salaries and related expenses for design engineers and other technical personnel, the cost of developing prototypes, stock-based compensation and fees paid to consultants. We charge all research and development expenses to operations as incurred. We charge mask costs used in production to cost of revenues over a 12-month period. However, we charge costs related to pre-production mask sets, which are not used in production, to research and development expenses at the time they are incurred. These charges often arise as we transition to new process technologies and, accordingly,

can cause research and development expenses to fluctuate on a quarterly basis. We incurred charges of \$2.4 million for a pre-production mask set for our APU2 during the quarter ended December 31, 2023. We believe that continued investment in research and development is critical to our long-term success, and we expect to continue to devote significant resources to product development activities. In particular, we are devoting substantial resources to the development of our in-place associative computing products. Accordingly, we expect that our research and development expenses will continue to be substantial in future periods and may lead to operating losses in some periods. Such expenses as a percentage of net revenues may fluctuate from period to period.

*Selling, General and Administrative Expenses.* Selling, general and administrative expenses consist primarily of commissions paid to independent sales representatives, salaries, stock-based compensation and related expenses for personnel engaged in sales, marketing, administrative, finance and human resources activities, professional fees, costs associated with the promotion of our products and other corporate expenses. We expect that our sales and marketing expenses will increase in absolute dollars in future periods if we are able to grow and expand our sales force but that, to the extent our revenues increase in future periods, these expenses will generally decline as a percentage of net revenues. We also expect that, in support of any future growth that we are able to achieve, general and administrative expenses will generally increase in absolute dollars.

### **Acquisition**

On November 23, 2015, we acquired all of the outstanding capital stock of privately held MikaMonu Group Ltd. (“MikaMonu”), a development-stage, Israel-based company that specialized in in-place associative computing for markets including big data, computer vision and cyber security. MikaMonu, located in Tel Aviv, held 12 United States patents and had a number of pending patent applications.

The acquisition was undertaken in order to gain access to the MikaMonu patents and the potential markets, and new customer base in those markets, that can be served by new products that we are developing using the in-place associative computing technology.

The acquisition has been accounted for as a purchase under authoritative guidance for business combinations. The purchase price of the acquisition was allocated to the intangible assets acquired, with the excess of the purchase price over the fair value of assets acquired recorded as goodwill. We perform a goodwill impairment test near the end of each fiscal year and if certain events or circumstances indicate that an impairment loss may have been incurred, on an interim basis.

The acquisition agreement provides for potential “earnout” payments to the former MikaMonu shareholders in cash or shares of our common stock, at our discretion, during a period of up to ten years following the closing if certain revenue targets for products based on the MikaMonu technology are achieved. Earnout payments, up to a maximum of \$30.0 million, equal to 5% of net revenues from the sale of qualifying products in excess of certain thresholds, will be made quarterly through December 31, 2025. As of March 31, 2024, none of the revenue targets have been achieved and no revenue based earnout payments have been paid to the former MikaMonu shareholders.

The maximum amount of the remaining potential earnout payments totals approximately \$30.0 million at March 31, 2024. We determined that the fair value of this contingent consideration liability was \$5.8 million at the acquisition date. The contingent consideration liability is included in contingent consideration, non-current on the Consolidated Balance Sheet at March 31, 2023 and 2024 in the amount of \$1.1 million and \$160,000, respectively

At each reporting period, the contingent consideration liability is re-measured at then current fair value with changes recorded in the Consolidated Statements of Operations. Changes in any of the inputs may result in significant adjustments to the recorded fair value. Re-measurement of the contingent consideration liability during the fiscal year ended March 31, 2024 resulted in a decrease of the contingent consideration liability of \$0.9 million.

The allocation of the purchase price to acquired identifiable intangible assets and goodwill was based on their estimated fair values at the date of acquisition. The fair value allocated to patents was \$3.5 million and the residual value allocated to goodwill was \$8.0 million.

### Results of Operations

The following table sets forth statement of operations data as a percentage of net revenues for the periods indicated:

	Year Ended March 31,	
	2024	2023
Net revenues	100.0 %	100.0 %
Cost of revenues	45.7	40.4
Gross profit	54.3	59.6
Operating expenses:		
Research and development	99.7	79.3
Selling, general and administrative	48.5	33.5
Total operating expenses	148.2	112.8
Loss from operations	(93.9)	(53.2)
Interest and other income, net	1.9	0.7
Loss before income taxes	(92.0)	(52.5)
Provision for income taxes	0.3	1.3
Net loss	(92.3)	(53.8)

#### *Fiscal Year Ended March 31, 2024 Compared to Fiscal Year Ended March 31, 2023*

*Net Revenues.* Net revenues decreased by 26.7% from \$29.7 million in fiscal 2023 to \$21.8 million in fiscal 2024. The overall average selling price of all units shipped in fiscal 2024 increased by 20.8% in fiscal 2024 compared to the prior fiscal year. The decrease in net revenues is related to the current economic environment which has led to cautionary spending by our customers and purchases made as a result of supply chain constraints in the previous periods. Units shipped decreased by 39.3% in fiscal 2024 compared to fiscal 2023. The networking and telecommunications markets represented 34% and 32% of shipments in fiscal 2024 and in fiscal 2023, respectively. Direct and indirect sales to Nokia, currently our largest customer, decreased by \$500,000 from \$5.0 million in fiscal 2023 to \$4.5 million fiscal 2024. Shipments to Nokia will continue to fluctuate on a quarterly basis as a result of demand and shipments to its end customers. While recent customer order patterns have been particularly variable, these fluctuations are related to economic and external factors, which include worldwide inflationary pressures, higher interest rates and the decline in the global economic environment. Shipments of our SigmaQuad product line accounted for 51.2% of total shipments in fiscal 2024 compared to 49.1% of total shipments in fiscal 2023.

*Cost of Revenues.* Cost of revenues decreased by 17.2% from \$12.0 million in fiscal 2023 to \$9.9 million in fiscal 2024. Cost of revenues decreased as a result of the lower volume of units shipped in fiscal 2024 compared to fiscal 2023 as discussed above. Cost of revenues included a provision for excess and obsolete inventories of \$180,000 in fiscal 2024 compared to \$226,000 in fiscal 2023. Cost of revenues included stock-based compensation expense of \$228,000 and \$202,000, respectively, in fiscal 2024 and fiscal 2023.

*Gross Profit.* Gross profit decreased by 33.1% from \$17.7 million in fiscal 2023 to \$11.8 million in fiscal 2024. Gross margin decreased from 59.6% in fiscal 2023 to 54.3% in fiscal 2024. The change in gross profit is primarily related to the change in net revenues discussed above. The decrease in gross margin was primarily related to change in the mix of products and customers and also reflects the impact of fixed overhead on lower shipment levels compared to the prior year.



*Research and Development Expenses.* Research and development expenses decreased 7.9% from \$23.6 million in fiscal 2023 to \$21.7 million in fiscal 2024. The reduction in research and development spending in fiscal 2024 reflects the impact of cost reduction measures implemented in the quarter ended December 31, 2022. The decrease in research and development spending was primarily related to decreases of \$2.2 million in payroll related expenses and \$1.4 million in outside consulting expenses for the development of our APU-2 product. The decrease in research and development spending was partially offset by an increase in pre-production mask costs of \$2.4 million related to our APU-2 product. Research and development expenses in fiscal 2024 were also offset by \$435,000 of funding received under the Direct to Phase II award for the development of a Next-Generation Associative Processing Unit-2 for Enhanced Space-Based Capabilities. Research and development expenses included stock-based compensation expense of \$1.4 million and \$1.3 million in fiscal 2024 and fiscal 2023, respectively.

*Selling, General and Administrative Expenses.* Selling, general and administrative expenses increased 6.3% from \$9.9 million in fiscal 2023 to \$10.6 million in fiscal 2024. In fiscal 2024, the value of contingent consideration liability resulting from the MikaMonu acquisition decreased by \$892,000 compared to a decrease of \$1.7 million in fiscal 2023 as a result of re-measurement of contingent consideration liability in each year. Decreases of \$554,000 in payroll related expenses and \$196,000 in outside sales representative commissions were partially offset by increases of \$284,000 in outside consultants and \$234,000 in professional fees. Selling, general and administrative expenses included stock-based compensation expense of \$1.2 million and \$951,000 in fiscal 2024 and fiscal 2023, respectively.

*Interest Income and Other (Expense), Net.* Interest income and other (expense), net increased from income of \$202,000 in fiscal 2023 to income of \$414,000 in fiscal 2024. Interest income increased by \$232,000 due to higher interest rates received on cash and short-term investments. The foreign currency exchange loss increased from (\$121,000) in fiscal 2023 to (\$127,000) in fiscal 2024. The exchange loss in each period was primarily related to our Taiwan branch operations and operations in Israel.

*Provision (benefit) for Income Taxes.* The provision for income taxes decreased from \$372,000 in fiscal 2023 to \$70,000 in fiscal 2024. The provision for income taxes in fiscal 2024 included a benefit of (\$117,000) related to the approval by the Israel tax authorities of a “Preferred Company” tax rate that was retroactively applied to fiscal 2023. Because we recorded a cumulative three-year loss on a U.S. tax basis for the year ended March 31, 2024 and the realization of our deferred tax assets is questionable, we recorded a tax provision reflecting a valuation allowance of \$20.2 million in net deferred tax assets in fiscal 2024. Reductions in uncertain tax benefits due to lapses in the statute of limitations were not significant in the years ended March 31, 2024 and 2023.

*Net Loss.* Net loss was (\$16.0) million in fiscal 2023 compared to a net loss of (\$20.1) million in fiscal 2024. This decrease was primarily due to the changes in net revenues, gross profit and operating expenses discussed above.

## **Liquidity and Capital Resources**

As of March 31, 2024, our principal sources of liquidity were cash and cash equivalents of \$14.4 million compared to \$30.6 million of cash, cash equivalents and short-term investments as of March 31, 2023. Cash and cash equivalents totaling \$9.4 million were held in foreign locations as of March 31, 2024.

Net cash used in operating activities was \$17.4 million and \$16.8 million for fiscal 2024 and fiscal 2023, respectively. The primary uses of cash in fiscal 2024 were the net loss of \$20.1 million and a decrease of \$1.6 million in accrued expenses and other liabilities. The reduction in accrued expenses and other liabilities was primarily related to decreases in compensation related accruals, income taxes payable and deferred revenue. The uses of cash in fiscal 2024 were less than the net loss due to non-cash items including stock-based compensation of

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\$2.8 million and depreciation and amortization expenses of \$927,000. The primary source of cash in fiscal 2024 was a decrease in inventories of \$1.3 million.

The primary uses of cash in fiscal 2023 were the net loss of \$16.0 million, a reduction in accrued expenses and other liabilities of \$2.3 million and an increase in inventories of \$2.0 million. The reduction in accrued expenses and other liabilities was primarily related to the payment of fiscal 2022 year-end accruals for incentive compensation. The uses of cash in fiscal 2023 were less than the net loss due to non-cash items including stock-based compensation of \$2.5 million and depreciation and amortization expenses of \$1.0 million. The primary source of cash in fiscal 2023 was a decrease in accounts receivable of \$1.1 million.

Net cash provided by investing activities was \$2.8 million and \$6.7 million in fiscal 2024 and 2023, respectively. Investment activities in fiscal 2024 primarily consisted of the maturity of certificates of deposit and agency bonds of \$3.4 million partially offset by the purchase of property and equipment of \$645,000. Investment activities in fiscal 2023 primarily consisted of the maturity of certificates of deposit and agency bonds of \$7.0 million partially offset by the purchase of property and equipment of \$316,000.

Cash provided by financing activities was \$1.8 million and \$402,000 in fiscal 2024 and fiscal 2023, respectively and consisted of the net proceeds from the sale of common stock pursuant to our employee stock plans.

At March 31, 2024, we had total minimum lease obligations of approximately \$1.6 million from April 1, 2023 through April 30, 2027, under non-cancelable operating leases for our facilities.

While higher interest rates, worldwide inflationary pressures and the decline in the global economic environment have created significant uncertainty as to general economic and capital market conditions for the remainder of calendar 2024 and beyond, we believe that our existing balances of cash and cash equivalents, and cash flow expected to be generated from our future operations and the net proceeds of approximately \$11.2 million from the sale of our headquarters building in Sunnyvale, CA which closed on June 6, 2024 will be sufficient to meet our cash needs for working capital and capital expenditures for at least the next 12 months. Our future capital requirements will depend on many factors, including revenue growth, if any, that we experience, any additional manufacturing cost increases resulting from supply constraints and the continuation of the impact of higher interest rates and inflation may have on our business, the extent to which we utilize subcontractors, the levels of inventory and accounts receivable that we maintain, the timing and extent of spending to support our product development efforts and the expansion of our sales and marketing team. Additional capital may also be required for the consummation of any acquisition of businesses, products or technologies that we may undertake. On June 28, 2023, we filed a registration statement on Form S-3, which was declared effective by the SEC on July 19, 2023. On August 1, 2023, we commenced a registered securities offering pursuant to a Sales Agreement (the "Sales Agreement") with Needham & Company, LLC ("Needham"). The Sales Agreement provides that we may offer and sell our common stock having an aggregate offering price of up to \$25.0 million from time to time (the "Offering") through Needham, acting as our sales agent. We sold 133,000 shares pursuant to the offering at an average price of \$4.20 for proceeds of \$542,000, less offering costs of \$389,000 during the quarter ended September 30, 2023. We cannot assure that additional equity or debt financing, if required, will be available on terms that are acceptable or at all.

As of March 31, 2024, we had \$2.2 million in purchase obligations for facility leases, wafers and software and test purchase obligations that are binding commitments, of which \$1.2 million are payable in the next twelve months and \$1.0 million are committed in the long term.

In connection with the acquisition of MikaMonu on November 23, 2015, we are required to make contingent consideration payments to the former MikaMonu shareholders conditioned upon the achievement of certain revenue

targets for products based on the MikaMonu technology. As of March 31, 2024, the accrual for potential payment of contingent consideration was \$160,000.

### **Critical Accounting Estimates**

The preparation of our consolidated financial statements and related disclosures in conformity with accounting principles generally accepted in the United States (“GAAP”) requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Significant estimates are inherent in the preparation of the consolidated financial statements and include estimates affecting obsolete and excess inventory and contingent consideration. We believe that we consistently apply these judgments and estimates and that our financial statements and accompanying notes fairly represent our financial results for all periods presented. However, any errors in these judgments and estimates may have a material impact on our balance sheet and statement of operations. Critical accounting estimates, as defined by the Securities and Exchange Commission, are those that are most important to the portrayal of our financial condition and results of operations and require our most difficult and subjective judgments and estimates of matters that are inherently uncertain. Our critical accounting estimates include those regarding the valuation of inventories and contingent consideration.

*Valuation of Inventories.* Inventories are stated at the lower of cost or net realizable value, cost being determined on a weighted average basis. Our inventory write-down allowance is established when conditions indicate that the selling price of our products could be less than cost due to physical deterioration, obsolescence based on changes in technology and demand, changes in price levels, or other causes. We consider the need to establish the allowance for excess inventory generally based on inventory levels in excess of 12 months of forecasted customer demand for each specific product, which is based on historical sales and expected future orders. At any point in time, some portion of our inventory is subject to the risk of being materially in excess of our projected demand. Additionally, our average selling prices could decline due to market or other conditions, which creates a risk that costs of manufacturing our inventory may not be recovered. These factors contribute to the risk that we may be required to record additional inventory write-downs in the future, which could be material. In addition, if actual market conditions are more favorable than expected, inventory previously written down may be sold to customers resulting in lower cost of sales and higher income from operations than expected in that period.

*Contingent Consideration.* The fair value of the contingent consideration liability potentially payable in connection with our acquisition of MikaMonu was initially determined as of the acquisition date using unobservable inputs. These inputs included the estimated amount and timing of future revenue, the probability of achievement of the revenue forecast, and a risk-adjusted discount rate to adjust the probability-weighted cash flow payments to their present value. Since the acquisition date, at each reporting period, the contingent consideration liability is re-measured at its then current fair value with changes recorded in selling, general and administrative expenses in the Consolidated Statements of Operations. Due to revisions to the amount of expected revenue, the timing of revenue to be recognized prior to the end of the earnout period and the probability of achievement of the APU revenue forecast, the contingent consideration liability decreased by \$892,000 from March 31, 2023 to March 31, 2024. Future changes to any of the inputs, including forecasted revenues from a new product, which are inherently difficult to estimate, or the valuation model selected, may result in material adjustments to the recorded fair value.

