

**Virco Mfg. Corporation**  
**2027 Harpers Way**  
**Torrance, California 90501**

**NOTICE OF 2023 ANNUAL MEETING OF STOCKHOLDERS**  
**To Be Held on June 20, 2023**

The 2023 Annual Meeting of Stockholders (the “**Annual Meeting**”) of Virco Mfg. Corporation, a Delaware corporation (the “**Company**”), will be held on Tuesday, June 20, 2023, at 10:00 a.m. Pacific Time for the following purposes:

- 1a. Election of two Class I directors to the Company’s Board of Directors.
- 1b. Election of one Class III director to the Company’s Board of Directors.
2. Advisory vote to approve the compensation of the Company’s Named Executive Officers as disclosed in the attached Proxy Statement pursuant to the SEC’s compensation disclosure rules (“Say-on-Pay”).
3. Advisory vote on the frequency of future advisory votes on Named Executive Officer compensation (“Say-on-Frequency”).
4. Ratification of the appointment of Moss Adams LLP as the Company’s independent registered public accounting firm for the 2024 fiscal year.
5. Transact such other business as may properly come before the Annual Meeting.

The Board of Directors recommends a vote **FOR** each of proposals 1a, 1b, 2 and 4, and every three years on proposal 3. These items are more fully described in the attached Proxy Statement, which is made part of this notice.

Please note that the 2023 Annual Meeting of Stockholders will be held at our corporate headquarter located at 2027 Harpers Way, Torrance, CA 90501.

The Board of Directors has fixed the close of business on April 28, 2023 as the record date for the determination of stockholders entitled to notice of and to vote at the Annual Meeting and any adjournments and postponements thereof. To ensure that your vote is recorded promptly, please vote as soon as possible. Most stockholders have three options for submitting their vote: (1) via the Internet, (2) by phone or (3) by mail, using the enclosed proxy card. For further details, see your proxy card. If you have Internet access, **we encourage you to record your vote on the Internet**. It is convenient for you, and it also saves the Company significant postage and processing costs.

**Based on New York Stock Exchange rules, without instructions from the beneficial owner, brokers are only permitted to vote on proposal 4 (ratification of accounting firm), as discussed in more detail in the Proxy Statement. Therefore, if your shares are held through a brokerage firm, bank or other nominee, they will not be voted on the election of directors, unless you provide voting instructions to your brokerage firm, bank or other nominee.**

**By Order of the Board of Directors**

Robert E. Dose, *Secretary*  
Torrance, California  
May 10, 2023

**Important Notice Regarding the Internet Availability of Proxy Materials for the Annual Meeting of Stockholders to be Held on June 20, 2023. The Proxy Statement and our Annual Report for fiscal year ended January 31, 2023 are available at: [www.edocumentview.com/VIRC](http://www.edocumentview.com/VIRC)**

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**Virco Mfg. Corporation  
2027 Harpers Way  
Torrance, California 90501**

**PROXY STATEMENT  
FOR 2023 ANNUAL MEETING OF STOCKHOLDERS**

**GENERAL INFORMATION**

This Proxy Statement is being delivered to stockholders of Virco Mfg. Corporation, a Delaware corporation (the “**Company**,” “**we**,” “**our**” or “**us**”), on or about May 10, 2023, in connection with the solicitation by the Board of Directors (the “**Board**”) of proxies to be used at the 2023 Annual Meeting of Stockholders (the “**Annual Meeting**”) of the Company to be held on Tuesday, June 20, 2023, at 10:00 a.m. Pacific Time, and at any and all adjournments and postponements thereof.

Please note that the 2023 Annual Meeting of Stockholders will be held at our corporate headquarter located at 2027 Harpers Way, Torrance, CA 90501.

The cost of preparing, assembling and mailing the Notice of the Annual Meeting, Proxy Statement and form of proxy and the solicitation of proxies will be paid by the Company. Proxies may be solicited by mail, telephone, e-mail or other electronic means by personnel of the Company who will not receive any additional compensation for such solicitation. The Company will reimburse brokers or other persons holding stock in their names or the names of their nominees for the expenses of forwarding soliciting material to their principals.

Pursuant to rules adopted by the Securities and Exchange Commission (“**SEC**”), we have elected to provide access to our proxy materials electronically over the Internet. Accordingly, we are sending a Notice of Internet Availability of Proxy Materials to our stockholders. Stockholders have the ability to access our proxy materials on the website referred to in the Notice of Internet Availability of Proxy Materials ([www.edocumentview.com/VIRC](http://www.edocumentview.com/VIRC)) or request to receive a printed set of our proxy materials. Instructions on how to access our proxy materials over the Internet or request a printed copy of our proxy materials may be found in the Notice of Internet Availability of Proxy Materials. In addition, stockholders may request to receive proxy materials in printed form by mail or electronically by email on an ongoing basis.

**RECORD DATE AND VOTING**

The close of business on April 28, 2023, has been fixed as the record date for the determination of stockholders entitled to notice of and to vote at the Annual Meeting. On that date there were 16,210,985 shares of the Company’s common stock, par value \$.01 per share (“**common stock**”), outstanding. All voting rights are vested exclusively in the holders of the Company’s common stock.

*Stockholders of Record: Shares Registered in Your Name.* If on the record date, your shares were registered directly in your name with the Company’s transfer agent, Computershare, then you are a *stockholder of record* and you may vote in person at the Annual Meeting or vote by proxy. Whether or not you plan to attend the Annual Meeting, we urge you to vote to ensure that your vote is counted.

*Beneficial Holder: Owner of Shares Held in Street Name:* If, on the record date, your shares were held in an account at a broker, bank, or other financial institution (collectively referred to as “**broker**”), then you are the *beneficial holder* of shares held in “street name” and these proxy materials are being forwarded to you by that broker. The broker holding your account is considered the stockholder of record for purposes of voting at the Annual Meeting. As the beneficial holder, you have the right to direct your broker on how to vote the shares in your account. As a beneficial holder, you are invited to attend the Annual Meeting. However, since you are not a stockholder of record, you may not vote your shares in person at the Annual Meeting unless you request and obtain a valid proxy from your broker giving you the legal right to vote the shares at the Annual Meeting.

Our bylaws require that a quorum – that is, the holders of a majority of the voting power of the issued and outstanding shares of our capital stock entitled to vote at the Annual Meeting – be present, in person or by proxy, before any business may be

transacted at the Annual Meeting (other than adjourning the Annual Meeting to a later date to allow time to obtain additional proxies to satisfy the quorum requirement).

Each share of common stock is entitled to one vote on any matter that may be presented for consideration and action by the stockholders, except that as to the election of directors, stockholders may cumulate their votes. Because three directors are to be elected at the Annual Meeting, cumulative voting means that each stockholder may cast a number of votes equal to three times the number of shares actually owned. That number of votes may be cast for one nominee, divided equally among each of the nominees or divided among the nominees in any other manner. Stockholders wishing to cumulate their votes should make an explicit statement of their intent by so indicating in writing on the proxy card or when voting by telephone or Internet. Stockholders holding shares beneficially in street name who wish to cumulate votes should contact their broker, trustee or nominee.

Below is a summary of the vote required for adoption of each proposal and the respective effect of abstentions and broker non-votes. For more detailed information see the discussion of the respective proposal below.

<b>Proposal</b>	<b>Vote Required for Approval of Proposal</b>	<b>Effect of Abstentions</b>	<b>Effect of Broker Non-Votes</b>
1. Election of directors	Plurality of shares voted	No effect	No effect (1)
2. Advisory Vote on Compensation of Executive Officers	Majority of shares voted	Vote "Against"	No effect
3. Advisory Vote on frequency of future advisory votes on executive compensation	The option receiving the greatest number of votes cast (one, two or three years) will be considered the frequency selected by stockholders.	No effect	No effect
4. Ratification of Moss Adams LLP	Majority of shares voted	Vote "Against"	Brokers have discretion to vote

(1) While "Withhold" votes and broker non-votes will have no effect on the outcome of the vote, we have adopted a Director Resignation Policy pursuant to which nominees for election as director at the Annual Meeting are required to submit an offer of resignation for consideration by the Corporate Governance and Nominating Committee if such nominee receives a greater number of "Withhold" votes than votes "For" such election. See "Director Resignation Policy" below.

Proxies marked as abstentions or withheld votes will be counted as shares that are present and entitled to vote for purposes of determining whether a quorum is present. If a broker indicates on its proxy that it does not have discretionary voting authority to vote shares on one or more proposals at the Annual Meeting (a "**broker non-vote**"), such shares will still be counted in determining whether a quorum is present. Brokers or other nominees who hold shares in "street name" for the beneficial owner of those shares typically have the authority to vote in their discretion on "routine" proposals when they have not received instructions from the beneficial owner. However, brokers are not allowed to exercise their voting discretion with respect to the election of directors or other "non-routine" proposals without specific instructions from the beneficial owner. Of the matters on the agenda for the Annual Meeting, only the ratification of the selection of our auditors is considered to be a "routine" proposal for the purposes of brokers exercising their voting discretion.

If no direction is made on your proxy and it is otherwise properly executed, your proxy will be voted **FOR** the election of all director nominees, **FOR** the advisory vote on executive compensation, every **THREE YEARS** on the frequency of future advisory votes on executive compensation, and **FOR** ratification of Moss Adams LLP. Where a stockholder has appropriately directed how the proxy is to be voted, it will be voted according to the stockholder's direction.

