



**RULES OF CONDUCT AND PROCEDURES FOR THE
VUZIX CORPORATION
2023 ANNUAL MEETING OF STOCKHOLDERS**

Welcome to the 2023 Annual Meeting of Stockholders of Vuzix Corporation (the “**Company**”), and thank you for participating. In the interest of an orderly meeting and fairness to all participants, please honor the following rules of conduct and procedures:

1. The business of the meeting will be taken up as set forth in the meeting agenda, and the only matters to be presented for a vote at the meeting are the proposals set forth in the Company’s proxy statement. The meeting is governed by the applicable provisions of the Company’s bylaws.
2. The designated Chair of the meeting will have sole authority to preside over the meeting and make any and all determinations with respect to the conduct of the meeting, including, without limitation, the administration and interpretation of the rules and procedures specified herein and in the Company’s bylaws, to recognize stockholders, to determine the extent of discussion and to determine whether matters are appropriate for consideration at the meeting. The Chair will also have sole authority to create such additional rules and procedures and to waive full or partial compliance with any rule or procedure as the Chair may determine to be appropriate.
3. Only orderly proposals and nominations will be considered. Under the provisions of the Company’s bylaws governing such proposals and nominations, a summary of which is set forth in the proxy statement, proposals and nominations must meet certain requirements, including being submitted to the Company within a certain timeframe in advance of the meeting. Failure to have satisfied all applicable requirements with respect to a proposal or nomination will cause it to be out of order and will bar it from consideration. Such proposals and nominations may be submitted in advance of the next annual meeting in accordance with the applicable provisions of the Company’s bylaws.
4. Only validated stockholders or proxyholders will be able to ask questions or submit comments in the designated field on the web portal or in person. When asking a question or submitting a comment via the web portal or in person, please identify yourself by your name and organization, state your status as a stockholder and succinctly state your question or comment. The Chair or his designees will determine which questions or comments will be addressed by the Company, and stockholders are encouraged to submit no more than two (2) questions or comments for consideration.

5. While stockholders are encouraged to vote in advance of the meeting, they may also vote, or change their prior votes, during the meeting in person or via the web portal until the polls have closed. Please note that if you have already voted by proxy there is no need to vote at the meeting unless you wish to change your vote. No further voting will be permitted after the closing of the polls.
6. Questions about voting should be addressed to the Inspector of Election, which shall be via the meeting web portal using the chat function for online questions.
7. Questions and comments will be addressed during the Questions and Answers portion of the meeting as indicated on the agenda.
8. The views, questions and constructive comments of the stockholders are valued and welcome, but the purpose of the meeting will be observed and questions and comments must be relevant to the business of the Company or the conduct of its operations. Questions or comments that are determined by the Chair to be irrelevant, inappropriate or otherwise out of order will not be addressed. Examples of irrelevant or inappropriate questions or comments include those that are:
 - Irrelevant to the business of the meeting or the Company's business;
 - Related to pending or threatened litigation;
 - Derogatory references that are not in good taste;
 - Substantially repetitious of statements made by other persons;
 - Tangentially related general economic, political or other opinions or facts; or
 - Related to personal grievances.
9. The Chair's determination as to the relevancy or appropriateness of a question or comment will be conclusive and final in all respects.

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