### **Recent Accounting Pronouncements**

Please refer to Note 1 to our consolidated financial statements appearing under Part II, Item 8 for a discussion of recent accounting pronouncements that may impact the Company.

**Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

*Foreign Currency Exchange Risk.* Our revenues and expenses, except those expenses related to our operations in Israel and Taiwan, including subcontractor manufacturing expenses in Taiwan, are denominated in U.S. dollars. As a result, we have relatively little exposure for currency exchange risks, and foreign exchange losses have been minimal to date. We do not currently enter into forward exchange contracts to hedge exposure denominated in foreign currencies or any other derivative financial instruments for trading or speculative purposes. In the future, if we believe our foreign currency exposure has increased, we may consider entering into hedging transactions to help mitigate that risk.

*Interest Rate Sensitivity.* We had cash and cash equivalents totaling \$14.4 million at March 31, 2024. These amounts were invested primarily in money market funds. The cash and cash equivalents are held for working capital purposes. We do not enter into investments for trading or speculative purposes. Due to the short-term nature of these investments, we believe that we do not have any material exposure to changes in the fair value of our investment portfolio as a result of changes in interest rates. We believe a hypothetical 100 basis point increase in interest rates would not materially affect the fair value of our interest-sensitive financial instruments. Declines in interest rates, however, will reduce future investment income.

**Item 8. Financial Statements and Supplementary Data**

**GSI TECHNOLOGY, INC.**

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## **Report of Independent Registered Public Accounting Firm**

Shareholders and Board of Directors  
GSI Technology, Inc.  
Sunnyvale, California

### **Opinion on the Consolidated Financial Statements**

We have audited the accompanying consolidated balance sheets of GSI Technology, Inc. (the “Company”) as of March 31, 2024 and 2023, the related consolidated statements of operations, comprehensive loss, stockholders’ equity, and cash flows for each of the three years in the period ended March 31, 2024, and the related notes (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at March 31, 2024 and 2023, and the results of its operations and its cash flows for each of the three years in the period ended March 31, 2024, in conformity with accounting principles generally accepted in the United States of America.

### **Basis for Opinion**

These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

### **Critical Audit Matters**

The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

### **Valuation of Inventories**

As described in Note 1 to the consolidated financial statements, the Company's consolidated inventories balance is stated at the lower of cost or net realizable value. The valuation of inventories is adjusted by the Company when conditions indicate a decline in value due to obsolescence or inventory levels are in excess of forecasted customer demand for each specific product.

We identified the valuation of inventories associated with excess or obsolete attributes for certain products as a critical audit matter. Determining whether an adjustment for excess and obsolete inventory is necessary requires significant judgments related to forecasted customer demand for excess and obsolete units on hand based on historical sales and expected future orders. Auditing these elements involved especially challenging and subjective auditor judgments due to the nature and extent of audit procedures performed.

The primary procedures we performed to address this critical audit matter included:

- Evaluating the appropriateness and adequacy of the allowances estimated by management for certain products by analyzing the carrying value and quantities on hand against historical sales data and expected future orders and performing a retrospective review of the Company's prior year estimates to actual results.
- Evaluating the reasonableness of management's judgments related to forecasted customer demand for certain products by performing inquiries of management and testing the completeness and accuracy of the expected future orders and the historical sales data.

### **Valuation of Contingent Consideration**

As described in Notes 7 and 14 to the consolidated financial statements, on November 23, 2015, the Company acquired all of the outstanding stock of MikaMonu Group Ltd. ("MikaMonu") for cash and future contingent consideration payable to former MikaMonu shareholders if certain revenue targets for products based on the MikaMonu technology are achieved. Since the initial measurement at the acquisition date, the liability has been re-measured to fair value at each reporting period. The primary inputs used in the valuation include (i) the forecasted amount and timing of future revenues, (ii) the probability of achievement of the revenue forecast, (iii) revenue volatility and (iv) a risk-adjusted discount rate to adjust the probability-weighted cash flow payments to their present value.

We identified the valuation of the contingent consideration liability as a critical audit matter. Estimating the fair value of contingent consideration liability utilizes a complex Monte Carlo model and requires significant judgments, including (i) the forecasted amount and timing of future revenues, (ii) the probability of achievement of the revenue forecast, (iii) revenue volatility and (iv) the risk-adjusted discount rate used to adjust the probability-weighted cash flow payments to their present value. Auditing these elements involved especially complex and subjective auditor judgments due to the nature and extent of procedures performed, including the extent of specialized skills or knowledge needed.

The primary procedures we performed to address this critical audit matter included:

- Evaluating the reasonableness of management's probability-weighted revenue forecast by examining expected customer demand, historical sales activity, external market data and contradictory evidence from retrospective reviews of prior period forecasts including the probability of achievement of the forecast in future periods.
- Utilizing professionals with specialized skills and knowledge in valuation to: (i) evaluate the appropriateness of the valuation model utilized by management to estimate the fair value of the contingent



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consideration; (ii) assess the reasonableness of the revenue volatility and risk-adjusted discount rate by developing independent estimates using external market data.

/s/ BDO USA, P.C.

We have served as the Company's auditor since 2017.

San Jose, California

June 13, 2024

**GSI TECHNOLOGY, INC.**  
**CONSOLIDATED BALANCE SHEETS**

	March 31,	
	2024	2023
	(In thousands, except share and per share amounts)	
<b>ASSETS</b>		
Cash and cash equivalents	\$ 14,429	\$ 27,212
Short-term investments	—	3,363
Accounts receivable, net	3,118	3,471
Inventories	4,977	6,415
Prepaid expenses and other current assets (\$375 and \$0 from a related party)	1,954	1,414
Assets held for sale	5,629	—
Total current assets	<u>30,107</u>	<u>41,875</u>
Property and equipment, net	1,148	7,423
Operating lease right-of-use assets	1,553	684
Goodwill	7,978	7,978
Intangible assets, net	1,556	1,790
Deposits	122	126
Total assets	<u>\$ 42,464</u>	<u>\$ 59,876</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Accounts payable (\$0 and \$8 to a related party)	\$ 668	\$ 1,621
Lease liabilities, current	567	413
Accrued expenses and other liabilities	4,130	5,168
Total current liabilities	<u>5,365</u>	<u>7,202</u>
Deferred tax liability	14	12
Lease liabilities, non-current	955	238
Contingent consideration, non-current	160	1,052
Total liabilities	<u>6,494</u>	<u>8,504</u>
Commitments and contingencies (Note 9)		
Stockholders' equity:		
Preferred stock: \$0.001 par value authorized: 5,000,000 shares; issued and outstanding: none	—	—
Common Stock: \$0.001 par value authorized: 150,000,000 shares; issued and outstanding: 25,300,372 and 24,685,059 shares, respectively	25	25
Additional paid-in capital	60,598	55,953
Accumulated other comprehensive loss	(87)	(127)
Retained deficit	(24,566)	(4,479)
Total stockholders' equity	<u>35,970</u>	<u>51,372</u>
Total liabilities and stockholders' equity	<u>\$ 42,464</u>	<u>\$ 59,876</u>

The accompanying notes are an integral part of these consolidated financial statements.

**GSI TECHNOLOGY, INC.****CONSOLIDATED STATEMENTS OF OPERATIONS**

	Year Ended March 31,		
	2024	2023	2022
	<b>(In thousands, except per share amounts)</b>		
Net revenues	\$ 21,765	\$ 29,691	\$ 33,384
Cost of revenues (\$125, \$240 and \$397 to a related party)	9,942	12,010	14,847
Gross profit	11,823	17,681	18,537
Operating expenses:			
Research and development	21,689	23,550	24,672
Selling, general and administrative	10,565	9,938	10,218
Total operating expenses	32,254	33,488	34,890
Loss from operations	(20,431)	(15,807)	(16,353)
Interest income, net	541	308	71
Other (expense), net	(127)	(106)	(131)
Loss before income taxes	(20,017)	(15,605)	(16,413)
Provision (benefit) for income taxes	70	372	(45)
Net loss	\$ (20,087)	\$ (15,977)	\$ (16,368)
Net loss per share:			
Basic	\$ (0.80)	\$ (0.65)	\$ (0.67)
Diluted	\$ (0.80)	\$ (0.65)	\$ (0.67)
Weighted average shares used in per share calculations:			
Basic	25,144	24,595	24,303
Diluted	25,144	24,595	24,303

The accompanying notes are an integral part of these consolidated financial statements.

**GSI TECHNOLOGY, INC.**

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS**

	Year Ended March 31,		
	2024	2023	2022
	(In thousands)		
Net loss	\$ (20,087)	\$ (15,977)	\$ (16,368)
Net unrealized gain (loss) on available-for-sale investments	40	27	(134)
Total comprehensive loss	<u>\$ (20,047)</u>	<u>\$ (15,950)</u>	<u>\$ (16,502)</u>

The accompanying notes are an integral part of these consolidated financial statements.

**GSI TECHNOLOGY, INC.**
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**

	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings (Deficit)	Total Stockholders' Equity
	Shares	Amount				
Balance, March 31, 2021	24,020,276	\$ 24	\$ 47,722	\$ (20)	\$ 27,866	\$ 75,592
Issuance of common stock under employee stock option plans	465,963	—	2,368	—	—	2,368
Stock-based compensation expense	—	—	2,993	—	—	2,993
Net loss	—	—	—	—	(16,368)	(16,368)
Net unrealized loss on available-for- sale investments	—	—	—	(134)	—	(134)
Balance, March 31, 2022	24,486,239	24	53,083	(154)	11,498	64,451
Issuance of common stock under employee stock option plans	198,820	1	401	—	—	402
Stock-based compensation expense	—	—	2,469	—	—	2,469
Net loss	—	—	—	—	(15,977)	(15,977)
Net unrealized gain on available-for- sale investments	—	—	—	27	—	27
Balance, March 31, 2023	24,685,059	25	55,953	(127)	(4,479)	51,372
Issuance of common stock under employee stock option plans	482,313	—	1,654	—	—	1,654
Issuance of common stock pursuant to an At-the-Market offering, net of offering costs of \$389	133,000	—	153	—	—	153
Stock-based compensation expense	—	—	2,838	—	—	2,838
Net loss	—	—	—	—	(20,087)	(20,087)
Net unrealized gain on available-for- sale investments	—	—	—	40	—	40
Balance, March 31, 2024	25,300,372	\$ 25	\$ 60,598	\$ (87)	\$ (24,566)	\$ 35,970

The accompanying notes are an integral part of these consolidated financial statements.

## GSI TECHNOLOGY, INC.

## CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year Ended March 31,		
	2024	2023	2022
	(In thousands)		
<b>Cash flows from operating activities:</b>			
Net loss	\$ (20,087)	\$ (15,977)	\$ (16,368)
<b>Adjustments to reconcile net loss to net cash used in operating activities:</b>			
Allowance for credit losses	(16)	(21)	(39)
Provision for excess and obsolete inventories	180	226	402
Non-cash lease expense	576	581	373
Change in fair value of contingent consideration	(892)	(1,685)	(1,487)
Depreciation and amortization	927	1,015	1,004
Stock-based compensation	2,838	2,469	2,993
Amortization of premium on investments	(2)	13	69
<b>Changes in assets and liabilities:</b>			
Accounts receivable	369	1,068	(814)
Inventories	1,258	(1,986)	(714)
Prepaid expenses and other assets	(536)	140	(70)
Accounts payable	(355)	(383)	(127)
Accrued expenses and other liabilities	(1,610)	(2,305)	952
Net cash used in operating activities	<u>(17,350)</u>	<u>(16,845)</u>	<u>(13,826)</u>
<b>Cash flows from investing activities:</b>			
Purchase of investments	—	—	(7,163)
Maturities of short-term investments	3,405	7,000	12,132
Purchases of property and equipment	(645)	(316)	(774)
Net cash provided by investing activities	<u>2,760</u>	<u>6,684</u>	<u>4,195</u>
<b>Cash flows from financing activities:</b>			
Proceeds from issuance of common stock under At-the-Market offering, net of offering costs of \$389	153	—	—
Proceeds from issuance of common stock under employee stock plans	1,654	402	2,368
Net cash provided by financing activities	<u>1,807</u>	<u>402</u>	<u>2,368</u>
Net decrease in cash and cash equivalents	(12,783)	(9,759)	(7,263)
Cash and cash equivalents at beginning of the period	27,212	36,971	44,234
Cash and cash equivalents at end of the period	<u>\$ 14,429</u>	<u>\$ 27,212</u>	<u>\$ 36,971</u>
<b>Non-cash investing and financing activities:</b>			
Purchases of property and equipment through accounts payable and accruals	\$ 598	\$ 564	\$ 34
Operating lease right-of-use assets exchanged for lease obligations	1,445	376	585
<b>Supplemental cash flow information:</b>			
Net cash paid for income taxes	\$ 389	\$ 155	\$ 26

The accompanying notes are an integral part of these consolidated financial statements.

## NOTE 1—THE COMPANY AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### *The Company*

GSI Technology, Inc. (the “Company”) was incorporated in California in March 1995 and reincorporated in Delaware on June 9, 2004. The Company is a provider of high-performance semiconductor memory solutions to networking, industrial, medical, aerospace and military customers. The Company’s products are incorporated primarily in high-performance networking and telecommunications equipment, such as routers, switches, wide area network infrastructure equipment, wireless base stations and network access equipment. In addition, the Company serves the ongoing needs of the military, industrial, test equipment and medical markets for high-performance SRAMs. The Company’s in-place associative computing product is targeted for markets including computer vision, synthetic aperture radar, drug discovery, cybersecurity, and service markets such as NoSQL, Elasticsearch, and OpenSearch, which the Company plans to support with a SaaS solution.

### *Accounting principles*

The consolidated financial statements and accompanying notes were prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”).

### *Basis of consolidation*

The consolidated financial statements include the accounts of the Company’s four wholly owned subsidiaries, GSI Technology Holdings, Inc., GSI Technology (BVI), Inc., GSI Technology Israel Ltd. and GSI Technology Taiwan, Inc. All inter-company transactions and balances have been eliminated in consolidation.

### *Use of estimates*

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Significant estimates are inherent in the preparation of the consolidated financial statements and include obsolete and excess inventory and the valuation of contingent consideration. The uncertainty created by the disruptions in the capital markets as a result of higher interest rates, worldwide inflationary pressures, the evolving conflict in the Middle East, the military conflict in Ukraine and the decline in the global economic environment, has made such estimates more difficult and subjective. Actual results could differ materially from those estimates.

### *Government Agreements*

From time to time, the Company may enter into agreements with federal government agencies. GAAP does not have specific accounting standards covering agreements between the government and business entities. The Company applies International Accounting Standards 20 (“IAS 20”), *Accounting for Government Grants and Disclosure of Government Assistance*, by analogy when accounting for agreements entered into with the government. Under IAS 20, government grants or awards are initially recognized when there is reasonable assurance the conditions of the grant or award will be met and the grant or award will be received. After initial recognition, government grants or awards are recognized on a systematic basis in a manner consistent with the manner in which the Company recognizes the underlying costs for which the grant or award is intended to compensate. The Company follows ASC 832, *Disclosures by Business Entities about Government Assistance*, with respect to the disclosures of government grants or awards.



***Credit Losses—Marketable Securities***

For marketable securities in an unrealized loss position, the Company periodically assesses its portfolio for impairment. The assessment first considers the intent or requirement to sell the marketable security. If either of these criteria are met, the amortized cost basis is written down to fair value through earnings.