Any stockholder has the power to revoke its proxy at any time before it is voted at the 2023 Annual Meeting by submitting written notice of revocation to the Secretary of the Company at the Company's principal executive offices located at 2027 Harpers Way, Torrance, California 90501, by participating and attending the 2023 Annual Meeting or by filing a duly executed proxy bearing a later date via the Internet, by telephone, or by mail. Please consult the instructions included with your proxy card for how to vote your shares.

## CORPORATE GOVERNANCE

### Meetings and Independence

Each incumbent director of the Company serving during our latest fiscal year ended January 31, 2023 (referred to as “**fiscal 2023**”) attended at least 75% of the total number of meetings of the Board of Directors and committees on which he or she served. The Board of Directors held seven meetings in fiscal 2023. In addition, the independent directors hold regularly scheduled executive session meetings each fiscal year outside of the presence of management, as well as additional meetings as are necessary. Directors are expected to attend our annual meetings of stockholders when practical to do so, although we have no formal policy with respect to such attendance. All of the directors then in office attended our 2022 Annual Meeting of Stockholders.

The Board of Directors has determined that the following directors, who, as of the Annual Meeting, will constitute a majority of the Board of Directors, are “independent directors” as defined by the NASDAQ Stock Market listing standards: Alexander L. Cappello, Robert R. Lind, Craig L. Levra, and Agnieszka Winkler. In addition, the Board has determined that the nominee for Class III director, Bradley Richardson, would be an “independent director” of the Company if elected at the Annual Meeting.

### Leadership Structure

Currently, Mr. Robert Virtue serves as Chairman and Chief Executive Officer (“**CEO**”) of the Company. Because the Board also believes that strong, independent Board leadership is a critical component of effective corporate governance, the Board has established the position of lead independent director. The lead independent director position rotates among the independent directors periodically. Currently, Robert R. Lind serves as the lead independent director of the Board. The lead independent director’s responsibilities and authority include providing input to the Chairman and CEO on preparation of agendas for Board and committee meetings and communicating to the Chairman and CEO the substance of the discussions and consensus reached at the meetings of independent directors. In addition, the Company has strong governance structures and processes in place to review and confirm the independence of the Board, eliminate conflicts of interest, and prevent dominance of the Board by management. For example, all directors, with the exception of Robert Virtue, Douglas Virtue and Kathy Virtue Young, are independent as defined by the listing standards of the NASDAQ Stock Market, and the three standing committees of the Board discussed below are made up entirely of independent directors.

### Audit Committee

The Board of Directors has a standing Audit Committee which is composed of Messrs. Lind (Chair), Cappello, Levra, and Ms. Winkler. The Audit Committee held six meetings during fiscal 2023. The Audit Committee acts pursuant to a written charter adopted by the Board of Directors. Among other things, the Audit Committee is directly responsible for the following: the appointment, compensation, retention and oversight of the independent registered public accounting firm; reviewing the independent registered public accounting firm’s qualifications and independence; reviewing the plans and results of the audit engagement with the independent registered public accounting firm; reviewing the financial statements of the Company; reviewing the scope of the annual audit by the Company’s independent registered public accounting firm; reviewing the audit reports rendered by such independent registered public accounting firm; approving professional services provided by the independent registered public accounting firm and approving financial reporting principles and policies; considering the range of audit and non-audit fees; reviewing the adequacy of the Company’s internal accounting controls; and working to ensure the integrity of financial information supplied to stockholders. The Audit Committee also has the other responsibilities enumerated in its charter. The Audit Committee’s charter is available on the Company’s website at [www.virco.com](http://www.virco.com) in the Investor Relations section of the “Discover Virco” webpage. Each of the Audit Committee members is an “independent director” as that term is defined for audit committee members by the listing standards of the NASDAQ Stock Market. The Board of Directors has determined that each of Messrs. Cappello and Lind qualifies as an “audit committee financial expert,” as that term is defined in Item 407(d)(5) of Regulation S-K of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”). The Board reevaluates the composition of the Audit Committee on at least an annual basis to ensure that its composition remains in the best interests of the Company and its stockholders.

### Compensation Committee

The Board of Directors has a standing Compensation Committee which is composed of Messrs. Lind (Chair), Cappello, Levra, and Ms. Winkler. The Compensation Committee held three meetings in fiscal 2023. The function of the Compensation Committee is, among other things, to: set the Company’s compensation policy and administer the Company’s compensation plans; make decisions on the compensation of key Company executives (including the review and approval of merit/other compensation

budgets and payouts under the Company's incentive plans); review and approve compensation and employment agreements of the Company's executive officers; and recommend pay levels for members of the Board of Directors for consideration and approval by the full Board of Directors. The Compensation Committee oversees the design and implementation of the incentives and risks associated with the Company's compensation policies and practices. The Compensation Committee may consult with the Chief Executive Officer and other members of senior management as it deems necessary and engage the assistance of outside consultants to assist in determining and establishing the Company's compensation policies. The Compensation Committee acts pursuant to a written charter adopted by the Board of Directors, a copy of which is available on the Company's website at [www.virco.com](http://www.virco.com) in the Investor Relations section of the "Discover Virco" webpage.

### **Corporate Governance and Nominating Committee**

The Board of Directors has a standing Corporate Governance and Nominating Committee which is composed of Messrs. Levra (Chair), Cappello, Lind, and Ms. Winkler. All members of the Corporate Governance and Nominating Committee are "independent directors" as defined in the listing standards of the NASDAQ Stock Market. During fiscal 2023, the Corporate Governance and Nominating Committee held three meetings. The Corporate Governance and Nominating Committee acts pursuant to a written charter adopted by the Board of Directors, a copy of which is available on the Company's website at [www.virco.com](http://www.virco.com) in the Investor Relations section of the "Discover Virco" webpage. The Corporate Governance and Nominating Committee recommended to the Board of Directors each nominee the Board selected.

The Corporate Governance and Nominating Committee's functions are to identify and recommend to the Board of Directors from time to time candidates for nomination for election as directors of the Company at the Annual Meeting, recommend the composition of the Board of Directors and its committees, monitor a process to assess Board effectiveness and develop and implement Company corporate governance guidelines. Candidates may come to the attention of the Corporate Governance and Nominating Committee through members of the Board of Directors, stockholders or other persons. Consideration of new Board nominee candidates typically involves a series of internal discussions, review of information concerning candidates and interviews with selected candidates. Candidates may be evaluated at regular or special meetings and may be considered at any point during the year, depending on the Company's needs. In evaluating nominations, the Corporate Governance and Nominating Committee considers a variety of criteria, including business experience and skills, independence, judgment, integrity, the ability to commit sufficient time and attention to Board of Directors activities and the absence of potential conflicts with the Company's interests. Such criteria are published in the Company's Corporate Governance Guidelines available on the Company's website at [www.virco.com](http://www.virco.com) in the Investor Relations section of the "Discover Virco" webpage. To recommend a prospective nominee for the Corporate Governance and Nominating Committee's consideration, stockholders should submit a candidate's name and qualifications to the Company's Corporate Secretary at 2027 Harpers Way, Torrance, California 90501, Attention: Robert E. Dose, Secretary.

### **Communications with the Board of Directors**

Any stockholder interested in communicating with individual members of the Board of Directors, the Board of Directors as a whole, any of the committees of the Board or the independent directors as a group may send written communications to the Board of Directors, any committee of the Board of Directors or any director or directors of the Company at 2027 Harpers Way, Torrance, California 90501, Attention: Robert E. Dose, Secretary. Communications received in writing are forwarded to the Board of Directors, or the committee or individual director or directors to whom the communication is directed, unless, at his discretion, the Secretary determines that the communication is of a commercial or frivolous nature, is unduly hostile, threatening, illegal, does not reasonably relate to the Company or its business, or is otherwise inappropriate for the Board of Directors' consideration. In such cases, such correspondence may be forwarded elsewhere in the Company for review and possible response. The Secretary has the authority to discard or disregard any inappropriate communications or to take other appropriate actions with respect to any such inappropriate communications.

### **Code of Ethics**

The Company has adopted a Code of Conduct and Ethics for Directors, Officers and Employees (the "Code"). The Code applies to all Company directors, employees and officers, including the Company's Chief Executive Officer and senior financial officers, including the principal financial and accounting officers. The Code is available on the Company's website at [www.virco.com](http://www.virco.com) in the Investor Relations section of the "Discover Virco" webpage. The Company intends to post any amendments to or waivers under the Code that apply to its Chief Executive Officer, principal financial officer and principal accounting officer on its website. Upon written request, the Company will provide a copy of the Code free of charge. Requests should be directed to Virco Mfg. Corporation, 2027 Harpers Way, Torrance, California 90501, Attention: Robert E. Dose, Secretary.

## **Board's Role in Risk Oversight**

Our Board of Directors believes that open communication between management and the Board is essential for effective risk management and oversight. The Board of Directors meets with our Chief Executive Officer and other members of senior management at Board meetings where, among other topics, they discuss strategy and risks in the context of reports from the management team and evaluate the risks inherent in significant transactions. While our Board of Directors is ultimately responsible for risk oversight, our Board committees assist the Board of Directors in fulfilling its oversight responsibilities in certain areas of risk. The Audit Committee assists the Board in fulfilling its oversight responsibilities with respect to risk management in the areas of major financial risk exposures, internal control over financial reporting, disclosure controls and procedures, and legal and regulatory compliance. The Compensation Committee assists the Board in assessing risks created by the incentives inherent in our compensation policies. The Corporate Governance and Nominating Committee assists the Board in fulfilling its oversight responsibilities with respect to the management of corporate, legal and regulatory risk.