Beginning April 1, 2023, if the criteria above are not met, the Company evaluates whether the decline resulted from credit losses or other factors by considering the extent to which fair value is less than amortized cost, any changes to the rating of the marketable security by a rating agency, and any adverse conditions specifically related to the marketable security, among other factors. If this assessment indicates that a credit loss exists, the present value of cash flows expected to be collected from the marketable security is compared to the amortized cost basis of the marketable security. If the present value of cash flows expected to be collected is less than the amortized cost basis, a credit loss exists and an allowance for credit losses is recorded, limited by the amount that the fair value is less than the amortized cost basis. Any other impairment that has not been recorded through an allowance for credit losses is recognized in other comprehensive loss.

***Credit Losses—Accounts Receivable***

Accounts receivable are recorded at the amounts billed less estimated allowances for credit losses for any potential uncollectible amounts. The Company continually monitors customer payments and maintains an allowance for estimated losses resulting from a customer's inability to make required payments. The Company considers factors such as historical experience, credit quality, age of the accounts receivable balances, and economic conditions that may affect a customer's ability to pay. Accounts receivable are written-off and charged against an allowance for credit losses when the Company has exhausted collection efforts without success.

***Risk and uncertainties***

The decline in the global economic environment due to, among other things, higher interest rates and worldwide inflationary pressures has affected the business activities of the Company, its customers, suppliers, and other business partners in the fiscal year ended March 31, 2024.

Our software development and certain regional sales activities for our APU product offerings occur in Israel. Our Vice President, Associative Computing, along with a team of software development experts are based in our Israel facility. This team is needed for the development of the various levels of software required in the use of our APU product offering. Proof of concept customers for our Synthetic Aperture Radar image processing acceleration system are also based in Israel. We are closely monitoring developments in the evolving military conflict with Hamas that began on October 7, 2023, including potential impacts to our business, customers, employees and operations in Israel. At this time, the impact on GSI Technology is uncertain and subject to change given the volatile nature of the situation, but adverse changes in the military conditions in Israel could harm our business and our stock price could decline.

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The Company's revenues have been adversely impacted by changes in customer buying patterns and communication limitations related to COVID-19 restrictions that required a significant number of our customer contacts to work from home. The Company's results for the fiscal years ended March 31, 2024, 2023 and 2022 demonstrated the challenges that the Company has faced during the COVID-19 global pandemic, which has restricted the activities of the Company's sales force and distributors, reduced customer demand and caused the postponement of investment in certain customer sectors. These challenges have also impacted the Company as it entered new markets and engaged with target customers to sell its new APU product. Industry conferences and on-site training workshops, which are typically used for building a sales pipeline, were limited, due to COVID-19 related restrictions. The Company adapted its sales strategies for the COVID-19 environment, where it could not do face-to-face meetings and conduct secure meetings with government and defense customers.

The Company believes that during the next 12 months disruptions in the capital markets as a result of higher interest rates, worldwide inflationary pressures and the decline in the global economic environment could impact general economic activity and demand in the Company's end markets. Additionally, fluctuations in customer demand due to previous buffer stock purchases during the semiconductor supply shortage may negatively impact near-term revenues.

The Company buys all of its SRAM wafers, an integral component of its products, from a single supplier and is also dependent on independent suppliers to assemble and test its products. During the years ended March 31, 2024, 2023 and 2022, all of the wafers used in the Company's SRAM products were supplied by Taiwan Semiconductor Manufacturing Company Limited, or TSMC. If this supplier fails to satisfy the Company's requirements on a timely basis at competitive prices, the Company could suffer manufacturing delays, a possible loss of revenues, or higher cost of revenues, any of which could adversely affect operating results.

A majority of the Company's net revenues come from sales to customers in the networking and telecommunications equipment industry. A decline in demand in this industry could have a material adverse effect on the Company's operating results and financial condition.

Because much of the manufacturing and testing of the Company's products is conducted in Taiwan, its business performance may be affected by changes in Taiwan's political, social and economic environment. For example, any political instability or restrictions on transportation logistics for our products that result from the relationship among the United States, Taiwan and the People's Republic of China could damage the Company's business. Moreover, the role of the Taiwanese government in the Taiwanese economy is significant. Taiwanese policies toward economic liberalization, and laws and policies affecting technology companies, foreign investment, currency exchange rates, taxes and other matters could change, resulting in greater restrictions on the Company's and its suppliers' ability to do business and operate facilities in Taiwan. If any of these risks were to occur, the Company's business could be harmed.

Some of the Company's suppliers and the Company's two principal operations are located near fault lines. In the event of a major earthquake, typhoon or other natural disaster near the facilities of any of these suppliers or the Company, the Company's business could be harmed.

From time to time, the Company is involved in legal actions. There are many uncertainties associated with any litigation, and the Company may not prevail. If information becomes available that causes us to determine that a loss in any of the Company's pending litigation, or the settlement of such litigation, is probable, and we can reasonably estimate the loss associated with such events, we will record the loss in accordance with GAAP. However, the actual liability in any such litigation may be materially different from the Company's estimates, which could require us to record additional costs.

### ***Revenue recognition***

The Company recognizes revenue when control of the promised goods or services is transferred to its customers, in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. Under this criteria, revenue from the sale of products is generally recognized upon shipment according to the Company's shipping terms, net of accruals for estimated variable consideration resulting from sales returns and allowances based on historical experience.

### ***Cash and cash equivalents***

Cash and cash equivalents include cash in demand accounts and highly liquid investments purchased with an original or remaining maturity of three months or less at the date of purchase, stated at cost, which approximates their fair value.

### ***Short-term investments***

All of the Company's short-term investments are classified as available-for-sale. Available-for-sale debt securities with maturities greater than twelve months are classified as long-term investments when they are not intended for use in current operations. Investments in available-for-sale securities are reported at fair value with unrecognized gains (losses), net of tax, as a component of "Accumulated other comprehensive loss" on the Consolidated Balance Sheets.

### ***Concentration of credit risk***

Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash, cash equivalents and short-term investments and accounts receivable. The Company places its cash primarily in checking, certificate of deposit, and money market accounts with reputable financial institutions, and by policy, limits the amount of credit exposure with any one financial institution or commercial issuer. The Company's accounts receivables are derived primarily from revenue earned from customers located in the U.S. and Asia. The Company performs ongoing credit evaluations of its customers' financial condition and, generally, requires no collateral from its customers. The Company maintains an allowance for credit losses based upon the expected collectability of accounts receivable. There were no write offs of accounts receivable in the years ended March 31, 2024, 2023 or 2022.

At March 31, 2024, three customers accounted for 46%, 18% and 14% of accounts receivable, and for the year then ended, two customers accounted for 51% and 14% of net revenues. At March 31, 2023, three customers accounted for 36%, 25% and 19% of accounts receivable, and for the year then ended, three customers accounted for 48%, 17% and 10% of net revenues. For the year ended March 31, 2022, four customers accounted for 38%, 17%, 16% and 11% of net revenues.

### ***Inventories***

Inventories are stated at the lower of cost or net realizable value, cost being determined on a weighted average basis. Inventory write-down allowances are established when conditions indicate that the selling price could be less than cost due to physical deterioration, obsolescence of certain products based on changes in technology and demand, changes in price levels, or other causes. These allowances, once recorded, result in a new cost basis for the related inventory. These allowances are also considered for excess inventory generally based on inventory levels in excess of 12 months of forecasted customer demand based on historical sales and expected future orders, as estimated by management, for each specific product. The allowance is not reversed until the inventory is sold or disposed.

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The Company recorded write-downs of excess and obsolete inventories of \$180,000, \$226,000 and \$402,000, respectively, in fiscal 2024, 2023 and 2022.

***Property and equipment, net***

Property and equipment are stated at cost. Depreciation is computed using the straight-line method over the estimated useful lives of the assets as presented below:

Software	3 to 5 years
Computer and other equipment	5 to 10 years
Building and building improvements	10 to 25 years
Furniture and fixtures	7 years

Leasehold improvements are amortized using the straight-line method over the shorter of the estimated useful lives of the assets or the remaining lease term of the respective assets. Gains or losses on disposals of property and equipment are recorded within loss from operations. Costs of repairs and maintenance are included as part of operating expenses unless they are incurred in relation to major improvements to existing property and equipment, at which time they are capitalized.

***Operating Leases***

The Company determines if an arrangement is a lease at inception. Operating leases are included in operating lease right-of-use ("ROU") assets, lease liabilities, current and lease liabilities, non-current on the Company's Consolidated Balance Sheets. The Company did not identify any finance leases as of March 31, 2024 and 2023.

Operating lease ROU assets and operating lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term at commencement date. As the Company's leases do not provide an implicit rate, the Company uses an estimate of its incremental borrowing rate based on observed market data and other information available at the lease commencement date. The operating lease ROU assets also include any lease payments made and exclude lease incentives. Lease terms may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise such options. The Company does not record leases on the Consolidated Balance Sheet with a term of one year or less. The Company does not separate lease and non-lease components but rather accounts for each separate component as a single lease component for all underlying classes of assets. Variable lease payments are expensed as incurred and are not included within the operating lease ROU asset and lease liability calculation. Variable lease payments primarily include reimbursements of costs incurred by lessors for common area maintenance and utilities. Lease expense for minimum operating lease payments is recognized on a straight-line basis over the lease term.

***Impairment of long-lived assets***

Long-lived assets held and used by the Company are reviewed for impairment whenever events or changes in circumstances indicate that their net book value may not be recoverable. If the sum of the expected future cash flows (undiscounted and before interest) from the use of the assets is less than the net book value of the asset an impairment could exist and the amount of the impairment loss, if any, will generally be measured as the difference between the net book value of the assets and their estimated fair values. There were no impairment losses recognized during the years ended March 31, 2024, 2023 or 2022.

### ***Goodwill and intangible assets***

Goodwill is not amortized but is tested for impairment on an annual basis or whenever events or changes in circumstances indicate that the carrying amount of these assets may not be recoverable.

The Company assesses goodwill for impairment on an annual basis on the last day of February in the fourth quarter of its fiscal year and if certain events or circumstances indicate that an impairment loss may have been incurred, on an interim basis. The Company has one reporting unit. Impairment is recognized if the carrying value of the net assets of the reporting unit exceeds the fair value of the reporting unit, with the impairment loss not to exceed the amount of goodwill allocated to the reporting unit.

Intangible assets with finite useful lives are amortized over their estimated useful lives, generally on a straight-line basis over five to fifteen years. The Company reviews identifiable amortizable intangible assets for impairment whenever events or changes in circumstances indicate that the carrying value of the assets may not be recoverable. Determination of recoverability is based on the lowest level of identifiable estimated undiscounted cash flows resulting from use of the asset group and its eventual disposition. Measurement of any impairment loss is based on the excess of the carrying value of the asset over its fair value. The Company identified a potential impairment indicator for the finite lived intangible assets and performed a recoverability test by comparing the sum of the estimated undiscounted future cash flows of the asset group to the carrying amount as of December 31, 2023 and March 31, 2023. The result of the recoverability test indicated that the sum of the expected future cash flows was greater than the carrying amount of the finite lived intangible assets. There were no impairment indicators noted as of March 31, 2024.

### ***Research and development***

Research and development expenses are related to new product designs, including, salaries, stock-based compensation, contractor fees, preproduction masks, and allocation of corporate costs and are charged to the statement of operations as incurred.

### ***Income taxes***

The Company accounts for income taxes under the liability method, whereby deferred tax assets and liabilities are determined based on the difference between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to affect taxable income. Valuation allowances are established when it is more likely than not that the deferred tax asset will not be realized. Due to historical losses in the U.S., the Company has a full valuation allowance on its U.S. federal and state deferred tax assets. As of March 31, 2024 and 2023, the Company's net deferred tax assets of \$20.2 and \$17.5 million, respectively, were subject to a valuation allowance of \$20.2 and \$17.5 million, respectively. Management continues to evaluate the realizability of deferred tax assets and the related valuation allowance.

Authoritative guidance prescribes a comprehensive model for how a company should recognize, measure, present, and disclose in its financial statements uncertain tax positions that the Company has taken or expects to take on a tax return (including a decision whether to file or not to file a return in a particular jurisdiction). Under the guidance, the financial statements will reflect expected future tax consequences of such positions presuming the taxing Authorities' full knowledge of the position and all relevant facts, but without considering time values. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation process, if any. The second step is to measure the tax benefit as the largest amount that is more than 50% likely of being realized upon ultimate settlement.

The Company's policy is to include interest and penalties related to unrecognized tax benefits within the provision for income taxes in the Consolidated Statements of Operations

***Shipping and handling costs***

The Company records costs related to shipping and handling in cost of revenues.

***Advertising expense***

Advertising costs are charged to expense in the period incurred. Advertising expense was not material for the years ended March 31, 2024, 2023 and 2022.

***Foreign currency transactions***

The U.S. dollar is the functional currency for all of the Company's foreign operations. Foreign currency transaction gains and losses, resulting from transactions denominated in currencies other than U.S. dollars are included in the Consolidated Statements of Operations. These gains and losses were not material for the years ended March 31, 2024, 2023 or 2022.

***Segments***

Segment reporting is based on the "management approach," following the method that management organizes the Company's reportable segments for which separate financial information is made available to, and evaluated regularly by, the chief operating decision maker in allocating resources and in assessing performance. The Company's chief operating decision maker is its Chief Executive Officer ("CEO"), who makes the decision on allocating resources and in assessing performance. The CEO reviews the Company's consolidated results as one operating segment. In making operating decisions, the CEO primarily considers consolidated financial information, accompanied by disaggregated information about revenues by customers and product. All of the Company's principal operations and decision-making functions are located in the U.S. The Company's CEO views its operations, manages its business, and uses one measurement of profitability for the one operating segment, which designs, develops and sells integrated circuits.

***Accounting for stock-based compensation***

Stock-based compensation expense recognized in the Consolidated Statements of Operations is based on options ultimately expected to vest, reduced by the amount of estimated forfeitures. The Company chose the straight-line method of allocating compensation cost over the requisite service period of the related award according to authoritative guidance. The Company calculates the expected term based on the historical average period of time that options were outstanding as adjusted for expected changes in future exercise patterns, which, for options granted in fiscal 2024, 2023 and 2022 resulted in an expected term of approximately 4.5 to 4.9 years, 4.6 to 5.0 years and 5.0 years, respectively. The Company uses its historical volatility to estimate expected volatility. The risk-free interest rate is based on the U.S. Treasury yields in effect at the time of grant for periods corresponding to the expected life of the options. The dividend yield is 0%, based on the fact that the Company has never paid dividends and has no present intention to pay dividends. Changes to these assumptions may have a significant impact on the results of operations.

Authoritative guidance requires cash flows, if any, resulting from the tax benefits from tax deductions in excess of the compensation cost recognized for those options (excess tax benefits) to be classified as financing cash flows in the Consolidated Statements of Cash Flows.

### ***Comprehensive loss***

Comprehensive loss is defined to include all changes in stockholders' equity during a period except those resulting from investments by owners and distributions to owners. For the years ended March 31, 2024, 2023 and 2022, comprehensive loss was \$20.0 million, \$16.0 million and \$16.5 million, respectively.

### ***Asset sale and leaseback transaction***

On April 2, 2024, the Company entered into a purchase and sale agreement (the "Agreement") with D.R. Stephens & Company, LLC, as purchaser, to sell the Company's 1213 Elko Drive property in Sunnyvale, California (the "Sunnyvale Property") for \$11.9 million in cash. On May 21, 2024 the purchase price was revised to \$11.7 million. The net proceeds will be reduced by transaction commissions and expenses payable by the Company and incurred in connection with the sale. The Sunnyvale Property consists of approximately 44,277 square feet of industrial and office space where the Company has its headquarters and distribution facilities. The Agreement contains customary representations, warranties, covenants and closing conditions. The Agreement can be terminated by the purchaser for any reason during the purchaser's 45-day diligence period.

The Company further agreed that upon closing, the Company will enter into a lease agreement (the "Lease") and lease all of the Sunnyvale Property from the purchaser that it currently occupies for an initial term of ten years from the closing of the sale of the Sunnyvale Property. The Company has the option to renew the term of the Lease for two additional five-year periods. Pursuant to the Lease, the Company is responsible for base rent initially at a rate of approximately \$90,768 per month and the monthly operational expenses, such as maintenance, insurance, property taxes and utilities. The rental rate will increase three percent (3%) per year beginning on the first anniversary of the closing.

The closing of the transaction occurred in June 2024. In connection with the transaction, the Company presented the net book value of the real property of \$5.6 million as assets held for sale in the Consolidated Balance Sheets as of March 31, 2024.

### ***Accounting pronouncements effective for fiscal 2024***

In June 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2016-13, "*Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments.*" ASU 2016-13 replaces the incurred loss impairment methodology in current GAAP with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates. For trade and other receivables, loans, and other financial instruments, the Company is required to use a forward-looking expected loss model rather than the incurred loss model for recognizing credit losses which reflects losses that are probable. Credit losses relating to available-for-sale debt securities are recorded through an allowance for credit losses rather than as a reduction in the amortized cost basis of the securities. ASU 2016-13 is effective for fiscal years beginning after December 15, 2022, including interim periods within those fiscal years. Application of the amendments is through a cumulative-effect adjustment to retained earnings as of the effective date. Adoption of this standard on April 1, 2023 did not have a material impact on the Company's consolidated financial statements and related disclosures.

### ***Accounting pronouncements not yet adopted by the Company***

In November 2023, the FASB issued ASU No. 2023-07, "*Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures,*" which will require the Company to disclose segment expenses that are significant and regularly provided to the Company's chief operating decision maker ("CODM"). In addition, ASU 2023-07 will require the Company to disclose the title and position of its CODM and how the CODM uses segment profit or loss

information in assessing segment performance and deciding how to allocate resources. The Company is currently evaluating the effect that the updated standard will have on the Company's financial statement disclosures.

## **NOTE 2 —REVENUE RECOGNITION**

The Company determines revenue recognition through the following steps: (1) identification of the contract with a customer; (2) identification of the performance obligations in the contract; (3) determination of the transaction price; (4) allocation of the transaction price to the performance obligations in the contract; and (5) recognition of revenue when, or as, we satisfy a performance obligation.

The Company's customer contracts, which may be in the form of purchase orders, contracts or purchase agreements, contain performance obligations for delivery of agreed upon products. Delivery of all performance obligations contained within a contract with a customer typically occurs at the same time (or within the same accounting period). Transfer of control occurs at the point at which delivery has occurred, title and the risks and rewards of ownership have passed to the customer, and the Company has a right to payment. The Company recognizes revenue upon shipment of the product.

Because all of the Company's performance obligations relate to contracts with a duration of less than one year, the Company elected to apply the optional exemption practical expedient and, therefore, is not required to disclose the aggregate amount of the transaction price allocated to performance obligations that are unsatisfied or partially unsatisfied at the end of the reporting period.

The Company adjusts the transaction price for variable consideration. Variable consideration is not typically significant and primarily results from stock rotation rights and quick pay discounts provided to certain distributors. As a practical expedient, the Company is recognizing the incremental costs of obtaining a contract, specifically commission expenses that have a period of benefit of less than twelve months, as an expense when incurred. Additionally, the Company has adopted an accounting policy to recognize shipping costs that occur after control transfers to the customer as a fulfillment activity.

The Company's contracts with customers do not typically include extended payment terms. Payment terms vary by contract type and type of customer and generally range from 30 to 60 days from shipment. Additionally, the Company has right to payment upon shipment.

The Company records revenue net of sales tax, value added tax, excise tax and other taxes collected concurrent with product sales. The impact of such taxes on product sales is immaterial.

The Company warrants its products to be free of defects generally for a period of three years. The Company estimates its warranty costs based on historical warranty claim experience and includes such costs in cost of revenues. Warranty costs and the accrued warranty liability were not material as of March 31, 2024 and 2023.

Substantially all of the Company's revenue is derived from sales of SRAM products which represented approximately 99%, 97% and 97% of total revenues in the years ended March 31, 2024, 2023 and 2022, respectively.

Nokia, the Company's largest customer, purchases products directly from the Company and through contract manufacturers and distributors. Based on information provided to the Company by its contract manufacturers and distributors, purchases by Nokia represented approximately 21%, 17% and 29% of the Company's net revenues in fiscal 2024, 2023 and 2022, respectively.



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See “Note 13 - Segment and Geographic Information” for revenue by shipment destination.

The following table presents the Company’s revenue disaggregated by customer type.

	Year Ended March 31,		
	2024	2023	2022
	(In thousands)		
Contract manufacturers	\$ 4,450	\$ 5,882	\$ 10,354
Distribution	16,636	23,023	22,289
OEMs	679	786	741
	<u>\$ 21,765</u>	<u>\$ 29,691</u>	<u>\$ 33,384</u>

**NOTE 3—NET LOSS PER COMMON SHARE**

The Company uses the treasury stock method to calculate the weighted average shares used in computing diluted net loss per share. The following table sets forth the computation of basic and diluted net loss per share:

	Year Ended March 31,		
	2024	2023	2022
	(In thousands, except per share amounts)		
Net loss	<u>\$ (20,087)</u>	<u>\$ (15,977)</u>	<u>\$ (16,368)</u>
Denominators:			
Weighted average shares—Basic	25,144	24,595	24,303
Dilutive effect of employee stock options	—	—	—
Dilutive effect of employee stock purchase plan options	—	—	—
Weighted average shares—Dilutive	<u>25,144</u>	<u>24,595</u>	<u>24,303</u>
Net loss per common share—Basic	<u>\$ (0.80)</u>	<u>\$ (0.65)</u>	<u>\$ (0.67)</u>
Net loss per common share—Diluted	<u>\$ (0.80)</u>	<u>\$ (0.65)</u>	<u>\$ (0.67)</u>

The following shares of common stock (determined on a weighted average basis) were excluded from the computation of diluted net loss per common share as they had an anti-dilutive effect:

	Year Ended March 31,		
	2024	2023	2022
	(In thousands)		
Shares underlying options and ESPP shares	<u>7,930</u>	<u>8,531</u>	<u>6,405</u>

**NOTE 4—BALANCE SHEET DETAIL**

	March 31,	
	2024	2023
	(In thousands)	
Inventories:		
Work-in-progress	\$ 2,865	\$ 3,629
Finished goods	2,112	2,767
Inventory at distributors	—	19
	<u>\$ 4,977</u>	<u>\$ 6,415</u>

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	March 31,	
	2024	2023
(In thousands)		
Accounts receivable, net:		
Accounts receivable	\$ 3,162	\$ 3,531
Less: Allowances for credit losses	(44)	(60)
	<u>\$ 3,118</u>	<u>\$ 3,471</u>

	March 31,	
	2024	2023
(In thousands)		
Prepaid expenses and other current assets:		
Prepaid tooling and masks	\$ 668	\$ 333
Other receivables	215	156
Other prepaid expenses and other current assets	1,071	925
	<u>\$ 1,954</u>	<u>\$ 1,414</u>

	March 31,	
	2024	2023
(In thousands)		
Property and equipment, net:		
Computer and other equipment	\$ 18,555	\$ 19,188
Software	4,428	4,428
Land	—	3,900
Building and building improvements	—	3,741
Furniture and fixtures	102	102
Leasehold improvements	927	910
	<u>24,012</u>	<u>32,269</u>
Less: Accumulated depreciation	<u>(22,864)</u>	<u>(24,846)</u>
	<u>\$ 1,148</u>	<u>\$ 7,423</u>

Depreciation expense was \$693,000, \$782,000 and \$771,000 for the years ended March 31, 2024, 2023 and 2022, respectively.

The following table summarizes the components of intangible assets and related accumulated amortization balances at March 31, 2024 and 2023, respectively (in thousands):

	As of March 31, 2024		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Intangible assets:			
Product designs	\$ 590	\$ (590)	\$ —
Patents	4,220	(2,664)	1,556
Software	80	(80)	—
Total	<u>\$ 4,890</u>	<u>\$ (3,334)</u>	<u>\$ 1,556</u>

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	As of March 31, 2023		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
<b>Intangible assets:</b>			
Product designs	\$ 590	\$ (590)	\$ —
Patents	4,220	(2,430)	1,790
Software	80	(80)	—
<b>Total</b>	<b>\$ 4,890</b>	<b>\$ (3,100)</b>	<b>\$ 1,790</b>

Amortization of intangible assets of \$234,000, \$233,000 and \$233,000 was included in cost of revenues for the years ended March 31, 2024, 2023 and 2022, respectively.

As of March 31, 2024, the estimated future amortization expense of intangible assets in the table above is as follows (in thousands):

<b><u>Fiscal year ending March 31,</u></b>	
2025	\$ 233
2026	233
2027	233
2028	233
2029	233
Thereafter	391
<b>Total</b>	<b>\$ 1,556</b>

	March 31,	
	2024	2023
(In thousands)		
<b>Accrued expenses and other liabilities:</b>		
Accrued compensation	\$ 3,173	\$ 3,441
Accrued commissions	180	214
Income taxes payable	10	345
Miscellaneous accrued expenses	767	1,168
	<b>\$ 4,130</b>	<b>\$ 5,168</b>

On November 30, 2022, the Company announced cost reduction initiatives which included an approximate 15% reduction in the Company's global workforce. The Company incurred \$0.3 million in severance related charges during fiscal 2023 including \$0.1 million recorded as cost of revenues and \$0.2 million recorded as selling, general and administrative expense in the condensed consolidated statements of operations. There were no severance charges incurred during the year ended March 31, 2024.

**NOTE 5—GOODWILL**

Goodwill represents the difference between the purchase price and the estimated fair value of the identifiable assets acquired and liabilities assumed in a business combination. The Company tests for goodwill impairment on an annual basis, or more frequently if events or changes in circumstances indicate that the asset is more likely than not impaired. The Company has one reporting unit. The Company assesses goodwill for impairment on an annual basis on the last day of February in the fourth quarter of its fiscal year.

The Company had a goodwill balance of \$8.0 million as of both March 31, 2024 and 2023. The goodwill resulted from the acquisition of MikaMonu Group Ltd. (“MikaMonu”) in fiscal 2016.

The Company completed its annual impairment test during the fourth quarter of fiscal 2024 and concluded that there was no impairment, as it was more likely than not that the fair value of its sole reporting unit exceeded its carrying value and the performance of a quantitative impairment test was not required.

**NOTE 6—INCOME TAXES**

Loss before income taxes and the provision for income taxes consists of the following:

	Year Ended March 31,		
	2024	2023	2022
	(In thousands)		
Loss before income taxes:			
U.S.	\$ (12,414)	\$ (10,992)	\$ (11,132)
Foreign	(7,603)	(4,613)	(5,281)
	<u>\$ (20,017)</u>	<u>\$ (15,605)</u>	<u>\$ (16,413)</u>
Current income tax expense (benefit):			
U.S. federal	\$ —	\$ —	\$ —
Foreign	67	382	(48)
State	1	1	1
	<u>68</u>	<u>383</u>	<u>(47)</u>
Deferred income tax expense (benefit):			
U.S. federal	2	(7)	2
State	—	(4)	—
	<u>2</u>	<u>(11)</u>	<u>2</u>
Provision (benefit) for income taxes	<u>\$ 70</u>	<u>\$ 372</u>	<u>\$ (45)</u>

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The provision for income tax differs from the amount of income tax determined by applying the applicable U.S. statutory income tax rate to pre-tax loss as follows:

	Year Ended March 31,		
	2024	2023	2022
	(In thousands)		
U.S. Federal taxes at statutory rate	\$ (4,204)	\$ (3,277)	\$ (3,447)
State taxes, net of federal benefit	1	(3)	1
Stock-based compensation	408	463	605
Tax credits	(530)	(487)	(497)
Foreign tax rate differential	1,663	1,350	1,277
GILTI tax	232	1,262	—
Tax remeasurement	—	—	(220)
Non-deductible expenses and other	2	1	4
	(2,428)	(691)	(2,277)
Valuation allowance	2,498	1,063	2,232
	<u>\$ 70</u>	<u>\$ 372</u>	<u>\$ (45)</u>

Deferred tax assets and deferred tax liabilities consist of the following:

	March 31,	
	2024	2023
	(In thousands)	
Deferred tax assets:		
Tax credits	\$ 9,572	\$ 8,714
Net operating losses	4,807	4,064
Capitalized research and development	3,407	2,106
Stock-based compensation	1,168	1,119
Property and equipment	474	551
Unrecognized gains	—	10
Other reserves and accruals	748	1,073
Total deferred tax assets	20,176	17,637
Less valuation allowance	(20,165)	(17,480)
Deferred tax assets, net	11	157
Deferred tax liabilities:		
Leased assets	(25)	(169)
Total deferred tax liabilities	(25)	(169)
Net deferred tax liability	<u>\$ (14)</u>	<u>\$ (12)</u>

The Company currently intends to indefinitely reinvest earnings in operations outside the United States. No provision has been made for state income taxes that might be payable upon remittance of such earnings, nor is it practicable to determine the amount of such potential liability.

As of March 31, 2024 and 2023, \$3.9 million and \$3.7 million, respectively, of unrecognized tax benefits had been recorded as a reduction to net deferred tax assets. It is possible, however, that some months or years may elapse

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before an uncertain position for which the Company has established a reserve is resolved. A reconciliation of unrecognized tax benefits is as follows:

	Year Ended March 31,		
	2024	2023	2022
	(In thousands)		
Unrecognized tax benefits, beginning of period	\$ 3,723	\$ 3,502	\$ 3,273
Additions based on tax positions related to current year	225	221	229
Unrecognized tax benefits, end of period	<u>\$ 3,948</u>	<u>\$ 3,723</u>	<u>\$ 3,502</u>

There is no unrecognized tax benefit balance as of March 31, 2024 that would affect the Company's effective tax rate if recognized after considering the valuation allowance. At March 31, 2024, due to the Company's valuation allowance in the United States, there was no net income tax effect related to Global intangible low-taxed income ("GILTI") in the Company's fiscal year ended March 31, 2024.

Management believes that within the next twelve months the Company could have a reduction in uncertain tax benefits of up to \$767,000, including interest and penalties, as a result of the lapse of statute of limitations.

The Company's federal and state net operating loss carryforwards for income tax purposes are approximately \$16.5 million and \$23.1 million, respectively, at March 31, 2024. The Company's federal net operating loss carryforwards do not expire and the Company's state tax net operating loss carryforwards expire beginning in 2034. The Company's federal and state tax credit carryforwards for income tax purposes are approximately \$5.2 million and \$5.6 million respectively, at March 31, 2024. The Company's federal tax credit carryforwards expire beginning in 2033. The Company's state tax credit carryforwards have no expiration date. Utilization of the Company's net operating loss carryforwards and research tax credit carryforwards may be subject to substantial annual limitations due to the ownership change limitations provided by the Internal Revenue Code and similar state provisions. The annual limitation could result in the expiration of the net operating loss carryforwards and research tax credit carryforwards before utilization. The Company has not performed an analysis to determine if a limitation applies and whether the limitation would cause the net operating losses to expire unutilized.

Due to historical losses in the U.S., the Company has a full valuation allowance on its U.S. federal and state deferred tax assets. As of March 31, 2024 and 2023, the Company's net deferred tax assets of \$20.2 million and \$17.5 million, respectively, were subject to a valuation allowance of \$20.2 million and \$17.5 million, respectively. The net valuation allowance increased by \$2.7 million and \$1.3 million in fiscal 2024 and 2023, respectively. As of March 31, 2024 and 2023, the Company's net deferred tax liabilities were \$14,000 and \$12,000, respectively. The deferred tax assets consist primarily of the tax credits and federal and state net operating losses. Realization of deferred tax assets is dependent upon future taxable income, if any, the amount and timing of which are uncertain. In assessing the realizability of deferred tax assets, management determined that it is more likely than not that no deferred tax assets will be realized. Therefore, the Company has provided a full valuation allowance against these deferred tax assets.

The Company is subject to taxation in the United States and various state and foreign jurisdictions. Fiscal years 2013 through 2022 remain open to examination by the federal tax authorities and fiscal years 2012 through 2022 remain open to examination by the state of California. Fiscal years 2020, 2021, 2022 and 2023 are subject to audit by the Israeli tax authorities.