## **Anti-Hedging Policy and Insider Trading Restrictions**

The Company's Insider Trading Compliance Policy restricts certain transactions in our securities and prohibits our directors, officers and employees (and their respective family and household members) from purchasing or selling any type of security while in possession of material non-public information relating to the security or the issuer of such security, whether the issuer of such security is the Company or any other company, or from providing such material non-public information to any person outside of the Company, except in accordance with the Company's disclosure policies. Trading by our executive officers and directors, as well as other designated covered persons, is restricted to certain quarterly trading windows. In addition, our Insider Trading Compliance Policy also prohibits directors, officers and employees from engaging in short sales, pledging and margining of the Company's securities, and from hedging the economic risk of stock ownership in the Company's securities. The Company's Insider Trading Compliance Policy is available on the Company's website at [www.virco.com](http://www.virco.com) in the Investor Relations section of the "Discover Virco" webpage.

## **Director Resignation Policy**

We have adopted a Director Resignation Policy pursuant to which any nominee for election as director is required to submit an offer of resignation for consideration by the Corporate Governance and Nominating Committee if such nominee for director (in an uncontested election) receives a greater number of "Withhold" votes from his or her election than votes "For" such election. In such case, the Corporate Governance and Nominating Committee will then consider the relevant facts and circumstances and recommend to the Board the action to be taken with respect to such offer of resignation. The Board will then act on the Committee's recommendation. Promptly following the Board's decision, we would disclose that decision and an explanation of such decision in a Current Report on Form 8-K filed with the SEC. A copy of the Director Resignation Policy is included in our Corporate Governance Guidelines, which is available on our website at [www.virco.com](http://www.virco.com) in the Investor Relations section of the "Discover Virco" webpage.

## PROPOSAL 1

### ELECTION OF DIRECTORS

The Certificate of Incorporation of the Company provides for the division of the Board of Directors into three classes as nearly equal in number as possible, with the term of one class expiring each year. The Company currently has seven members on its Board of Directors, with two members in Class I, three members in Class II, and two members in Class III.

At the Annual Meeting, the stockholders will be asked to elect:

- Two Class I directors, with terms expiring at the 2026 Annual Meeting of Stockholders, and
- One Class III director, with a term expiring at the 2025 Annual Meeting of Stockholders.

It is intended that the proxies solicited by this Proxy Statement will be voted in favor of the election of all nominees to the Board of Directors, unless authority to do so is withheld. Should any of such nominees be unable to serve as a director or should any additional vacancy occur before the election (which events are not anticipated), proxies may be voted for a substitute nominee selected by the Board of Directors.

The following table sets forth certain information with respect to each of the three nominees and our other directors. The Board of Directors recommends that you vote “**FOR**” the election of each of the nominees.

<u>Name</u>	<u>Age</u>	<u>Biographical Information, Skills and Qualifications</u>	<u>Director Since</u>	<u>Class of Director (term expires)</u>
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#### **Nominees for Class I Director Whose New Term Will Expire in 2026:**

Robert R. Lind	74	Mr. Lind has been Managing Partner of Berkshire Bridge Capital, LLC, a consulting firm and formerly an investment banking firm, since October 2005. Mr. Lind also served as Managing Partner of Berkshire Bridge Partners, LLC, a licensed investment advisor, and Nevada Growth Capital Fund from October 2012 to March 2014, and as a Director of Nevada Capital Investment Corporation, a statutory public benefit corporation formed by the State of Nevada to provide venture funding for Nevada businesses, from July 2011 to April 2012. Since 2016 Mr. Lind has been a member of the Advisory Board of Longenecker & Associates which provides highly specialized, fast-response technical and management support to the nuclear and environmental industries. Mr. Lind previously was a Managing Director and a board member of SAIC’s Venture Capital Corporation, served as Head of Corporate Development at Rockwell International, was a Managing Director at Lehman Brothers Holdings, Inc. and served as a board member on the Yosemite Conservancy Board of Trustees until December 31, 2014. Currently he is a Council Member on the Strategic Projects Committee for the Yosemite Conservancy. Mr. Lind brings over 35 years of investment banking, venture capital investing, corporate management and commercial banking experience and qualifies as an “audit committee financial expert.”	2014	I (2026)
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Craig L. Levra	64	Mr. Levra is a seasoned executive with deep expertise in operations, technology and ecommerce. He is a Founding Member of GoodwillFinds.com, a recently launched social enterprise comprising a re-commerce technology platform and second-hand marketplace. He also serves as Executive Vice President - Chief Operating Officer for Goodwill Southern California, the nation's largest Goodwill entity operating 120 stores and donation centers, five distribution centers and multiple ecommerce sites generating significant operating earnings to support Goodwill's mission of transforming lives through the power of work. In 2018, Mr. Levra served as President of Gear Coop, Inc, an outdoor specialty online retailer and a leading supplier of over one hundred fifty technical brands providing comprehensive brand management on Amazon.com. Mr. Levra led Sport Chalet, Inc., formerly a publicly traded specialty sports retailer, from 1997 until May 2015, and served as Chairman and CEO from 2001 until the sale to a private equity firm in 2014. He serves on the Board and as a strategic advisor of several privately held retail and sports companies, including Open 4 Sale Technologies and Gameday in the USA. Mr. Levra also serves on the Board of Directors – Executive Committee of the Los Angeles Sports and Entertainment Commission. Early in his career, he was a client of the Company when he headed furniture merchandising for office specialty retailer HQ Office Supplies Warehouse. Mr. Levra received a bachelor's and MBA degree from the University of Kansas, and a Certificate in Public Company Governance from the University of California, Irvine. Mr. Levra brings to the Board extensive experience in leadership, management, operations and marketing.	2016	I (2026)
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**Nominee for Class III Director Whose New Term Will Expire in 2025:**

Bradley Richardson	64	Mr. Richardson has served as a director of Brady Corporation since 2007 and became Chairman of the Board in May 2021. He also serves as Chair of the Audit Committee of Brady Corporation and is a member of its Corporate Governance, Finance and Management Development Committees and Compensation Committee. Mr. Richardson served as EVP and CFO of Avient Corporation from 2013 to 2020. He previously served as EVP and CFO of Diebold, Inc. and EVP Corporate Strategy and CFO of Modine Manufacturing. Prior to Modine, he spent 21 years with BP Amoco, serving in various financial and operational roles. Mr. Richardson has served on the Boards of Modine Manufacturing and Tronox, Inc. Mr. Richardson received a bachelor's degree in finance and economics from Miami University, and an MBA degree in accounting and finance from Indiana University. Mr. Richardson brings to the Company extensive knowledge and global experience in the areas of operations, strategy, accounting, tax accounting and finance, which are areas of critical importance and focus of the Company.		
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**Continuing Class III Directors Whose Terms Expire in 2025:**

Douglas A. Virtue	64	Mr. Virtue has served as President of the Company since November 2014, and Executive Vice President of the Company from December 1997 to November 2014. Prior to that, he was General Manager of the Torrance Division of the Company. Mr. Virtue brings to the Board 30 years of experience and knowledge of the Company's business, operations and culture. Mr. Virtue is Robert A. Virtue's son and Kathy Virtue Young's brother.	1992	III (2025)
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**Current Class III Director Whose Term Expires at the 2023 Annual Meeting:**

Alexander L. Cappello	67	Mr. Cappello has led several public and private companies, including Cappello Group, Inc., a global merchant bank affiliated with Cappello Global, LLC an investment bank. He is also a director of The Cheesecake Factory Incorporated (NASDAQ), The Agnew Company, Gusmer Enterprises and Caldera Medical Corp. Mr. Cappello is a director of RAND Corporation’s Center for Middle East Public Policy, the Center for Global Risk and Security, and the RAND-Russia Forum. Mr. Cappello is a former Chairman of Intelligent Energy, PLC (London), Inter-Tel (NASDAQ), Geothermal Resources Intl. (AMEX), California Republic Bank (OTC), Cytrx (NASDAQ), Genius Products Inc. (NASDAQ), Koo Koo Roo, Inc. (NASDAQ) and Patriot Defense Group. Mr. Cappello brings significant financial and board experience and qualifies as an “audit committee financial expert.”	2016	III (2023)
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**Continuing Class II Directors Whose Terms Will Expire in 2024:**

Robert A. Virtue	90	Mr. Virtue has served as Chairman of the Board and Chief Executive Officer of the Company since 1990, and President of the Company from August 1982 to November 2014. Mr. Virtue brings to the Board over 60 years of experience and knowledge of the Company’s business, operations, and culture. Mr. Virtue is the father of Douglas A. Virtue and Kathy Virtue Young.	1956	II (2024)
Kathy Virtue Young	59	Ms. Virtue Young has been employed by the Company in various sales positions since 1986, most recently as a Vice President of Sales. She brings to the Board over 30 years of experience and knowledge of the Company’s business, operations, and culture. Ms. Virtue Young is the daughter of Robert A. Virtue and sister of Douglas Virtue.	2018	II (2024)
Agnieszka Winkler	77	Ms. Winkler is the founder and former Chairperson of The Winkler Group, a San Francisco based management consultancy specializing in branding and marketing efficiency and effectiveness. She is also the founder and former Chairperson and Chief Executive Officer of Winkler Advertising, founded in 1984, and Team Toolz Inc., founded in 1999, both of which were acquired. Ms. Winkler has also served on the Boards of Directors of the following public and private companies: The Cheesecake Factory Inc., Inter-Tel Inc., Reno Air, Inc., SuperCuts, Inc., Ascension Health Care Network and Iplocks. Ms. Winkler currently serves on the Board of Trustees of Santa Clara University, as Chair of the Board of Directors of the Jesuit School of Theology, on the Board of Directors of African Diaspora Network. and on the Executive Committee of the Advisory Board for the Miller Center for Social Entrepreneurship. Ms. Winkler is the author of the book, “Warp Speed Branding” published by Wiley in the United States, China, and Turkey and editor of “Emigrant: Fight For Freedom 1939 to 2000.” Ms. Winkler brings to the Board extensive experience in leadership, management and marketing.	2018	II (2024)

## PROPOSAL 2

### ADVISORY VOTE ON COMPENSATION OF NAMED EXECUTIVE OFFICERS

In accordance with Section 14A of the Exchange Act, we are asking stockholders to approve, on an advisory basis, the compensation of the Company's named executive officers. Since 2011, the Company has sought your advisory approval of compensation every three years, and the next such advisory vote on executive compensation will occur at our 2026 Annual Meeting of Stockholders, subject to ongoing review of the frequency of such votes by our Board of Directors.