## NOTE 7—FINANCIAL INSTRUMENTS

### *Fair value measurements*

Authoritative accounting guidance for fair value measurements provides a framework for measuring fair value and related disclosures. The guidance applies to all financial assets and financial liabilities that are measured on a recurring basis. The guidance requires fair value measurement to be classified and disclosed in one of the following three categories:

Level 1: Valuations based on quoted prices in active markets for identical assets and liabilities. The fair value of available-for-sale securities included in the Level 1 category is based on quoted prices that are readily and regularly available in an active market. As of March 31, 2024, the Level 1 category included money market funds of \$5.7 million, which were included in cash and cash equivalents on the Consolidated Balance Sheets.

Level 2: Valuations based on observable inputs (other than Level 1 prices), such as quoted prices for similar assets at the measurement date; quoted prices in markets that are not active; or other inputs that are observable, either directly or indirectly. The fair value of available-for-sale securities included in the Level 2 category is based on the market values obtained from an independent pricing service that were evaluated using pricing models that vary by asset class and may incorporate available trade, bid and other market information and price quotes from well-established independent pricing vendors and broker-dealers. There were no short-term or long-term investments as of March 31, 2024.

Level 3: Valuations based on inputs that are unobservable and involve management judgment and the reporting entity's own assumptions about market participants and pricing. As of March 31, 2024, the Company's Level 3 financial instruments measured at fair value on the Consolidated Balance Sheets consisted of the contingent consideration liability related to the MikaMonu acquisition. The fair value of the contingent consideration liability was initially determined as of the acquisition date using unobservable inputs. These inputs include the estimated amount and timing of future revenues, the probability of achievement of the revenue forecast, revenue volatility and a risk-adjusted discount rate of approximately 14.8% used to adjust the probability-weighted cash flow payments to their present value. Significant increases (decreases) to the estimated amount and timing of future revenues or the probability of achievement of the revenue forecast would result in a significantly higher (lower) fair value measurement. Conversely, a significant increase (decrease) in the risk-adjusted discount rate would result in a significantly (lower) higher fair value measurement. Generally, changes used in the assumptions for future revenues and probability of achievement of the revenue forecast would be accompanied by a directionally similar change in the fair value measurement and expense. Conversely, changes in the risk-adjusted discount rate would be accompanied by a directionally opposite change in the related fair value measurement and expense. The continued appropriateness of the Monte Carlo valuation model selected or any decision to change the valuation model may also lead to changes in fair value measurement. Subsequent to the acquisition date, at each reporting period, the contingent consideration liability is re-measured to fair value with changes recorded in selling, general and administrative expenses in the Consolidated Statements of Operations. During the most recent re-measurement of the contingent consideration liability as of March 31, 2024, the Company used a risk-adjusted discount rate of approximately 16.1% to adjust the probability-weighted cash flows to their present value using probabilities ranging from 25% to 75% for the remaining contingent events. The contingent consideration liability is included in contingent consideration, non-current on the Consolidated Balance Sheet at March 31, 2024 and 2023 in the amount of \$160,000 and \$1.1 million, respectively.

Refer to Note 14, "Acquisition" for more information.

The fair value of financial assets and liabilities measured on a recurring basis is as follows (in thousands):

	March 31, 2024	Fair Value Measurements at Reporting Date Using		
		Quoted Prices in Active Markets for Identical Assets and Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Assets:</b>				
Money market funds	\$ 5,676	\$ 5,676	\$ —	\$ —
Marketable securities	—	—	—	—
<b>Total</b>	<b>\$ 5,676</b>	<b>\$ 5,676</b>	<b>\$ —</b>	<b>\$ —</b>
<b>Liabilities:</b>				
Contingent consideration	\$ 160	\$ —	\$ —	\$ 160

	March 31, 2023	Fair Value Measurements at Reporting Date Using		
		Quoted Prices in Active Markets for Identical Assets and Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Assets:</b>				
Money market funds	\$ 7,796	\$ 7,796	\$ —	\$ —
Marketable securities	3,363	—	3,363	—
<b>Total</b>	<b>\$ 11,159</b>	<b>\$ 7,796</b>	<b>\$ 3,363</b>	<b>\$ —</b>
<b>Liabilities:</b>				
Contingent consideration	\$ 1,052	\$ —	\$ —	\$ 1,052

The following table sets forth the changes in fair value of contingent consideration for the fiscal years ended March 31, 2024, 2023 and 2022, respectively:

	Year Ended March 31,		
	2024	2023	2022
	(In thousands)		
Contingent consideration, beginning of period	\$ 1,052	\$ 2,738	\$ 4,225
Change due to accretion	108	222	88
Re-measurement of contingent consideration	(1,000)	(1,908)	(1,575)
Contingent consideration, end of period	<u>\$ 160</u>	<u>\$ 1,052</u>	<u>\$ 2,738</u>

***Short-term and long-term investments***

All of the Company's short-term investments are classified as available-for-sale. Available-for-sale debt securities with maturities greater than twelve months are classified as long-term investments when they are not intended for use in current operations. Investments in available-for-sale securities are reported at fair value with unrecognized gains (losses), net of tax, as a component of accumulated other comprehensive loss on the Consolidated Balance Sheets. The Company had money market funds of \$5.7 million and \$7.8 million at March 31, 2024 and March 31, 2023, respectively, included in cash and cash equivalents on the Consolidated Balance Sheets.



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The following table summarizes the Company's available-for-sale investments. There were no available-for-sale investments at March 31, 2024.

	March 31, 2023			
	Cost	Gross	Gross	Fair Value
		Unrealized Gains	Unrealized Losses	
(In thousands)				
<b>Short-term investments:</b>				
Certificates of deposit	\$ 1,750	\$ —	\$ (13)	\$ 1,737
Supranational obligations	654	—	(17)	637
Agency bonds	999	—	(10)	989
<b>Total short-term investments</b>	<b>\$ 3,403</b>	<b>\$ —</b>	<b>\$ (40)</b>	<b>\$ 3,363</b>

The following table shows the gross unrealized losses and fair value of the Company's investments with unrealized losses aggregated by investment category and length of time that individual securities have been in a continuous loss position as of March 31, 2023.

	March 31, 2023					
	Less Than 12 Months		12 Months or Greater		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
(In thousands)						
Certificates of deposit	\$ —	\$ —	\$ 1,737	\$ (13)	\$ 1,737	\$ (13)
Agency bonds	—	—	990	(10)	990	(10)
Supranational obligations	—	—	636	(17)	636	(17)
	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 3,363</b>	<b>\$ (40)</b>	<b>\$ 3,363</b>	<b>\$ (40)</b>

The Company's investment portfolio consists of both corporate and governmental securities that have a maximum maturity of three years. All unrealized gains and losses are due to changes in interest rates and bond yields. Subject to normal credit risks, the Company has the ability to realize the full value of all these investments upon maturity.

At March 31, 2023, the deferred tax asset related to unrecognized gains and losses on short-term and long-term investments was \$10,000.

**NOTE 8—LEASES**

The Company has operating leases for corporate offices, and research and development facilities. The Company's leases have remaining lease terms of 29 months to 37 months, one of which includes an option to extend for 5 years.

Supplemental balance sheet information related to leases was as follows:

	As of March 31, 2024	As of March 31, 2023
	(In thousands)	
<b>Operating Leases</b>		
Operating lease right-of-use assets	\$ 1,553	\$ 684
Lease liabilities-current	\$ 567	\$ 413
Lease liabilities-non-current	955	238
Total operating lease liabilities	\$ 1,522	\$ 651

The following table provides the details of lease costs:

	Year Ended March 31,	
	2024	2023
	(In thousands)	
Operating lease cost	\$ 572	\$ 592
Short-term lease cost	32	31
	\$ 604	\$ 623

The following table provides other information related to leases:

	Year Ended March 31,	
	2024	2023
	(In thousands)	
Cash paid for amounts included in the measurement of lease liabilities		
Operating cash flows from operating leases	\$ 570	\$ 589
Right-of-use assets obtained in exchange for lease obligations		
Operating leases	\$ 1,445	\$ 376
Weighted-average remaining lease term (years):		
Operating leases	2.78	2.42
Weighted-average discount rate:		
Operating leases	4.22%	4.37%

The following table provides the maturities of the Company's operating lease liabilities as of March 31, 2024:

Fiscal Year	Operating Lease
	Liabilities
	(In thousands)
2025	\$ 578
2026	588
2027	438
2028	7
2029	0
Total undiscounted future cash flows	1,611
Less: Imputed interest	(89)
Present value of undiscounted future cash flows	\$ 1,522
Presentation on statement of financial position	
Current	\$ 567
Non-current	\$ 955

#### NOTE 9—COMMITMENTS AND CONTINGENCIES

##### *Royalty obligations*

The Company has license agreements that require it to pay royalties on the sale of products using the licensed technology. Royalty expense for the years ended March 31, 2024, 2023 and 2022 was \$36,000, \$39,000 and \$32,000, respectively, and was included within cost of revenues.

##### *Indemnification obligations*

The Company is a party to a variety of agreements pursuant to which it may be obligated to indemnify the other party with respect to certain matters. Typically, these obligations arise in the context of contracts entered into by the Company, under which the Company customarily agrees to hold the other party harmless against losses arising from a breach of representations and covenants related to such matters as title to assets sold and certain intellectual property rights. In each of these circumstances, payment by the Company is conditioned on the other party making a claim pursuant to the procedures specified in the particular contract, which procedures typically allow the Company to challenge the other party's claims. Further, the Company's obligations under these agreements may be limited in terms of time and/or amount, and in some instances, the Company may have recourse against third parties for certain payments made by it under these agreements.

It is not possible to predict the maximum potential amount of future payments under these or similar agreements due to the conditional nature of the Company's obligations and the unique facts and circumstances involved in each particular agreement. Historically, payments made by the Company under these agreements have not had a material effect on its business, financial condition, cash flows or results of operations. The Company believes that if it were to incur a loss in any of these matters, such loss should not have a material effect on its business, financial condition, cash flows or results of operations.

***Product warranties***

The Company warrants its products to be free of defects generally for a period of three years. The Company estimates its warranty costs based on historical warranty claim experience and includes such costs in cost of revenues. Warranty costs and the accrued warranty liability were not material as of March 31, 2024 and 2023 and for the years ended March 31, 2024, 2023 or 2022.

**NOTE 10—COMMON STOCK**

The Company's Certificate of Incorporation, as amended, authorizes the Company to issue 150,000,000 shares of \$0.001 par value common stock.

The Company's board of directors has authorized the repurchase, at management's discretion, of shares of its common stock. Under the repurchase program, the Company may repurchase shares from time to time on the open market or in private transactions. The specific timing and amount of the repurchases will be dependent on market conditions, securities law limitations and other factors. The repurchase program may be suspended or terminated at any time without prior notice. Through March 31, 2024, including the shares purchased in a modified "Dutch Auction" self-tender offer, the Company has repurchased and retired a total of 12,004,779 shares at an average cost of \$5.06 per share for a total cost of \$60.7 million. At March 31, 2024, management was authorized to repurchase additional shares with a value of up to \$4.3 million under the repurchase program.

**NOTE 11—STOCK-BASED COMPENSATION**

***The 2007 Equity Incentive Plan***

In January 2007, the Company's board of directors approved the 2007 Equity Incentive Plan, (the "2007 Plan"), which was subsequently approved by the Company's stockholders in March 2007. A total of 3,000,000 shares of common stock were authorized and reserved for issuance under the 2007 Plan. This reserve automatically increased on April 1 of each year through 2017 by an amount equal to the smaller of (a) five percent of the number of shares of common stock issued and outstanding on the immediately preceding March 31, or (b) a lesser amount determined by the board of directors. As described below, the 2007 Plan was terminated in August 2016 and no further awards may be granted pursuant to the 2007 Plan. In the event of a stock split or other change in the Company's capital structure, appropriate adjustments will be made in the number of outstanding awards to prevent dilution or enlargement of participants' rights.

Awards could be granted under the 2007 Plan to the Company's employees, including officers, directors, or consultants or those of any present or future parent or subsidiary corporation or other affiliated entity. Options granted to non-officer employees generally vest at the rate of 25% on the first anniversary and subsequent anniversaries of the date of grant, while grants to officers vest in full four years after the anniversary date of the officer's employment that is closest to the date of grant.

In the event of a change in control as described in the 2007 Plan, the acquiring or successor entity may assume or continue all or any awards outstanding under the 2007 Plan or substitute substantially equivalent awards. Any awards which are not assumed or continued in connection with a change in control or exercised or settled prior to the change in control will terminate effective as of the time of the change in control. The administrator may provide for the acceleration of vesting of any or all outstanding awards upon such terms and to such extent as it determines, except that the vesting of all nonemployee director awards will automatically be accelerated in full. The 2007 Plan also authorizes the administrator, in its discretion and without the consent of any participant, to cancel each or any outstanding award denominated in shares upon a change in control in exchange for a payment to the participant with respect to each vested share subject to the cancelled award of an amount equal to the excess of the

consideration to be paid per share of common stock in the change in control transaction over the exercise price per share, if any, under the award.

### ***The 2016 Equity Incentive Plan***

In June 2016, the Company's board of directors approved the 2016 Equity Incentive Plan, (the "2016 Plan"), which was subsequently approved by the Company's stockholders in August 2016. In connection with the stockholders' approval of the 2016 Plan, 6,000,000 shares available for future award under the 2007 Plan were transferred to the 2016 Plan, 705,699 shares available for grant under the 2007 plan were canceled and the 2007 Plan was terminated. The Company granted options under the 2007 Plan until August 2016, and the 2007 Plan continues to govern the terms of options that remain outstanding under the 2007 Plan.

In July 2021, the Company's board of directors approved the amendment and restatement of the 2016 Plan, which was subsequently approved by the Company's stockholders in August 2021. The following summary highlights the material changes to the 2016 Plan:

- The number of shares available for issuance was increased by 4,000,000 shares;
- The sum of the aggregate grant date fair value of all equity awards and cash compensation for services as a director that may be provided to any non-employee director in any fiscal year was limited to \$300,000, reflecting an amendment to a provision of the 2016 Plan that applies a limit of \$150,000 to the grant of equity awards alone in any fiscal year; and
- The period during which new awards may be granted under the 2016 Plan was extended to August 25, 2031.

Appropriate and proportionate adjustments will be made to the number of shares authorized and other numerical limits in the 2016 Plan and to outstanding awards in the event of any change in the Company's common stock through merger, consolidation, reorganization, reincorporation, recapitalization, reclassification, stock dividend, stock split, reverse stock split, split-up, split-off, spin-off, combination of shares, exchange of shares or similar change in the Company's capital structure, or if the Company makes a distribution to its stockholders in a form other than common stock (excluding regular and periodic cash dividends) that has a material effect on the fair market value of the Company's common stock. In such circumstances, the administrator also has the discretion under the 2016 Plan to adjust other terms of outstanding awards as it deems appropriate.

If any award granted under the 2016 Plan expires or otherwise terminates for any reason without having been exercised or settled in full, or if shares subject to forfeiture or repurchase are forfeited or repurchased by the Company for not more than the participant's purchase price, any such shares reacquired or subject to a terminated award will again become available for issuance under the 2016 Plan. Shares will not be treated as having been issued under the 2016 Plan and will therefore not reduce the number of shares available for issuance to the extent an award is settled in cash or to the extent that shares are withheld or reacquired by the Company in satisfaction of a tax withholding obligation. Upon the exercise of a stock appreciation right, tender of shares in payment of an option's exercise price or net-exercise of an option, the number of shares available under the 2016 Plan will be reduced by number of shares actually issued in settlement of the award.

To enable compensation provided in connection with certain types of awards intended to qualify as "performance-based" within the meaning of Section 162(m) of the Internal Revenue Code, the 2016 Plan establishes

limits on the maximum aggregate number of shares or dollar value for which awards may be granted to an employee in any fiscal year, as follows:

- No more than 300,000 shares subject to stock options and stock appreciation rights.
- No more than 100,000 shares subject to restricted stock and restricted stock unit awards.
- For each full fiscal year of the Company contained in the performance period of performance shares or performance unit awards, no more than 50,000 shares subject to performance share awards or more than \$500,000 subject to performance unit awards.
- For each full fiscal year of the Company contained in the performance period of cash-based or other stock-based awards, no more than \$500,000 subject to cash-based awards or more than 50,000 shares subject to other stock-based awards.

Awards may be granted under the 2016 Plan to the Company's employees, including officers, directors and consultants or those of any present or future parent or subsidiary corporation or other affiliated entity of the Company. To date, options granted to non-officer employees generally vest 25% on the first anniversary and subsequent anniversaries of the date of grant, while grants to officers generally vest in full four years after the anniversary date of the officer's employment that is closest to the date of grant.

While the Company may grant incentive stock options only to employees, the Company may grant nonstatutory stock options, stock appreciation rights, restricted stock and stock units, performance shares and units, other stock-based awards and cash-based awards to any eligible participant. Non-employee director awards may be granted only to members of the Company's board of directors who, at the time of grant, are not employees.

Only members of the board of directors who are not employees at the time of grant are eligible to participate in the nonemployee director awards component of the 2016 Plan. The board or the compensation committee shall set the amount and type of nonemployee director awards to be awarded on a periodic, non-discriminatory basis. Nonemployee director awards may be granted in the form of NSOs, stock appreciation rights, restricted stock awards and restricted stock unit awards. Subject to adjustment for changes in the Company's capital structure, no nonemployee director may be awarded, in any fiscal year, one or more nonemployee director awards for more than a number of shares determined by dividing \$150,000 by the fair market value of a share of the Company's stock determined on the last trading day immediately preceding the date on which the applicable nonemployee award is granted.

The 2016 Plan provides that, without the approval of a majority of the votes cast in person or by proxy at a meeting of the Company's stockholders, the administrator may not provide for any of the following with respect to underwater options or stock appreciation rights: (1) either the cancellation of such outstanding options or stock appreciation rights in exchange for the grant of new options or stock appreciation rights at a lower exercise price or the amendment of outstanding options or stock appreciation rights to reduce the exercise price, (2) the issuance of new full value awards in exchange for the cancellation of such outstanding options or stock appreciation rights, or (3) the cancellation of such outstanding options or stock appreciation rights in exchange for payments in cash.

In the event of a change in control as described in the 2016 Plan, the surviving, continuing, successor or purchasing entity or its parent may, without the consent of any participant, either assume or continue outstanding awards or substitute substantially equivalent awards for its stock. If so determined by the Committee, stock-based awards will be deemed assumed if, for each share subject to the award prior to the change in control, its holder is given the right to receive the same amount of consideration that a stockholder would receive as a result of the change in control. Any awards which are not assumed or continued in connection with a change in control or exercised or settled prior to the change in control will terminate effective as of the time of the Change in Control.

The administrator may provide for the acceleration of vesting or settlement of any or all outstanding awards upon such terms and to such extent as it determines, except that the vesting of all nonemployee director awards will automatically be accelerated in full. The 2016 Plan also authorizes the administrator, in its discretion and without the consent of any participant, to cancel each or any outstanding award denominated in shares of stock upon a change in control in exchange for a payment to the participant with respect to each vested share (and each unvested share if so determined by the administrator) subject to the cancelled award of an amount equal to the excess of the consideration to be paid per share of common stock in the change in control transaction over the exercise or purchase price per share, if any, under the award.

#### ***The 2007 Employee Stock Purchase Plan***

In January 2007, the board of directors approved the 2007 Employee Stock Purchase Plan (the “2007 Purchase Plan”) which was subsequently approved by the Company’s stockholders in March 2007. A total of 500,000 shares of the Company’s common stock was authorized and reserved for sale under the 2007 Purchase Plan. In addition, the 2007 Purchase Plan provides for an automatic annual increase in the number of shares available for issuance under the plan on April 1 of each year beginning in 2008 and continuing through and including April 1, 2017 equal to the lesser of (1) one percent of the number of issued and outstanding shares of common stock on the immediately preceding March 31, (2) 250,000 shares or (3) a number of shares as the board of directors may determine. Appropriate adjustments will be made in the number of authorized shares and in outstanding purchase rights to prevent dilution or enlargement of participants' rights in the event of a stock split or other change in our capital structure. Shares subject to purchase rights that expire or are canceled will again become available for issuance under the 2007 Purchase Plan.

The Company’s employees and employees of any parent or subsidiary corporation designated by the administrator will be eligible to participate in the 2007 Purchase Plan if they are customarily employed by us for more than 20 hours per week and more than five months in any calendar year. However, an employee may not be granted a right to purchase stock under the 2007 Purchase Plan if: (1) the employee immediately after such grant would own stock possessing 5% or more of the total combined voting power or value of all classes of our capital stock or of any parent or subsidiary corporation, or (2) the employee’s rights to purchase stock under all of our employee stock purchase plans would accrue at a rate that exceeds \$25,000 in value for each calendar year of participation in such plans.

The 2007 Purchase Plan is designed to be implemented through a series of sequential offering periods, generally six (6) months in duration beginning on the first trading day on or after May 1 and November 1 of each year. The administrator is authorized to establish additional or alternative sequential or overlapping offering periods and offering periods having a different duration or different starting or ending dates, provided that no offering period may have a duration exceeding 27 months.

Amounts accumulated for each participant under the 2007 Purchase Plan are used to purchase shares of the Company’s common stock at the end of each offering period at a price generally equal to 85% of the lower of the fair market value of our common stock at the beginning of an offering period or at the end of the offering period. Prior to commencement of an offering period, the administrator is authorized to reduce, but not increase, this purchase price discount for that offering period, or, under circumstances described in the 2007 Purchase Plan, during that offering period. The maximum number of shares a participant may purchase in any six-month offering period is the lesser of (i) that number of shares determined by multiplying (x) 1,000 shares by (y) the number of months (rounded to the nearest whole month) in the offering period and rounding to the nearest whole share or (ii) that number of whole shares determined by dividing (x) the product of \$2,083.33 and the number of months (rounded to the nearest whole month) in the offering period and rounding to the nearest whole dollar by (y) the fair market value of a share of our common stock at the beginning of the offering period. Prior to the beginning of any offering period, the administrator may alter the maximum number of shares that may be purchased by any participant during the

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offering period or specify a maximum aggregate number of shares that may be purchased by all participants in the offering period. If insufficient shares remain available under the plan to permit all participants to purchase the number of shares to which they would otherwise be entitled, the administrator will make a pro rata allocation of the available shares. Any amounts withheld from participants' compensation in excess of the amounts used to purchase shares will be refunded, without interest. During fiscal 2024, 240,100 shares of common stock were issued under the 2007 Purchase Plan.

In the event of a change in control, an acquiring or successor corporation may assume our rights and obligations under the 2007 Purchase Plan. If the acquiring or successor corporation does not assume such rights and obligations, then the purchase date of the offering periods then in progress will be accelerated to a date prior to the change in control.

The following table summarizes stock option activities:

	Shares Available for Grant	Number of Shares Underlying Options Outstanding	Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price	Intrinsic Value
Balance at March 31, 2021	1,331,562	8,432,877		\$ 6.17	
Options reserved	4,000,000	—		\$ —	
Granted	(1,280,761)	1,280,761		\$ 5.43	
Exercised	—	(316,784)		\$ 5.12	\$ 149,937
Forfeited	484,862	(806,179)		\$ 6.45	
Balance at March 31, 2022	4,535,663	8,590,675		\$ 6.07	
Granted	(1,535,647)	1,535,647		\$ 3.01	
Exercised	—	—		\$ —	\$ —
Forfeited	594,935	(1,317,162)		\$ 5.50	
Balance at March 31, 2023	3,594,851	8,809,160		\$ 5.62	
Granted	(1,272,502)	1,272,502		\$ 3.24	
Exercised	—	(242,213)		\$ 4.95	\$ 323,937
Forfeited	261,837	(871,250)		\$ 6.01	
Balance at March 31, 2024	2,584,186	8,968,199	5.64	\$ 5.26	
Options vested and exercisable		5,886,020	4.24	\$ 5.81	\$ 675,132
Options vested and expected to vest		8,862,062	5.61	\$ 5.27	\$ 1,800,794

The options outstanding and by exercise price at March 31, 2024 are as follows:

Exercise Price	Number of Shares Underlying Options Outstanding	Options Outstanding		Options Exercisable	
		Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)	Number Vested and Exercisable	Weighted Average Exercise Price
\$ 0.00 - 2.00	985,533	\$ 1.91	9.35	198,491	\$ 1.88
\$ 2.01 - 4.00	701,837	\$ 2.87	5.68	668,979	\$ 2.85
\$ 4.01 - 6.00	4,483,354	\$ 5.07	5.39	2,291,598	\$ 5.18
\$ 6.01 - 8.00	2,029,162	\$ 7.01	4.50	1,958,639	\$ 7.01
\$ 8.01 - 10.00	768,313	\$ 8.24	5.30	768,313	\$ 8.24
	8,968,199	\$ 5.26	5.64	5,886,020	\$ 5.81



**Stock-based compensation**

The Company recognized \$2.8 million, \$2.5 million and \$3.0 million of stock-based compensation expense for the years ended March 31, 2024, 2023 and 2022, respectively, as follows:

	Year Ended March 31,		
	2024	2023	2022
	(In thousands)		
Cost of revenues	\$ 228	\$ 202	\$ 248
Research and development	1,411	1,316	1,676
Selling, general and administrative	1,199	951	1,069
Total	<u>\$ 2,838</u>	<u>\$ 2,469</u>	<u>\$ 2,993</u>

Stock-based compensation expense in the years ended March 31, 2024, 2023 and 2022 included \$230,000, \$211,000 and \$260,000, respectively, related to the Company's Employee Stock Purchase Plan.

No tax benefit was recognized in either fiscal 2024 or fiscal 2023 due to a full valuation allowance. There were no windfall tax benefits realized from exercised stock options recognized in fiscal 2024 or fiscal 2023. Compensation cost capitalized within inventory at March 31, 2024 and 2023 was not material. As of March 31, 2024, the Company's total unrecognized compensation cost was \$4.2 million, which will be recognized over the weighted average period of 2.18 years. The Company calculated the fair value of stock-based awards in the periods presented using the Black-Scholes option pricing model and the following weighted average assumptions:

	Year Ended March 31,		
	2024	2023	2022
<b>Stock Option Plans:</b>			
Risk-free interest rate	3.69 - 4.80 %	2.95 - 4.27 %	0.66 - 1.62 %
Expected life (in years)	4.46 - 4.94	4.55 - 5.00	5.00
Volatility	80.7 - 85.9 %	49.2 - 53.1 %	47.7 - 49.1 %
Dividend yield	— %	— %	— %
<b>Employee Stock Purchase Plan:</b>			
Risk-free interest rate	5.26 - 5.38 %	1.54 - 4.54 %	0.04 - 0.07 %
Expected life (in years)	0.50	0.50	0.50
Volatility	28.8 - 83.9 %	49.3 - 58.2 %	45.6 - 57.4 %
Dividend yield	— %	— %	— %

The weighted average fair value of options granted during the years ended March 31, 2024, 2023 and 2022 was \$2.13, \$1.38 and \$2.29, respectively.

**NOTE 12—RELATED PARTY TRANSACTION**

The Company incurred engineering service expense and manufacturing services of approximately \$500,000, \$240,000 and \$397,000 during the fiscal years ended March 31, 2024, 2023 and 2022, respectively, from Wistron Neweb Corp ("WNC") in connection with the manufacturing of single-APU PCIe boards, to be used in the Company's in-place associative computing product. Haydn Hsieh, a member of the Company's board of directors, is the Chairman and Chief Strategy Officer of WNC. The amount owed to WNC, of \$0 and \$8,000 at March 31, 2024 and 2023, respectively, is included in accounts payable in the Consolidated Balance Sheets. Amounts paid to WNC of \$375,000 and \$0 are included in prepaid expenses and other current assets in the Consolidated Balance Sheets at March 31, 2024 and 2023, respectively.

**NOTE 13—SEGMENT AND GEOGRAPHIC INFORMATION**

Based on its operating management and financial reporting structure, the Company has determined that it has one reportable business segment: the design, development and sale of integrated circuits.

The following is a summary of net revenues by geographic area based on the location to which product is shipped:

	Year Ended March 31,		
	2024	2023	2022
	(In thousands)		
United States	\$ 11,461	\$ 14,435	\$ 15,517
China	1,262	1,582	2,108
Singapore	2,034	4,941	5,731
Netherlands	2,825	3,087	5,172
Germany	3,498	4,474	3,471
Rest of the world	685	1,172	1,385
	<u>\$ 21,765</u>	<u>\$ 29,691</u>	<u>\$ 33,384</u>

All sales are denominated in United States dollars.

The locations and net book value of long-lived assets and operating lease right-of-use assets are as follows:

	March 31,	
	2024	2023
	(In thousands)	
United States	\$ 6,805	\$ 7,453
Taiwan	590	177
Israel	935	477
	<u>\$ 8,330</u>	<u>\$ 8,107</u>

**NOTE 14—ACQUISITION**

On November 23, 2015, the Company acquired all of the outstanding capital stock of privately held MikaMonu Group Ltd. (“MikaMonu”), a development-stage, Israel-based company that specialized in in-place associative computing for markets including big data, computer vision and cyber security. MikaMonu, located in Tel Aviv, held 12 United States patents and had a number of pending patent applications.

The acquisition was accounted for as a purchase under authoritative guidance for business combinations. The purchase price of the acquisition was allocated to the intangible assets acquired, with the excess of the purchase price over the fair value of assets acquired recorded as goodwill. The Company performs a goodwill impairment test in February of each fiscal year and if certain events or circumstances indicate that an impairment loss may have been incurred, on an interim basis.

The acquisition agreement provides for potential “earnout” payments to the former MikaMonu shareholders in cash or shares of the Company’s common stock, at the Company’s discretion, during a period of up to ten years following the closing if certain revenue targets for products based on the MikaMonu technology are achieved. Earnout payments, up to a maximum of \$30.0 million, equal to 5% of net revenues from the sale of qualifying products in excess of certain thresholds, will be made quarterly through December 31, 2025. As of March 31, 2024,

none of the revenue targets have been achieved and no revenue based earnout payments have been paid to the former MikaMonu shareholders.

The maximum amount of the remaining potential earnout payments totals approximately \$30.0 million at March 31, 2024. The Company determined that the fair value of this contingent consideration liability was \$5.8 million at the acquisition date. The contingent consideration liability is included in contingent consideration, non-current on the Consolidated Balance Sheets at March 31, 2024 and 2023 in the amount of \$160,000 and \$1.1 million, respectively.

At each reporting period, the contingent consideration liability is re-measured to fair value with changes recorded in selling, general and administrative expenses in the Consolidated Statements of Operations. Re-measurement of the contingent consideration liability resulted in a reduction in fair value for the years ended March 31, 2024, 2023 and 2022 of (\$1.0 million), (\$1.9 million) and (\$1.6 million), respectively. See Note 7 for the valuation of contingent consideration.

#### **NOTE 15—EMPLOYEE BENEFIT PLANS**

The Company provides a defined contribution retirement plan (the “Retirement Plan”), which qualifies under Section 401(k) of the Internal Revenue Code of 1986. The Retirement Plan covers essentially all United States employees. Eligible employees may make contributions to the Retirement Plan up to 15% of their annual compensation, but no greater than the annual IRS limitation for any plan year. The Retirement Plan does not provide for Company contributions.

The Company provides a defined contribution retirement plan (the “Taiwan Pension Plan”) that covers essentially all of its employees located in Taiwan. The Company makes contributions to the Taiwan Pension Plan equal to 6% of eligible compensation and employees can make voluntary contributions of up to 6% of eligible compensation. All contributions are fully vested.

The Company provides a defined contribution retirement plan (the “Pension Plan”) that covers essentially all of its employees located in Israel. Eligible employees may make contributions to the Pension Plan up to 6% of eligible compensation, and the Company contributes up to 15.83% of eligible compensation. All contributions are fully vested.