The Compensation Committee has structured our executive compensation program to achieve the following key objectives: 1) attract, motivate and retain highly qualified executives; 2) link total compensation to stockholder returns; 3) reflect individual contributions to the performance of the Company; 4) achieve appropriate balance between long-term value creation and short-term performance by including equity as part of total compensation; and 5) maintain internal fairness and morale.

Stockholders are urged to review the Summary Compensation Table and other compensation tables and narrative under "Executive Compensation" in this Proxy Statement, which provide specific information on the compensation of the Named Executive Officers. The Compensation Committee and Board of Directors believe that the Company's policies and procedures are effective in achieving our goals and that the compensation of the Named Executive Officers reported in this Proxy Statement reflects and supports these compensation policies and procedures.

This advisory resolution, commonly referred to as a "say-on-pay" resolution, is non-binding on the Board of Directors. Although non-binding, the Board and the Compensation Committee will review and consider the voting results when making future decisions regarding our executive compensation program.

Based on the above, the Company is asking stockholders to approve the following advisory resolution at the Annual Meeting:

**RESOLVED**, that the stockholders of Virco Mfg. Corporation approve, on an advisory basis, the compensation of the Company's Named Executive Officers, as disclosed in the Summary Compensation Table and the related compensation tables, notes and narrative in the Proxy Statement for the Company's 2023 Annual Meeting of Stockholders.

**The Board of Directors recommends a vote "FOR" the approval of the advisory resolution regarding the compensation of the Company's Named Executive Officers.**

## PROPOSAL 3

### ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON NAMED EXECUTIVE OFFICER COMPENSATION

In accordance with Section 14A of the Exchange Act, we are asking stockholders to vote on whether future advisory votes on Named Executive Officer compensation (such as Proposal No. 2 in this Proxy Statement) should occur every one year, every two years or every three years.

After careful consideration, the Board of Directors recommends that future advisory votes on executive compensation occur every three years (triennially). The Board believes that this frequency is appropriate for a number of reasons. The Company's compensation programs are designed to reward long-term performance, and stockholders are also encouraged to evaluate the Company's executive compensation programs over a multi-year horizon and review executive compensation over a three-year period. In addition, the Board believes that a triennial advisory vote on executive compensation reflects the appropriate time frame to enable the Compensation Committee and the Board to evaluate the results of the most recent advisory vote on executive compensation, to discuss the implications of that vote with stockholders to the extent needed, to develop and implement any adjustments to the executive compensation programs that may be appropriate in light of a past advisory vote on executive compensation, and for stockholders to see and evaluate any such adjustments to the executive compensation programs.

The Board is aware of and took into account views that some have expressed in support of conducting an annual advisory vote on executive compensation and the effects on accountability. The Board views the advisory vote on executive compensation as an additional, but not exclusive, means for stockholders to communicate their views on the Company's executive compensation programs, and many other avenues exist for stockholder engagement on this issue. Because the Company's executive compensation programs are designed to operate over the long-term and enhance long-term performance, the Board is concerned that an annual advisory vote on executive compensation could lead to a near-term perspective. While the Board believes that holding an advisory vote on executive compensation every three years will reflect the right balance of considerations in the normal course, the Board will periodically reassess that view and can provide for an advisory vote on executive compensation on a more frequent basis if changes in the compensation programs or other circumstances suggest that such a vote would be appropriate.

#### **Board Recommendation and Required Vote**

The Board recommends **THREE YEARS** as the frequency with which stockholders are provided an advisory and non-binding vote to approve executive compensation. Assuming the presence of a quorum, the option receiving the greatest number of votes cast (i.e., every year, every two years or every three years) will be considered the frequency selected by stockholders. Abstentions and broker non-votes will have no effect on the proposal. Unless authority to do so is withheld, the proxy holders named in the proxy card will vote the shares represented thereby for a vote every three years as the frequency with which stockholders are provided an advisory and non-binding vote. Because your vote is advisory, it will be considered by the Board of Directors when it sets the frequency of the Company's "say on pay" vote regarding named executive compensation, but will not be binding upon the Company or the Board of Directors.

**The Board of Directors recommends a vote for THREE YEARS as the frequency with which stockholders are provided future advisory votes on the compensation of our Named Executive Officers.**

## PROPOSAL 4

### **RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee of the Board selected Moss Adams LLP to serve as the Company's independent registered public accounting firm for the fiscal year ending January 31, 2024, and recommends that the stockholders vote for ratification of that appointment. Notwithstanding this selection or the ratification vote, the Audit Committee, at its discretion, may direct the appointment of new auditors at any time during the fiscal year if the Audit Committee determines that such a change would be in the best interests of the Company and its stockholders.

The affirmative vote of a majority of the votes cast is required to ratify the Audit Committee's selection. The Company is not required to submit the selection of the independent registered public accounting firm to the stockholders for approval, but is doing so as a matter of good corporate governance. If the stockholders reject the selection, the Board of Directors will reconsider its selection.

Representatives of Moss Adams LLP will attend the Annual Meeting and will have an opportunity to make a statement if they desire to do so and will be available to respond to appropriate questions from shareholders.

**The Board of Directors recommends a vote "FOR" the ratification of the appointment of Moss Adams LLP as the Company's independent registered public accounting firm for the fiscal year ending January 31, 2024.**

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

### Shares Owned by Directors, Management and Principal Stockholders

The following table sets forth information as of April 28, 2023 (unless otherwise indicated), relating to the beneficial ownership of the Company's common stock by (i) each person known by the Company to own beneficially more than 5% of the outstanding shares of common stock of the Company, (ii) each director and director-nominee of the Company, (iii) each executive officer of the Company for whom compensation is disclosed in the tables below ("Named Executive Officers" or "NEOs") and (iv) all executive officers, non-executive vice presidents, and directors of the Company as a group. Unless otherwise indicated, the mailing address of each of the persons named is c/o Virco Mfg. Corporation, 2027 Harpers Way, Torrance, California 90501.

Name of Beneficial Owner *	Amount and Nature of Beneficial Ownership (*)	Percent of Class (%)
The Jean L. Wedbush Trust (1)	1,371,408	8.46
Minerva Advisors (2)	935,115	5.77
Robert A. Virtue (3) (4) Chairman of the Board of Directors and Chief Executive Officer	477,039	2.94
Douglas A. Virtue (4) Director and President	883,847	5.45
Kathy Virtue Young Director	702,384	4.33
Alexander L. Cappello Director	44,591	**
Robert Lind Director	97,223	**
Craig L. Levra Director	87,273	**
Agnieszka Winkler Director	55,701	**
Bradley Richardson Director Nominee	—	**
Robert E. Dose Sr. Vice President Finance, Secretary, Treasurer	125,287	**
<b>All executive officers, non-executive vice presidents, and directors as a group (25 persons)</b>	<b>3,261,818</b>	<b>20.00</b>

(\*) Except as indicated in the footnotes to this table and pursuant to applicable community property laws, to the knowledge of the Company, the persons named in this table have sole voting and investment power with respect to all shares beneficially owned by them. For purposes of this table, a person is deemed to be the "beneficial owner" of any security if the person has the right to acquire beneficial ownership of such security within 60 days of April 28, 2023 including but not limited to, any right to acquire through the exercise of any option, warrant or right or through the conversion of a security. Amounts for Messrs. Robert Virtue,

Douglas Virtue, Robert Dose, and all executive officers and directors as a group, include 4,000, 4,000, 4,000 and 93,600 shares issuable upon exercise of options or as restricted stock grants, respectively, and 22,800, 58,922, 16,086 and 310,440 shares held under the Company's 401(k) Plan as of April 28, 2023 respectively.

\*\* Less than 1%.

(1) Reflects information as of May 3, 2023 received by the Company from a representative of the beneficial owner. The business address of the beneficial owner is P.O. Box 2325, Rancho Santa Fe, CA 92067.

(2) Reflects information as of December 31, 2022, as reported in a Schedule 13G/A filing on February 9, 2021 by Minerva Advisors LLC ("Minerva LLC"), Minerva Group, LP ("Minerva Group"), Minerva GP, LP ("Minerva GP"), Minerva GP, Inc. ("Minerva Inc.") and David P. Cohen. The address for each of the reporting persons is 50 Monument Road, Suite 201, Bala Cynwyd, PA 19004. Minerva LLC has sole power to vote and sole power to dispose of 666,153 shares, and shared power to vote and to dispose of 209,475 shares; each of Minerva Group, Minerva GP, and Minerva Inc. has sole power to vote and sole power to dispose of 654,328 shares and shared power to vote and dispose of 230,912 shares, and Mr. Cohen has sole power to vote and dispose of 666,153 shares and shared power to vote and dispose of 209,475 shares.

(3) Excludes 1,976,550 shares owned beneficially by Mr. Robert Virtue's adult children, including Mr. Douglas Virtue and Ms. Kathy Virtue Young, as to which Mr. Robert Virtue disclaims beneficial ownership.

(4) Douglas A. Virtue is Robert A. Virtue's son, and Kathy Virtue Young is Robert A. Virtue's daughter. The total number of shares beneficially owned by Robert A. Virtue, his brother Richard J. Virtue, his sister, Nancy Virtue-Cutshall and their children (including Douglas A. Virtue and Kathy Virtue Young), grandchildren, and great grandchildren aggregate 4,761,375 shares or 29.37% of the total shares of common stock outstanding. Robert A. Virtue, Richard J. Virtue, Nancy Virtue-Cutshall and certain of their respective spouses and children (including Douglas A. Virtue and Kathy Virtue Young) (collectively, the "Virtue Stockholders") and the Company have entered into an agreement with respect to certain shares of the Company's common stock received by the Virtue Stockholders as gifts from the founder, Julian A. Virtue, including shares received in subsequent stock dividends in respect of such shares. Under the agreement, each Virtue Stockholder who proposes to sell any of such shares is required to provide the remaining Virtue Stockholders notice of the terms of such proposed sale. Each of the remaining Virtue Stockholders is entitled to purchase any or all of such shares on the terms set forth in the notice. The Company may purchase any shares not purchased by such remaining Virtue Stockholders on such terms. The agreement also provides for a similar right of first refusal in the event of the death or bankruptcy of a Virtue Stockholder, except that the purchase price for the shares is to be based upon the then prevailing sales price of the Company's common stock on the NASDAQ Stock Market.

## EXECUTIVE COMPENSATION

### Objectives and Structure of the Executive Compensation Program

The objectives of the Company's executive compensation program are to: 1) attract, motivate and retain highly qualified executives; 2) link total compensation to stockholder returns; 3) reflect individual contributions to the performance of the Company; 4) achieve appropriate balance between long-term value creation and short-term performance by including equity as part of total compensation; and 5) maintain internal fairness and morale.

In keeping with the entrepreneurial spirit of Virco founder Julian Virtue (1908-1991), Virco's executive compensation package is designed to be simple, frugal, inclusive of all salaried employees and contain substantial components, which are tied directly to shareholder returns.

All salaried Virco employees, including Named Executive Officers and top-, mid-, and entry-level managers, are participants in the Company's Entrepreneurial Salaried Bonus Plan ("ESBP"). There is no separate compensation plan exclusively for executives. The ESBP was used in establishing eligibility for bonuses during the fiscal year ended January 31, 2023.

The ESBP contains three basic elements:

- 1) Each salaried employee's annual Base Salary;
- 2) An annual Bonus Incentive denoted as a percentage of the base salary, and;
- 3) For the top 27 Officers and Internal 'Directors' (collectively the Company's top managers), an award of Restricted Stock Units (RSUs) reflecting the respective manager's duties and responsibilities.

Each year, the Company's Board of Directors evaluates the prior year's performance and prospects for the coming year. The Compensation Committee, which consists entirely of Independent Directors, then establishes a minimum operating income threshold. For fiscal 2023 the target operating income was \$3,000,000. Until this target operating income is met, no participants in the ESBP are eligible for any bonus. The Compensation Committee then recommends the ESBP targets to the full Board for approval as a component of the Company's Annual Operating and Bonus Plan.

Once the minimum operating income threshold is achieved, one-third of any additional earnings above and beyond the minimum target are available for distribution to the Salaried Employees. In addition, bonus payouts to NEOs are capped at 50% of their base salary.

The Compensation Committee believes that the ESBP has several important entrepreneurial benefits:

- 1) It ensures that NEOs and managers will only receive a cash bonus if the Company is profitable.
- 2) It provides a simple ratio of distribution that rewards shareholders on a 2:1 ratio compared to management, once the shareholder minimum profit target has been achieved;
- 3) It links all salaried managers into a single incentive plan, appropriate for a vertically-integrated business model in which all managers and all operating units must cooperate to achieve success.

As of 2023, the Company had 135 salaried employees participating in this plan. This included all salaried members of operations, distribution, administration and selected sales and marketing. The majority of salaried sales employees have a separate incentive plan tied directly to the sales volume generated in their own territory, and do not participate in the Entrepreneurial Salaried Bonus Plan.

In 2023, Named Executive Officers received in the aggregate:

- 1) \$998,742 in base salary;
- 2) \$440,545 in ESBP cash payments; and
- 3) Vested in 24,000 RSUs.

The ESBP reaches deep into the Company's ranks. Its structure has the effect of rewarding salaried personnel as the Company's performance improves, and is designed to engage all participants in the risks and rewards of entrepreneurship.



Because of the entrepreneurial nature of this compensation plan and the difficult business conditions of the past decade, no salaried employees received a bonus during the fiscal years 2010-2015, 2019, or 2021-2022. During recent years salaried employees generally received minimal raises or Cost-of-Living adjustments, other than for promotions, and several executives took voluntary salary decreases.

Management and the Board believe the simple, transparent compensation program of the ESBP rewards shareholders while also incentivizing the teamwork essential in a vertically-integrated manufacturing, sales and service business. The program structure has remained essentially unchanged since the early 1990s. Because employees and shareholders were “all in it together,” Management further believes the inclusive nature of this plan contributed to the Company’s high morale while navigating the challenges related to COVID-19 in recent years.

The Company typically makes equity based awards on the date of the Annual Meeting of Stockholders. The Company has not typically made grants of stock options, but if it did so in the future, the Board of Directors or Compensation Committee would take into account material nonpublic information in determining the timing and terms of such an award. The Company has not timed the disclosure of material nonpublic information for the purpose of affecting the value of executive compensation.

### Summary Compensation Table

The table below sets forth the compensation awarded to, earned by or paid to, each of the Named Executive Officers for the fiscal year ended January 31, 2023 and 2022. The Company has no employment agreements with any of its executives. While employed, executives are entitled to base salary, participation in the executive compensation programs identified in the tables below and other benefits common to all employees.

The amounts shown in this column are based on the same assumptions used in the preparation of the Company’s 2023 financial statements, which are described in the Company’s Annual Report on Form 10-K for the fiscal year ended January 31, 2023 under the section “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, and in Note 4 to the consolidated financial statements included therein. The Pension Plans that the Named Executive Officers participate in were frozen in 2003. The Named Executive Officers did not accrue any additional benefits under the plans during 2023 or 2022.

Name and Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)(1)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension (\$)(2)	All Other Compensation (\$)(3)	Total (\$)
Robert A. Virtue	2023	352,148	—	—	155,302	—	15,000	522,450
Chairman & CEO	2022	326,139	—	—	—	—	15,000	341,139
Douglas A. Virtue	2023	324,953	—	—	143,608	—	9,103	477,664
President	2022	299,615	—	—	—	—	9,122	308,737
Robert E. Dose	2023	321,642	—	—	141,637	—	15,000	478,279
Sr. Vice President	2022	295,480	—	—	—	60,966	15,000	371,446
Finance								

(1) The amounts shown in this column are the aggregate grant date fair value of stock awards granted during the applicable fiscal year, computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718 (“FASB 718”). The assumptions used to calculate these figures are described in Note 5 of the Company’s Form 10-K for the applicable fiscal year.

(2) The aggregate change in the actuarial present value of the executive’s accumulated benefits under the Employee Plan and VIP Plan was negative during the current year and for Robert Virtue and Doug Virtue in the prior year. The aggregate change in the prior year for Robert Dose was attributable to changes in discount rate and passage of time. NEO’s did not earn any additional pension benefits.

(3) The amounts in this column include automobile allowances and the value of personal use of a Company provided vehicle.

## Outstanding Equity Awards at Fiscal Year-End

The following table sets forth outstanding equity awards held by the Named Executive Officers as of January 31, 2023:

Name and Title	Stock Awards		
	Year of Award	Shares or Units of Stock that have not Vested #(1)	Market Value of Shares or Units of Stock that have not Vested \$(2)
Robert A. Virtue Chairman and CEO	2020	8,000	39,120
Douglas A. Virtue President	2020	8,000	39,120
Robert E. Dose Sr. Vice President Finance	2020	8,000	39,120

(1) All RSUs vest at 20% per year for five years from the grant date. For the 8,000 RSUs remaining from the June 21, 2019 RSU award there are two remaining vesting dates: June 21, 2023, and June 21, 2024.

(2) All year-end dollar values were computed based on the fiscal year-end closing price of \$4.90 per share of common stock less the \$0.01 par value of the share of Common Stock that is paid by the Named Executive Officer.

## Retirement Benefits

The Company maintains two defined benefit pension plans in which the Named Executive Officers participate, the Virco Employees Retirement Plan (“**Employee Plan**”) and the Virco Important Performers Retirement Plan (“**VIP Plan**”). The Company and its subsidiaries cover all employees under the Employee Plan, which is a qualified noncontributory defined benefit retirement plan. Benefits under the Employee Plan are based on years of service and career average earnings. The Company also provides a supplementary retirement plan for certain key employees, the VIP Plan. The VIP Plan provides a benefit up to 50% of average compensation for the last five years in the VIP Plan, offset by benefits earned under the Employee Plan. Effective December 31, 2003, the Company froze all future benefit accruals under the plans. All NEOs are fully vested under both Plans.