**NOTE 16—GOVERNMENT AGREEMENTS**

In June 2023, the Company entered into a prototype agreement with the Space Development Agency for the development of a Next-Generation Associative Processing Unit-2 for Enhanced Space-Based Capabilities (“Prototype Agreement”). Under the Prototype Agreement, the Company will receive an award funded by the Small Business Innovation Research program. Pursuant to an agreed-upon schedule, the Company will receive milestone payments totaling an estimated \$1.25 million upon successful completion of each milestone.

In November 2023, the Company entered into a second prototype agreement with the U.S. Air Force Research Laboratory (“AFRL”) for the development of specialized algorithms for a Next-Generation Compute-In-Memory Associative Processing Unit (APU2) to Enable High-Performance Computing in Space. Pursuant to an agreed-upon schedule, the Company will receive milestone payments totaling an estimated \$1.1 million upon successful completion of each milestone.

The Prototype Agreements are unrelated to the Company’s ordinary business activities. The Company has discretion in managing the activities under the Prototype Agreement and retains all developed intellectual property. The Company applies IAS 20, by analogy, and recognizes the award as a reduction of research and development expenses based on a cost incurred method.

During fiscal year 2024, the Company recognized \$435,000 as a reduction to research and development expense in the Condensed Consolidated Statements of Operations. As of March 31, 2024, the Company had received total milestone payments of \$435,000 under the Prototype Agreement.

**NOTE 17—SUBSEQUENT EVENT**

On April 2, 2024, the Company entered into a purchase and sale agreement (the “Agreement”) with D.R. Stephens & Company, LLC, as purchaser, to sell the Company’s 1213 Elko Drive property in Sunnyvale, California (the “Sunnyvale Property”). The final purchase price for the Sunnyvale Property was \$11.7 million in cash. The net proceeds were reduced by transaction commissions and expenses payable by the Company and incurred in connection with the sale. The Sunnyvale Property consists of approximately 44,277 square feet of industrial and office space where the Company has its headquarters and distribution facilities. The Agreement contains customary representations, warranties, covenants and closing conditions.

The Company further agreed that upon closing, the Company would enter into a lease agreement (the “Lease”) and lease all of the Sunnyvale Property from the purchaser that it currently occupies for an initial term of ten years from the closing of the sale of the Sunnyvale Property. The Company has the option to renew the term of the Lease for two additional five-year periods. Pursuant to the Lease, the Company is responsible for base rent initially at a rate of approximately \$90,768 per month and the monthly operational expenses, such as maintenance, insurance, property taxes and utilities. The rental rate will increase three percent (3%) per year beginning on the first anniversary of the closing.

The closing of the transaction occurred in June 2024. In connection with the transaction, the Company presented the net book value of the Real Property of \$5.6 million as assets held for sale in the Consolidated Balance Sheets as of March 31, 2024.

**Item 9. *Changes in and Disagreements with Accountants on Accounting and Financial Disclosure***

None.

**Item 9A. *Controls and Procedures***

***Management's Evaluation of Disclosure Controls and Procedures***

Disclosure controls and procedures, as defined in Rule 13a-15(e) under the Exchange Act, are controls and procedures that are designed to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this Annual Report on Form 10-K. Based upon that evaluation, our management, including our Chief Executive Officer and Chief Financial Officer, has concluded that our disclosure controls and procedures were effective as of March 31, 2024.

***Inherent Limitations on Effectiveness of Controls***

Our management, including our Chief Executive Officer and Chief Financial Officer, believes that our disclosure controls and procedures and internal control over financial reporting are designed to provide reasonable assurance of achieving their objectives and are effective at the reasonable assurance level. Further, our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of our consolidated financial statements for external purposes in accordance with generally accepted accounting principles in the United States ("GAAP"). Our internal control over financial reporting includes those policies and procedures that: (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of our consolidated financial statements in accordance with GAAP, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our consolidated financial statements.

Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our control system will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. Also, any evaluation of the effectiveness of controls in future periods are subject to the risk that those controls may become inadequate because of changes in business conditions, or that the degree of compliance with the policies or procedures may deteriorate.

***Remediation of Previously Reported Material Weakness in Internal Control Over Financial Reporting***

As previously disclosed under Item 9A. Controls and Procedures, in our Annual Report on Form 10-K for the year ended March 31, 2023, management concluded that the material weakness in our internal control over financial reporting existed as of March 31, 2023. The material weakness related to inadequate design and maintenance of controls over the review of forecasts and the probability of achievement of the forecast used to calculate the contingent consideration liability, used in the goodwill impairment test and used in the recoverability test over intangible assets. We implemented remediation activities over the twelve months ended March 31, 2024 which included redesigned internal controls over the process and procedures involved in developing and reviewing forecasts. As a result, we have remediated the previously identified material weakness related to inadequate design and maintenance of controls over the review of forecasts and the probability of achievement of the forecast used to calculate the contingent consideration liability, used in the goodwill impairment test and used in the recoverability test over intangible assets.

***Management's Report on Internal Control over Financial Reporting***

Our management is responsible for establishing and maintaining adequate internal control over financial reporting and for the assessment of the effectiveness of internal control over financial reporting as defined in Rule 13a-15(f) under the Exchange Act. Under the supervision of our management, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of March 31, 2024 based on the criteria set forth in Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on that assessment, our management has concluded that our internal control over financial reporting was effective as of March 31, 2024.

***Changes in Internal Control over Financial Reporting***

Except as described above under “*Remediation of Previously Reported Material Weakness in Internal Control Over Financial Reporting*”, there has been no change in our internal control over financial reporting during the quarter ended March 31, 2024, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**Item 9B. *Other Information***

***Insider Trading Arrangements and Policies***

During the quarter ended March 31, 2024, no director or officer of the Company adopted or terminated a contract, instruction or written plan for the purchase or sale of securities of the Company intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) and/or a non-Rule 10b5-1 trading arrangement.

**Item 9C. *Disclosure Regarding Foreign Jurisdictions that Prevent Inspections***

Not applicable.

### PART III

The SEC allows us to include information required in this report by referring to other documents or reports we have already filed or will soon be filing. This is called “incorporation by reference.” We intend to file our definitive proxy statement for our 2024 annual meeting of stockholders (the “Proxy Statement”) pursuant to Regulation 14A not later than 120 days after the end of the fiscal year covered by this report, and certain information therein is incorporated in this report by reference.

**Item 10. *Directors, Executive Officers and Corporate Governance***

The information required by this item with respect to executive officers is set forth in Part I of this Annual Report on Form 10-K and the remaining information required by this item is incorporated by reference from the sections entitled “Proposal No. 1 - Election of Directors” and “Corporate Governance” to be included in the Proxy Statement.

**Item 11. *Executive Compensation***

The information required by this item is incorporated by reference from the section entitled “Executive Compensation” to be included in the Proxy Statement.

**Item 12. *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters***

The information required by this item is incorporated by reference from the sections entitled “Principal Stockholders and Stock Ownership by Management” and “Executive Compensation – Equity Compensation Plan Information” to be included in the Proxy Statement.

**Item 13. *Certain Relationships and Related Transactions, and Director Independence***

The information required by this item is incorporated by reference from the section entitled “Related Person Transactions” and “Corporate Governance—Director Independence” to be included in the Proxy Statement.

**Item 14. *Principal Accountant Fees and Services***

The information required by this item is incorporated by reference from the section entitled “Proposal No. 2 - Ratification of Appointment of Independent Registered Public Accounting Firm” to be included in the Proxy Statement.

**PART IV**

**Item 15. Exhibits and Financial Statement Schedules**

(a) The following documents are filed as part of this Form:

**1. Financial Statements**

	<b>Page</b>
<a href="#">Report of Independent Registered Public Accounting Firm</a>	49
<a href="#">Consolidated Balance Sheets As of March 31, 2024 and 2023</a>	52
<a href="#">Consolidated Statements of Operations For the Three Years Ended March 31, 2024, 2023 and 2022</a>	53
<a href="#">Consolidated Statements of Comprehensive Loss For the Three Years Ended March 31, 2024, 2023 and 2022</a>	54
<a href="#">Consolidated Statements of Stockholders' Equity For the Three Years Ended March 31, 2024, 2023 and 2022</a>	55
<a href="#">Consolidated Statements of Cash Flows For the Three Years Ended March 31, 2024, 2023 and 2022</a>	56
<a href="#">Notes to Consolidated Financial Statements</a>	57

**2. Financial Statement Schedules**

Schedules not listed above have been omitted because the information required to be set forth therein is not applicable, is not required or is shown in the consolidated financial statements or the notes thereto.



**3. Exhibits:**

The following exhibits are filed herewith:

<b>Exhibit Number</b>	<b>Name of Document</b>
3.1	<a href="#">Amended and Restated Certificate of Incorporation of Registrant (Incorporated by reference to Exhibit 3.1 to Registrant's Current Report on Form 8-K filed on August 26, 2022)</a>
3.2	<a href="#">Bylaws of Registrant (Incorporated by reference to Exhibit 3.1 to Registrant's Current Report on Form 8-K filed on January 25, 2022)</a>
4.1	<a href="#">Description of Registrant's securities registered pursuant to Section 12 of the Securities Exchange Act of 1934</a>
10.1	<a href="#">Form of Indemnity Agreement between Registrant and Registrant's directors and officers (Incorporated by reference to identically-numbered exhibit to Registrant's Registration Statement on Form S-1 (File No. 333-139885) filed on January 10, 2007)</a>
10.2	(1) <a href="#">2007 Equity Incentive Plan, as amended (Incorporated by reference to Appendix A to Registrant's definitive Proxy Statement filed on July 21, 2011)</a>
10.3	(1) <a href="#">2007 Employee Stock Purchase Plan and form of Subscription Agreement (Incorporated by reference to identically-numbered exhibit to Registrant's Registration Statement on Form S-1 (File No. 333-139885) filed on February 16, 2007)</a>
10.4	(1) <a href="#">Form of Notice of Grant of Stock Option (U.S. Participant) (Incorporated by reference to Exhibit 99.1 to Registrant's Current Report on Form 8-K filed on June 4, 2007)</a>
10.5	(1) <a href="#">Form of Notice of Grant of Stock Option (Non-U.S. Participant) (Incorporated by reference to Exhibit 99.2 to Registrant's Current Report on Form 8-K filed on June 4, 2007)</a>
10.6	(1) <a href="#">Form of Stock Option Agreement (U.S. Participant) (Incorporated by reference to Exhibit 99.3 to Registrant's Current Report on Form 8-K filed on June 4, 2007)</a>
10.7	(1) <a href="#">Form of Stock Option Agreement (Non-U.S. Participant) (Incorporated by reference to Exhibit 99.4 to Registrant's Current Report on Form 8-K filed on June 4, 2007)</a>
10.8	<a href="#">Intellectual Property Agreement dated August 28, 2009 between GSI Technology, Inc. and Sony Electronics Inc. (Incorporated by reference to Exhibit 10.2 to Registrant's Quarterly Report on Form 10-Q filed on November 16, 2009)</a>
10.9	(2) <a href="#">Master Purchase Agreement dated August 31, 2011 between Registrant and Cisco Systems, Inc. (Incorporated by reference to Exhibit 10.1 to Registrant's Quarterly Report on Form 10-Q filed on November 4, 2011)</a>
10.10	(2) <a href="#">Master Purchase Agreement dated August 31, 2011 between Registrant and Cisco Systems International B.V. (Incorporated by reference to Exhibit 10.2 to Registrant's Quarterly Report on Form 10-Q filed on November 4, 2011)</a>
10.11	<a href="#">Stock Purchase Agreement dated November 23, 2015 among GSI Technology, Inc., GSI Technology Holdings, Inc. and MikaMonu Group Ltd. (Incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed on February 4, 2016)</a>
10.12	(1) <a href="#">GSI Technology, Inc. 2016 Equity Incentive Plan (Incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K/A filed on September 2, 2016)</a>

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- 10.13 (1)[GSI Technology, Inc. 2016 Equity Incentive Plan \(Incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K/A filed on August 26, 2021\)](#)
- 10.14 (1)[Form of Notice of Grant of Stock Option \(U.S. Participant\) under 2016 Equity Incentive Plan \(Incorporated by reference to Exhibit 10.2 to Registrant's Form 10-Q filed on November 4, 2016\)](#)
- 10.15 (1)[Form of Notice of Grant of Stock Option \(Non-U.S. Participant\) under 2016 Equity Incentive Plan \(Incorporated by reference to Exhibit 10.3 to Registrant's Form 10-Q filed on November 4, 2016\)](#)
- 10.16 (1)[Form of Stock Option Agreement \(U.S. Participant\) under 2016 Equity Incentive Plan \(Incorporated by reference to Exhibit 10.4 to Registrant's Form 10-Q filed on November 4, 2016\)](#)
- 10.17 (1)[Form of Stock Option Agreement \(Non-U.S. Participant\) under 2016 Equity Incentive Plan \(Incorporated by reference to Exhibit 10.5 to Registrant's Form 10-Q filed on November 4, 2016\)](#)
- 10.18 (1)[GSI Technology, Inc. Executive Retention and Severance Plan \(Incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed on October 3, 2014\)](#)
- 10.19 (1)[First Amendment to the GSI Technology, Inc. Executive Retention and Severance Plan dated August 29, 2017 \(Incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed on August 31, 2018\)](#)
- 10.20 (1)[Second Amendment to the GSI Technology, Inc. Executive Retention and Severance Plan dated August 27, 2020 \(Incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed on August 28, 2020\)](#)
- 10.21 (1)[Third Amendment to the GSI Technology, Inc. Executive Retention and Severance Plan dated September 12, 2023 \(Incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed on September 15, 2023\)](#)
- 10.22 [Factory Lease Agreement for No. 1, 6th Floor, 30 Tai-Yuan Street, Chu-Pei City, Taiwan dated August 13, 2020 \(Incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed on August 19, 2020\)](#)
- 10.23 (1)[GSI Technology, Inc. 2022 Variable Compensation Plan \(Incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed on June 4, 2021\)](#)
- 10.24 (1)[GSI Technology, Inc. 2023 Variable Compensation Plan \(Incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed on June 3, 2022\)](#)
- 10.25 (1)[GSI Technology, Inc. 2024 Variable Compensation Plan \(Incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed on June 2, 2023\)](#)
- 10.26 [Factory Lease dated June 29, 2023, for 30 Tai Yuan Street, Chu-Pei City, Taiwan between GSI Technology Taiwan, Inc., as lessee, and Tai Yuen Textile Co., Ltd. as lessor \(Incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed on July 13, 2023\)](#)
- 10.27 [Sales Agreement, dated August 1, 2023, by and between GSI Technology, Inc. and Needham & Company, LLC \(Incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed on August 1, 2023\)](#)
- 10.28 [Purchase and Sale Agreement dated April 2, 2024 between GSI Technology, Inc. and D.R. Stephens & Company, LLC \(Incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed on April 3, 2024\)](#)
- 10.29 [First Amendment to Purchase and Sale Agreement with Escrow Instructions dated April 30, 2024 between GSI Technology, Inc. and D.R. Stephens & Company, LLC \(Incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed on May 2, 2024\)](#)

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10.30	<a href="#">Second Amendment to Purchase and Sale Agreement with Escrow Instructions dated May 17, 2024 between GSI Technology, Inc. and D.R. Stephens &amp; Company, LLC (Incorporated by reference to Exhibit 10.1 to Registrant’s Current Report on Form 8-K filed on May 22, 2024)</a>
10.31	<a href="#">Third Amendment to Purchase and Sale Agreement with Escrow Instructions dated May 21, 2024 between GSI Technology, Inc. and D.R. Stephens &amp; Company, LLC (Incorporated by reference to Exhibit 10.2 to Registrant’s Current Report on Form 8-K filed on May 22, 2024)</a>
10.32	(1) <a href="#">GSI Technology, Inc. 2025 Variable Compensation Plan (Incorporated by reference to Exhibit 10.1 to Registrant’s Current Report on Form 8-K filed on May 31, 2024)</a>
10.33	<a href="#">Lease Agreement between DRSIP/ELKO, LLC, as landlord, and GSI Technology, Inc., as tenant, dated June 6, 2024 (Incorporated by reference to Exhibit 10.1 to Registrant’s Current Report on Form 8-K filed on June 11, 2024)</a>
21.1	<a href="#">List of Subsidiaries</a>
23.1	<a href="#">Consent of Independent Registered Public Accounting Firm – BDO USA, P.C.</a>
24.1	<a href="#">Power of Attorney (Incorporated by reference to the signature page of this Annual Report on Form 10-K)</a>
31.1	<a href="#">Certification of Lee-Lean Shu, President and Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>
31.2	<a href="#">Certification of Douglas Schirle, Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>
32.1	<a href="#">Certification of Lee-Lean Shu, President and Chief Executive Officer, and Douglas Schirle, Chief Financial Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>
97.1	<a href="#">Policy For Recovery of Erroneously Awarded Incentive Compensation</a>
101.INS	Inline XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (embedded within the Inline XBRL documents)

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- (1) Compensatory plan or management contract.
- (2) This exhibit has been filed separately with the Commission pursuant to an application for confidential treatment which has been granted by the Commission. The confidential portions of this exhibit have been omitted and marked by asterisks.