## Potential Payments upon Termination or Change-in-Control

The Company does not have employment agreements with any of the Named Executive Officers. Retirement, death, disability and change-in-control events do not trigger the payment of compensation to the Named Executive Officers that is not available to all salaried employees (including the amounts included in the “**Retirement Benefits**” discussion above). Named Executive Officers do not have a contractual right to receive severance benefits.

The Company’s 2019 Omnibus Equity Incentive Plan provides that awards under such Plan may be subject to acceleration upon a “Change of Control” (as defined in the Plan).

## Executive Officers of the Registrant

As of April 1, 2023, the executive officers of the Company, who are elected by and serve at the discretion of the Company’s Board of Directors, were as follows:

<b>Name</b>	<b>Office</b>	<b>Age at January 31, 2023</b>	<b>Held Office Since</b>
Robert A. Virtue (1)	Chairman of the Board and Chief Executive Officer	90	1990
Douglas A. Virtue (2)	President	64	2014
J. Scott Bell (3)	Senior Vice President - Chief Operating Officer	66	2004
Robert E. Dose (4)	Senior Vice President - Chief Financial Officer, Secretary and Treasurer	66	1995
Patricia Quinones (5)	Senior Vice President - Chief Administrative Officer	59	2004
Bassey Yau (6)	Vice President - Corporate Controller, Assistant Secretary and Assistant Treasurer	64	2004

- (1) Appointed Chairman in 1990; has been employed by the Company for 66 years and served as the President from 1982 until 2014 and Chief Executive Officer since 1988.
- (2) Appointed President in 2014; has been employed by the Company for 37 years and has served in Production Control, as Contract Administrator, as Manager of Marketing Services, as General Manager of the Torrance Division, as Corporate Executive Vice President and currently as President.
- (3) Appointed in 2004; has been employed by the Company for 34 years and has served in a variety of manufacturing, safety, and environmental positions, Vice President - General Manager, Conway Division, and currently as Chief Operating Officer.
- (4) Appointed in 1995; has been employed by the Company for 32 years and has served as the Corporate Controller, and currently as Senior Vice President of Finance, Secretary and Treasurer.
- (5) Appointed in 2004; has been employed by the Company for 31 years in a variety customer and marketing service positions, Vice President of Logistics, Marketing Services and Information Technology and currently as Chief Administrative Officer.
- (6) Appointed in 2004; has been employed by the Company for 26 years and has served as Corporate Controller, and currently as Vice President Accounting, Corporate Controller, Assistant Secretary and Assistant Treasurer.

### Securities Authorized for Issuance Under Equity Compensation Plans

<b>Plan category</b>	<b>Equity Compensation Plan Information</b>		
	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights (#)</b>	<b>Weighted- average exercise price of outstanding options, warrants and rights (\$)</b>	<b>Number of securities remaining available for future issuance under equity compensation plans - excluding securities reflected in column (#)</b>
Equity compensation plans approved by security holders	187,200	\$4.40	608,435 (1)

(1) Represents the number of shares available for issuance as of January 31, 2023 under the Company's 2019 Omnibus Equity Stock Incentive Plan. No shares remain available for issuance under the Company's 2011 Stock Incentive Plan.

### Pay Versus Performance

As required by Section 953(a) of the Dodd-Frank Act and Item 402(v) of Regulation S-K, we are providing the following disclosure about the relationship between "compensation actually paid" for our principal executive officer, or PEO, and non-PEO named executive officers, or Non-PEO NEOs, and certain financial performance of the Company. As a smaller reporting company

we are permitted and have elected to provide scaled pay versus performance disclosure. For further information regarding our compensation philosophy and how we seek to align executive compensation with the Company’s performance, please see above in this “Executive Compensation” section.

The following table presents the pay versus performance information for our named executive officers. The amounts set forth below have been calculated in accordance with Item 402(v) of Regulation S-K. Use of the term “compensation actually paid” is required by the SEC’s rules and, as a result of the calculation methodology required by the SEC. Such amounts differ from compensation actually received by the individuals.

<b>Fiscal Year</b>	<b>Summary Compensation Table Total for PEO (\$)<sup>(1)</sup></b>	<b>Compensation Actually Paid to PEO (\$)<sup>(2)</sup></b>	<b>Average Summary Compensation Table Total for Non-PEO NEOs (\$)<sup>(3)</sup></b>	<b>Average Compensation Actually Paid to Non-PEO NEOs (\$)<sup>(4)</sup></b>	<b>Year-End Value of \$100 Investment Based On Total Stockholder Return (\$)<sup>(5)</sup></b>	<b>Net Income (Loss) (thousand \$)<sup>(6)</sup></b>
(a)	(b)	(c)	(d)	(e)	(f)	(g)
2023	367,148	389,348	335,349	357,549	178	16,547
2022	341,139	351,099	340,091	319,568	108	(15,136)

- (1) The dollar amounts reported in column (b) are the amounts of total compensation reported for Robert A. Virtue (our Chief Executive Officer, or PEO) for each corresponding year in the “Total” column of the Summary Compensation Table. Refer to “Executive Compensation—Summary Compensation Table.”
- (2) The dollar amounts reported in column (c) represent the amount of “compensation actually paid” to Mr. Virtue, as computed in accordance with Item 402(v) of Regulation S-K. The dollar amounts do not reflect the actual amount of compensation earned by or paid to Mr. Virtue during the applicable year. In accordance with the requirements of Item 402(v) of Regulation S-K, the adjustments in the table below were made to Mr. Virtue’s Summary Compensation Table Total compensation for each year to determine the compensation actually paid. The valuation assumptions used to calculate fair values did not materially differ from those disclosed at the time of grant.

	<b>PEO</b>	
	<b>2022</b>	<b>2023</b>
<b>Summary Compensation Table Total</b>	<b>\$341,139</b>	<b>\$367,148</b>
Less: Stock Award Values Reported in Summary Compensation Table for the Covered Year	\$0	\$0
Plus: Fair value of Equity Awards Granted During Covered Year	\$0	\$0
Change in Fair Value of Outstanding Unvested Stock Awards from Prior Years	\$3,520	\$15,440
Change in Fair Value of Stock Awards from Prior Years that Vested in the Covered Year	\$6,440	\$6,760
Less: Fair Value of Equity Awards Forfeited During Covered Year	\$0	\$0
Less: Change in Pension Value Reported in Summary Compensation Table	\$0	\$0
Plus: Pension Value Service Cost	\$0	\$0
<b>Compensation Actually Paid</b>	<b>\$351,099</b>	<b>\$389,348</b>

- (3) The dollar amounts reported in column (d) represent the average of the amounts reported for the NEOs as a group (excluding our PEO) in the “Total” column of the Summary Compensation Table in each applicable year. The Non-PEO NEOs included for purposes of calculating the average amounts in each applicable year are Douglas A. Virtue and Robert E. Dose.
- (4) The dollar amounts reported in column (e) represent the average amount of “compensation actually paid” to the Non-PEO NEOs as a group, as computed in accordance with Item 402(v) of Regulation S-K. The dollar amounts do not reflect the actual average amount of compensation earned by or paid to the NEOs as a group (excluding our PEO) during the applicable year. In accordance with the requirements of Item 402(v) of Regulation S-K, the adjustments in the table below were made to average total compensation for the Non-PEO NEOs as a group for each year to determine the compensation actually paid, using the same methodology described above in Note (2).

	<b>Average of Non-PEO NEOs</b>	
	<b>2022</b>	<b>2023</b>
<b>Summary Compensation Table Total</b>	<b>\$340,091</b>	<b>\$335,349</b>
Less: Stock Award Values Reported in Summary Compensation Table for the Covered Year	\$0	\$0
Plus: Fair value of Equity Awards Granted During Covered Year	\$0	\$0
Change in Fair Value of Outstanding Unvested Stock Awards from Prior Years	\$3,520	\$15,440
Change in Fair Value of Stock Awards from Prior Years that Vested in the Covered Year	\$6,440	\$6,760
Less: Fair Value of Equity Awards Forfeited During Covered Year	\$0	\$0
Less: Change in Pension Value Reported in Summary Compensation Table	(\$30,483)	\$0
Plus: Pension Value Service Cost	\$0	\$0
<b>Compensation Actually Paid</b>	<b>\$319,568</b>	<b>\$357,549</b>

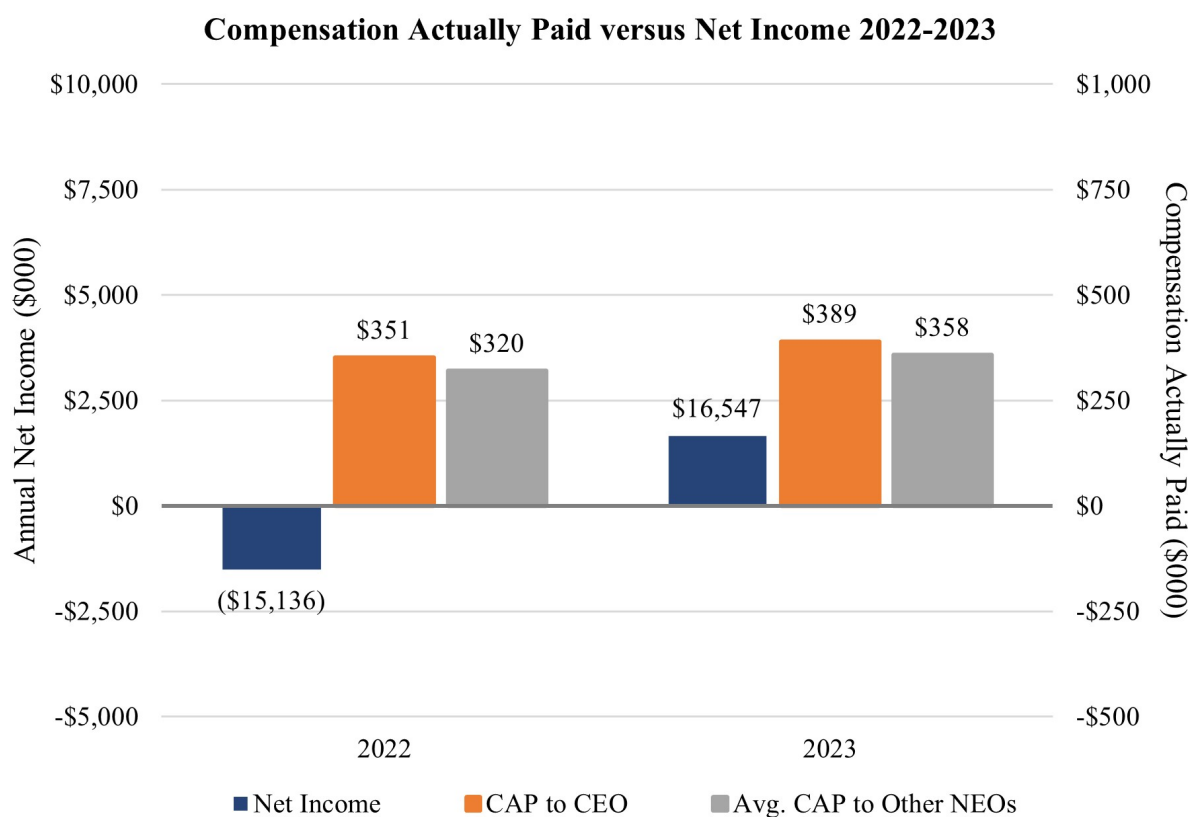
- (5) Cumulative TSR is calculated by dividing the sum of the cumulative amount of dividends for the measurement period, assuming dividend reinvestment, and the difference between the Company's share price at the end and the beginning of the measurement period by the Company's share price at the beginning of the measurement period.
- (6) The dollar amounts reported represent the amount of net income (loss) reflected in the Company's audited financial statements for the applicable fiscal year.

#### ***Analysis of the Information Presented in the Pay Versus Performance Table***

In accordance with Item 402(v) of Regulation S-K, we are providing the following descriptions of the relationships between information presented in the Pay Versus Performance table above.

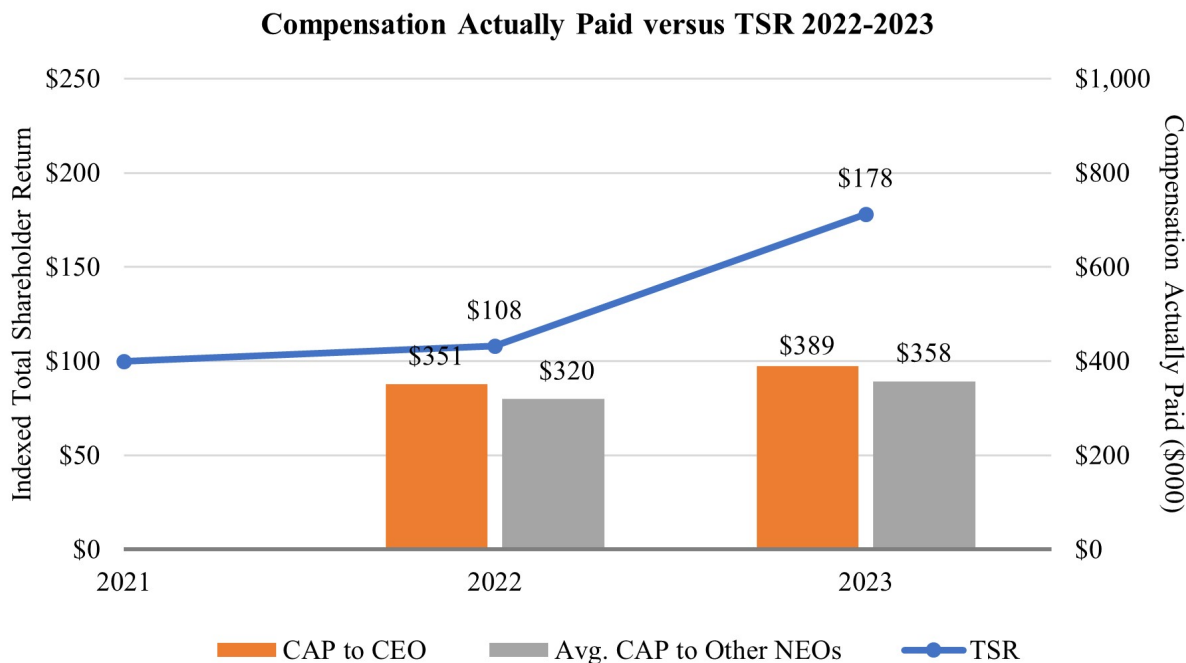
#### ***Compensation Actually Paid and Net Income***

The chart below shows the relationship between the compensation actually paid to our PEO and the average compensation actually paid to our Non-PEO NEOs, on the one hand, to the Company's net income, on the other.



Compensation Actually Paid and Cumulative TSR

The chart below shows the relationship between the compensation actually paid to our CEO and the average compensation actually paid to our Non-CEO NEOs, on the one hand, to the Company's cumulative total stockholder return, or TSR, over the two years presented in the table, on the other.



*All information provided above under the "Pay Versus Performance" heading will not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing, except to the extent the Company specifically incorporates such information by reference.*

## DIRECTOR COMPENSATION

Directors who are also officers of the Company receive no additional compensation for their services as directors. Directors receive an annual retainer of \$150,000 composed of (i) \$75,000 in the form of monthly cash payments and (ii) \$75,000 in the form of restricted stock granted each year on the date of the Annual Meeting of Stockholders, although directors may elect to receive a greater amount in cash if they have achieved the Company's minimum stock ownership guidelines for directors. The Directors are reimbursed for travel and related expenses incurred to attend meetings. The Company's guidelines with regard to common stock ownership by directors are for each director to own common stock with a market value of four times or more the annual cash retainer.

The following table sets forth the compensation paid to each independent director who served during our fiscal year ended January 31, 2023:

Name and Position	Fees Earned or Paid in Cash (\$)(1)	Stock Awards (\$)	All Other Compensation (\$)	Total (\$)
Alexander Cappello	159,166	—	—	159,166
Robert Lind	159,166	—	—	159,166
Donald Rudkin	146,666	—	—	146,666
Craig Levra	159,166	—	—	159,166
Agnieszka Winkler	159,166	—	—	159,166

(1) Cash Fees include the cash portion of the annual retainer plus fees for serving as a lead director, committee chair or committee member. The compensation paid to each independent director for the fiscal year ended January 31, 2023 included \$30,000 for service on a special committee of the Board of Directors formed in May 2021 and terminated in May 2022. The special committee was formed to review and advise on an unsolicited acquisition proposal with the assistance of independent legal counsel and an independent financial advisor, which proposal was ultimately rejected as inadequate and not in the best interests of shareholders.

## CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Jerald Farrell, who is the brother of Patricia Quinones, our Senior Vice President and Chief Administrative Officer, has been employed by the Company in various positions since March 1997, and most recently as Vice President of Technical Operations and Information Technology. During fiscal 2022 and 2023, the total compensation (which includes base salary, the value of stock-based awards and personal use of a Company car) paid by the Company to Mr. Farrell was approximately \$175,522 and \$263,717, respectively. Debra Bell, who is the spouse of J. Scott Bell, our Senior Vice President of Operations, has been employed by the Company since September 2018, most recently as PlanScape Project Manager. During fiscal 2023, the total compensation (which includes base salary) paid by the Company to Ms. Bell was approximately \$130,937. Kathy Virtue Young, a member of the Board of Directors of the Company and the daughter of Robert A. Virtue and sister of Douglas A. Virtue, has been employed by the Company in various sales positions since October 1986, most recently as a Vice President of Sales. During fiscal 2022 and 2023, the total compensation (which includes base salary, incentive sales programs, and personal use of a Company car) paid by the Company to Ms. Young was approximately \$185,007 and \$287,024, respectively. Andrew Virtue, the son of Robert A. Virtue, worked as a consultant for the Company. During fiscal 2022 and 2023, Andrew Virtue received compensation of \$136,613 and \$177,025, respectively.

In keeping with the Company's policy on Related-Party Transactions, the Board and the Audit Committee (or Audit Committee Chair) have reviewed and ratified the terms and circumstances of the transactions at the time such transactions were initiated.

## REPORT OF THE AUDIT COMMITTEE

The Board of Directors has adopted a written charter for the Audit Committee, which is available on the Company's website at [www.virco.com](http://www.virco.com) in the Investor Relations section of the "Discover Virco" webpage. The Audit Committee reviews the Company's financial reporting process on behalf of the Board of Directors. Management has the primary responsibility for the financial statements and the reporting process. The Company's independent registered public accounting firm is responsible for expressing an opinion on the conformity of the Company's audited financial statements with accounting principles generally accepted in the United States.