**Item 16. *Form 10-K Summary***

Not applicable.



**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Lee-Lean Shu and Robert Yau, jointly and severally, his attorneys-in-fact, each with the power of substitution, for him in any and all capacities, to sign any amendments to this Annual Report on Form 10-K and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this Annual Report on Form 10-K has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ LEE-LEAN SHU</u> Lee-Lean Shu	President, Chief Executive Officer and Chairman <i>(Principal Executive Officer)</i>	June 13, 2024
<u>/s/ DOUGLAS M. SCHIRLE</u> Douglas M. Schirle	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	June 13, 2024
<u>/s/ ROBERT YAU</u> Robert Yau	Secretary and Director	June 13, 2024
<u>/s/ JACK A. BRADLEY</u> Jack A. Bradley	Director	June 13, 2024
<u>/s/ ELIZABETH CHOLAWSKY</u> Elizabeth Cholawsky	Director	June 13, 2024
<u>/s/ HAYDN HSIEH</u> Haydn Hsieh	Director	June 13, 2024
<u>/s/ RUEY L. LU</u> Ruey L. Lu	Director	June 13, 2024
<u>/s/ BARBARA NELSON</u> Barbara Nelson	Director	June 13, 2024

**DESCRIPTION OF REGISTRANT'S SECURITIES  
REGISTERED PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934**

GSI Technology, Inc. has one class of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), our Common Stock, \$0.001 par value per share ("Common Stock").

The following is a summary of the material terms of our Common Stock and does not purport to be complete. It is subject to and qualified in its entirety by reference to our Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation") and our Amended and Restated Bylaws (the "Bylaws"), each of which are incorporated by reference as an exhibit to the Annual Report on Form 10-K, of which this Exhibit 4.1 is a part. We encourage you to read our Certificate of Incorporation, our Bylaws and the applicable provisions of the Delaware General Corporation Law for additional information.

#### **Authorized Capital Stock**

Our authorized capital stock consists of 150,000,000 shares of Common Stock, and 5,000,000 shares of undesignated preferred stock, \$0.001 par value per share. The outstanding shares of Common Stock are fully paid and nonassessable.

#### **Common Stock**

The holders of Common Stock are entitled to one vote for each share held of record on all matters submitted to a vote of stockholders. Holders of a majority of the shares of common stock entitled to vote in any election of directors may elect all of the directors standing for election. Subject to preferences applicable to any outstanding preferred stock, holders of Common Stock are entitled to receive ratably any dividends as may be declared from time to time by our Board of Directors out of funds legally available therefor in that calendar year. In the event of a liquidation, dissolution or winding-up of the Company, holders of Common Stock are entitled to share ratably with the holders of any outstanding preferred stock in the assets remaining after payment of liabilities and the liquidation preferences of any outstanding preferred stock. Holders of Common Stock have no preemptive, conversion or redemption rights.

#### **Preferred Stock**

Our Board of Directors has the authority, without further action by our stockholders, to designate and issue up to 5,000,000 shares of preferred stock in one or more series. The Board may fix the rights, preferences and privileges of any preferred stock it determines to issue. Any or all of these rights may be superior to the rights of the Common Stock. Preferred stock could thus be issued quickly with terms calculated to delay or prevent a change in control of the Company or to make removal of management more difficult. Additionally, the issuance of preferred stock may dilute the voting power and decrease the market price of the Common Stock and reduce the likelihood that the holders of Common Stock will receive payments in the event of a liquidation, dissolution or winding-up of the Company. The preferred stock would, in every vote for the election of directors, be entitled to the number of votes equal to the number of whole shares of Common Stock into which such shares of preferred stock could be converted.

#### **Registration Rights**

None of our stockholders has any registration rights.

#### **Antitakeover Provisions**

##### ***Delaware Law***

We are subject to Section 203 of the Delaware General Corporation Law regulating corporate takeovers, which prohibits a Delaware corporation from engaging in any business combination with an "interested stockholder," unless:

- prior to the date of the transaction, the Board of Directors of the corporation approved either the business combination or the transaction, which resulted in the stockholder becoming an interested stockholder;
  - the interested stockholder owned at least 85% of the voting stock of the corporation outstanding at the time the transaction commenced, excluding for purposes of determining the number of shares outstanding (a) shares owned by persons who are directors and also officers, and (b) shares owned by employee stock plans in which employee participants do not have the right to determine confidentially whether shares held subject to the plan will be tendered in a tender or exchange offer; or
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- on or subsequent to the date of the transaction, the business combination is approved by the Board and authorized at an annual or special meeting of stockholders, and not by written consent, by the affirmative vote of at least 66 $\frac{2}{3}$ % of the outstanding voting stock which is not owned by the interested stockholder.

Except as otherwise specified in Section 203, an "interested stockholder" is defined to include:

- any person that is the owner of 15% or more of the outstanding voting securities of the corporation, or is an affiliate or associate of the corporation and was the owner of 15% or more of the outstanding voting stock of the corporation at any time within three years immediately prior to the date of determination and
- the affiliates and associates of any such person.

#### *Certificate of Incorporation and Bylaws*

Our Certificate of Incorporation and Bylaws provide that:

- no action can be taken by stockholders except at an annual or special meeting of the stockholders called in accordance with the Bylaws, and stockholders may not act by written consent;
- the approval of holders of two-thirds of the shares entitled to vote at an election of directors will be required to adopt, amend or repeal the Bylaws or amend or repeal the provisions of the Certificate of Incorporation regarding the election and removal of directors and the ability of stockholders to take action;
- our Board of Directors will be expressly authorized to make, alter or repeal our Bylaws;
- our Board of Directors will be authorized to issue preferred stock without stockholder approval; and
- we will indemnify officers and directors against losses that may incur as a result of investigations and legal proceedings resulting from their services to us, which may include services in connection with takeover defense measures.

These provisions may make it more difficult for stockholders to take specific corporate actions and could have the effect of delaying or preventing a change in control of the Company.

#### **Transfer Agent and Registrar**

The transfer agent and registrar for the Common Stock is Computershare Limited.

#### **Nasdaq Global Market Listing**

Our Common Stock is listed on the Nasdaq Global Market under the symbol "GSIT".

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**GSI TECHNOLOGY, INC. SUBSIDIARIES**

GSI Technology Holdings, Inc., a Cayman Islands company

GSI Technology (BVI), Inc., a British Virgin Islands company

GSI Technology Taiwan, Inc., a Republic of China company

GSI Technology Israel Ltd., an Israeli company

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Consent of Independent Registered Public Accounting Firm

GSI Technology, Inc.  
Sunnyvale, California

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (No. 333-144140, 333-219798 and 333-260474) of GSI Technology, Inc. of our report dated June 13, 2024, relating to the consolidated financial statements of GSI Technology, Inc. which appears in this Form 10-K.

/s/ BDO USA, P.C.

San Jose, California  
June 13, 2024

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**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT  
TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Lee-Lean Shu, certify that:

1. I have reviewed this annual report on Form 10-K of GSI Technology, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting, which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

June 13, 2024

/s/ LEE-LEAN SHU

Lee-Lean Shu  
*President and Chief Executive Officer*

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**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT  
TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Douglas M. Schirle, certify that:

1. I have reviewed this annual report on Form 10-K of GSI Technology, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting, which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

June 13, 2024

/s/ DOUGLAS M. SCHIRLE

Douglas M. Schirle  
*Chief Financial Officer*

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**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of GSI Technology, Inc. (the "Company") on Form 10-K for the year ended March 31, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned officers of the Company, each certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

June 13, 2024

/s/ LEE-LEAN SHU

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Lee-Lean Shu  
*President and Chief Executive Officer*

/s/ DOUGLAS M. SCHIRLE

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Douglas M. Schirle  
*Chief Financial Officer*

*A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Registrant and will be retained by the Registrant and furnished to the Securities and Exchange Commission or its staff upon request.*

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**GSI TECHNOLOGY, INC.**  
**POLICY FOR RECOVERY OF ERRONEOUSLY AWARDED INCENTIVE COMPENSATION**

(Adopted July 25, 2023)

**1. INTRODUCTION**

GSI Technology, Inc. (the “*Company*”) is adopting this policy (this “*Policy*”) to provide for the Company’s recovery of certain Incentive Compensation (as defined below) erroneously awarded to Affected Officers (as defined below) under certain circumstances.

This Policy is administered by the Compensation Committee (the “*Committee*”) of the Company’s Board of Directors (the “*Board*”). The Committee shall have full and final authority to make any and all determinations required or permitted under this Policy. Any determination by the Committee with respect to this Policy shall be final, conclusive and binding on all parties. The Board may amend or terminate this Policy at any time.

This Policy is intended to comply with Section 10D of the Securities and Exchange Act of 1934, as amended (the “*Exchange Act*”), Rule 10D-1 thereunder and the applicable rules of any national securities exchange on which the Company’s securities are listed (the “*Exchange*”) and will be interpreted and administered consistent with that intent.

**2. EFFECTIVE DATE**

This Policy shall apply to all Incentive Compensation paid or awarded on or after the date of adoption of this Policy, and to the extent permitted or required by applicable law.

**3. DEFINITIONS**

For purposes of this Policy, the following terms shall have the meanings set forth below:

“*Affected Officer*” means any current or former “officer” as defined in Exchange Act Rule 16a-1, and any other senior executives as determined by the Committee.

“*Erroneously Awarded Compensation*” means the amount of Incentive Compensation received that exceeds the amount of Incentive Compensation that otherwise would have been received had it been determined based on the Restatement, computed without regard to any taxes paid. In the case of Incentive Compensation based on stock price or total shareholder return, where the amount of Erroneously Awarded Compensation is not subject to mathematical recalculation directly from the information in the Restatement, the amount shall reflect a reasonable estimate of the effect of the Restatement on the stock price or total shareholder return upon which the Incentive Compensation was received, as determined by the Committee in its sole discretion. The Committee may determine the form and amount of Erroneously Awarded Compensation in its sole discretion.

“*Financial Reporting Measure*” means any measure that is determined and presented in accordance with the accounting principles used in preparing the Company’s financial statements, and any measures that are derived wholly or in part from such measures, whether or not such measure is presented within the financial statements or included in a filing with the Securities and Exchange Commission. Stock price and total shareholder return are Financial Reporting Measures.

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“*Incentive Compensation*” means any compensation that is granted, earned or vested based in whole or in part on the attainment of a Financial Reporting Measure. For purposes of clarity, base salaries, bonuses or equity awards paid solely upon satisfying one or more subjective standards, strategic or operational measures, or continued employment are not considered Incentive Compensation, unless such awards were granted, paid or vested based in part on a Financial Reporting Measure.

“*Restatement*” means an accounting restatement due to the material noncompliance of the Company with any financial reporting requirement under the securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements (i.e., a “Big R” restatement), or that would result in a material misstatement if the error was corrected in the current period or left uncorrected in the current period (i.e., a “little r” restatement).

#### 4. RECOVERY

If the Company is required to prepare a Restatement, the Company shall seek to recover and claw back from any Affected Officer reasonably promptly the Erroneously Awarded Compensation that is received by the Affected Officer:

- (i) after the person begins service as an Affected Officer;
- (ii) who serves as an Affected Officer at any time during the performance period for that Incentive Compensation;
- (iii) while the Company has a class of securities listed on the Exchange; and
- (iv) during the three completed fiscal years immediately preceding the date on which the Company was required to prepare the Restatement (including any transition period within or immediately following those years that results from a change in the Company’s fiscal year, provided that a transition period of nine to 12 months will be deemed to be a completed fiscal year).

If, after the release of earnings for any period for which a Restatement subsequently occurs and prior to the announcement of the Restatement for such period, the Affected Officer sold any securities constituting, or any securities issuable on exercise, settlement or exchange of any equity award constituting, Incentive Compensation, the excess of (a) the actual aggregate sales proceeds from the Affected Officer’s sale of those shares, over (b) the aggregate sales proceeds the Affected Officer would have received from the sale of those shares at a price per share determined appropriate by the Committee in its discretion to reflect what the Company’s common stock price would have been if the Restatement had occurred prior to such sales, shall be deemed to be Erroneously Awarded Compensation; provided, however, that the aggregate sales proceeds determined by the Committee under this clause (b) with respect to shares acquired upon exercise of an option shall not be less than the aggregate exercise price paid for those shares.

For purposes of this Policy:

- Erroneously Awarded Compensation is deemed to be received in the Company’s fiscal year during which the Financial Reporting Measure specified in the Incentive Compensation is attained, even if the payment or grant of the Incentive Compensation occurs after the end of that period; and
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- the date the Company is required to prepare a Restatement is the earlier of (x) the date the Board, the Committee or any officer of the Company authorized to take such action concludes, or reasonably should have concluded, that the Company is required to prepare the Restatement, or (y) the date a court, regulator, or other legally authorized body directs the Company to prepare the Restatement.

For purposes of clarity, in no event shall the Company be required to award any Affected Officers an additional payment or other compensation if the Restatement would have resulted in the grant, payment or vesting of Incentive Compensation that is greater than the Incentive Compensation actually received by the Affected Officer. The recovery of Erroneously Awarded Compensation is not dependent on if or when the Restatement is filed.

## **5. SOURCES OF RECOUPMENT**

To the extent permitted by applicable law, the Committee may, in its discretion, seek recoupment from the Affected Officer(s) through any means it determines, which may include any of the following sources: (i) prior Incentive Compensation payments; (ii) future payments of Incentive Compensation; (iii) cancellation of outstanding Incentive Compensation; (iv) direct repayment; and (v) non-Incentive Compensation or securities held by the Affected Officer. To the extent permitted by applicable law, the Company may offset such amount against any compensation or other amounts owed by the Company to the Affected Officer.

## **6. LIMITED EXCEPTIONS TO RECOVERY**

Notwithstanding the foregoing, the Committee, in its discretion, may choose to forgo recovery of Erroneously Awarded Compensation under the following circumstances, provided that the Committee (or a majority of the independent members of the Board) has made a determination that recovery would be impracticable because:

- (i) The direct expense paid to a third party to assist in enforcing this Policy would exceed the recoverable amounts; provided that the Company has made a reasonable attempt to recover such Erroneously Awarded Compensation, has documented such attempt and has (to the extent required) provided that documentation to the Exchange;
- (ii) Recovery would violate home country law where the law was adopted prior to November 28, 2022, and the Company provides an opinion of home country counsel to that effect to the Exchange that is acceptable to the Exchange; or
- (iii) Recovery would likely cause an otherwise tax-qualified retirement plan to fail to meet the requirements of the Internal Revenue Code of 1986, as amended.

## **7. NO INDEMNIFICATION OR INSURANCE**

The Company will not indemnify, insure or otherwise reimburse any Affected Officer against the recovery of Erroneously Awarded Compensation.

## **8. NO IMPAIRMENT OF OTHER REMEDIES**

This Policy does not preclude the Company from taking any other action to enforce an Affected Officer's obligations to the Company, including termination of employment, institution of civil proceedings, or reporting of any misconduct to appropriate government authorities. This Policy is in

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addition to the requirements of Section 304 of the Sarbanes-Oxley Act of 2002 that are applicable to the Company's Chief Executive Officer and Chief Financial Officer.

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