In this context, the Audit Committee has reviewed and discussed the audited financial statements included in the Company's Annual Report on Form 10-K for the fiscal year ended January 31, 2023, with management and the independent registered public accounting firm, including their judgment of the quality and appropriateness of accounting principles, the reasonableness of significant judgments and the clarity of the disclosures in the financial statements. In addition, the Audit Committee has discussed with the independent registered public accounting firm the matters required to be discussed by Public Company Accounting Oversight Board standards, SEC rules, and other applicable standards. In addition, the Audit Committee has received from the independent registered public accounting firm the written disclosures and letter required by the applicable requirements of the Public Company Accounting Oversight Board regarding the independent registered public accounting firm's communication with the Audit Committee concerning independence, and has discussed with the independent registered public accounting firm the independent registered public accounting firm's independence. The Audit Committee has also considered whether the independent registered public accounting firm's provision of non-audit services to the Company is compatible with the auditors' independence. The Audit Committee also reviewed and discussed with management its report on internal control over financial reporting.

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors, and the Board of Directors has approved, that the audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended January 31, 2023, for filing with the Securities and Exchange Commission.



## THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

Robert R. Lind, Chair  
Craig L. Levra  
Alexander L. Cappello  
Agnieszka Winkler

*The report of the Audit Committee shall not be deemed incorporated by reference by any general statement incorporating by reference this proxy statement into any filing under the Securities Act of 1933, as amended, or under the Securities Exchange Act of 1934, as amended, except to the extent that the Company specifically incorporates this information by reference, and shall not otherwise be deemed filed under such Acts.*

### **RELATIONSHIP WITH INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRMS**

Moss Adams LLP audited the Company's financial statements for the fiscal year ended January 31, 2023. Deloitte & Touche LLP audited the Company's financial statements for the fiscal year ended January 31, 2022 and reviewed the first and second quarter for the fiscal year ended January 31, 2023. The Audit Committee is directly responsible for the engagement of the Company's independent registered public accounting firm. In making its determination, the Audit Committee reviewed both the audit scope and estimated audit fees of Moss Adams LLP for the coming year, among other things.

The Audit Committee has adopted policies and procedures for pre-approving all audit services, audit-related services, tax services and non-audit services performed by the Company's independent registered public accounting firm. With respect to Moss Adams LLP, the Audit Committee previously pre-approved the use of Moss Adams LLP for detailed, specific types of services within the following categories: annual audits, quarterly reviews and statutory audits, regulatory implementation and compliance and risk assessment guidance. In each case, the Audit Committee has also set specific annual ranges or limits on the amount of each category of services which the Company would obtain from Moss Adams LLP, which limits and amounts are established periodically by the Audit Committee. Any proposed services exceeding these levels or amounts would require specific pre-approval by the Audit Committee. The Audit Committee monitors the performance of all services provided by the independent registered public accounting firm to determine whether such services are in compliance with the Company's pre-approval policies and procedures.

The reports of Deloitte & Touche LLP ("Deloitte") on the Company's consolidated financial statements as of and for the fiscal years ended January 31, 2022 and January 31, 2021 did not contain any adverse opinions or disclaimers of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles. During the fiscal years ended January 31, 2022 and January 31, 2021 and the subsequent interim period through the date of this Proxy Statement, there were (i) no disagreements between the Company and Deloitte on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of Deloitte, would have caused Deloitte to make reference to the subject matter of the disagreement in their reports on the Company's consolidated financial statements for such years, and (ii) no "reportable events" as that term is defined in Item 304(a)(1)(v) of Regulation S-K.

During the fiscal years ended January 31, 2023 and January 31, 2022 and the subsequent interim period through the date of this Proxy Statement, neither the Company nor anyone acting on its behalf has consulted with Moss Adams LLP on any of the matters or events set forth in Item 304(a)(2)(i) or 304(a)(2)(ii) of Regulation S-K.

### **Fees Paid to Moss Adams LLP and Deloitte & Touche LLP**

The following table shows the fees that the Company paid or accrued for the audit and other professional services rendered by Moss Adams LLP for the fiscal year ended January 31, 2023 ("Fiscal 2023") and Deloitte & Touche LLP for the fiscal year ended January 31, 2022 ("Fiscal 2022"). All of the services described in the following fee table were approved in conformity with the Audit Committee's pre-approval process.

	Fiscal 2023 (\$) Moss Adams	Fiscal 2022 (\$) Deloitte
Audit Fees	400,517	606,174
Audit-Related Fees	—	—
Tax Fees	—	—
All Other Fees	—	—
<b>Total</b>	<b>400,517</b>	<b>606,174</b>

*Audit Fees.* Audit fees are the aggregate fees for services of the Company’s independent registered public accounting firm for audits of the Company’s annual financial statements, and review of the Company’s quarterly financial statements included in the Company’s Forms 10-Q, and services that are normally provided by the independent registered public accounting firm in connection with statutory and regulatory filings or engagements for those fiscal years.

*Audit-Related Fees.* Audit-related fees are those fees for services provided by the independent registered public accounting firm that are reasonably related to the performance of the audit or review of the Company’s financial statements and not included as audit fees.

*Tax Fees.* Tax fees are those fees for services provided by the independent registered public accounting firm, primarily in connection with the Company’s tax compliance activities, including technical tax advice related to the preparation of tax returns.

There were no tax services provided by the Company’s independent registered public accounting firms in the fiscal years ended January 31, 2023 or 2022.

## OTHER MATTERS

### Delinquent Section 16(a) Reports

Section 16(a) of the Exchange Act requires the Company’s officers, directors and persons who beneficially own more than 10% of any equity security of the Company to file reports of beneficial ownership and changes in beneficial ownership with the Securities and Exchange Commission and to furnish copies of these reports to the Company. Based solely on a review of the copies of the forms that the Company received, and other information available to it, to the best of the Company’s knowledge all such reports were timely filed.

### 2024 Stockholder Proposals

If a stockholder wishes to submit a proposal for consideration at the 2024 Annual Meeting and wants that proposal to appear in the Company’s proxy statement and form of proxy for that meeting, the proposal must be submitted in writing to the Company’s Corporate Secretary at 2027 Harpers Way, Torrance, California 90501, Attention: Robert E. Dose, no later than 120 days before the anniversary of the date of this proxy statement, or January 11, 2024, and must comply with all other applicable SEC requirements in effect at that time. However, if the date of our 2024 Annual Meeting changes by more than 30 days from the anniversary of the date on which our 2023 Annual Meeting of Stockholders is held, then the deadline would be a reasonable time before we begin to print and mail our proxy materials for our 2024 Annual Meeting. The submission of a stockholder proposal does not guarantee that it will be included in the Company’s Proxy Statement and form of proxy.

The Company’s bylaws also establish an advance notice procedure with regard to nominations of persons for election to the Board of Directors and proposals for other business that are not submitted for inclusion in the Proxy Statement and form of proxy but that a stockholder instead wishes to present directly at an Annual Meeting of Stockholders. If a stockholder wishes to submit a nominee or other business for consideration at the 2024 Annual Meeting of Stockholders without including that nominee or proposal in the Company’s Proxy Statement and form of proxy, the Company’s bylaws require, among other things, that the stockholder submission contain certain information concerning the nominee or other business, as the case may be, and other information specified in the Company’s bylaws, and that the stockholder provide the Company with written notice of such nominee or business not less than 120 days prior to the first anniversary of this year’s Annual Meeting, or February 21, 2024, provided that, if the 2024 Annual Meeting of Stockholders is advanced or delayed more than 40 days from the anniversary date of the 2023 Annual Meeting of Stockholders, such nominee or proposal of other business must be submitted no later than the close of business on the later of the 120th day prior to the 2024 Annual Meeting of Stockholders or the 10th day following the first public announcement of the date of

such meeting. If the number of directors to be elected to the Board of Directors is increased and there is no public announcement specifying the size of increase before February 21, 2024, then a stockholder notice will be considered timely only with respect to nominees for new positions created by such increase if submitted not later than the close of business on the 10th day following the first public announcement of such increase. A stockholder notice should be sent to the Company's Corporate Secretary at 2027 Harpers Way, Torrance, California 90501, Attention: Robert E. Dose. Proposals or nominations not meeting the advance notice requirements in the Company's bylaws will not be entertained at the 2024 Annual Meeting of Stockholders. A copy of the full text of the relevant Bylaws provisions may be obtained from the Company's filing with the SEC or by writing to our Corporate Secretary at the address identified above.

In addition, in order for stockholders to give timely notice of nominations for directors for inclusion on a universal proxy card in connection with the 2024 Annual Meeting of Stockholders, notice must be submitted by the same deadline as disclosed above under the advance notice provisions of our bylaws, and must include the information in the notice required by our bylaws and by Rule 14a-19(b)(2) and Rule 14a-19(b)(3) under the Exchange Act.

### **Additional Matters to be Considered at the 2023 Annual Meeting**

The Board of Directors does not know of any matters to be presented at the 2023 Annual Meeting other than as stated herein. If other matters do properly come before the 2023 Annual Meeting, the persons named on the accompanying proxy card will vote the proxies in accordance with their judgment in such matters.

### **Householding**

The Company will deliver only one Proxy Statement and accompanying Annual Report to multiple stockholders sharing an address unless the Company has received contrary instructions from one or more of the stockholders. The Company will undertake to deliver promptly, upon written or oral request, a separate copy of the Proxy Statement and accompanying Annual Report to a stockholder at a shared address to which a single copy of such documents is delivered. A stockholder can notify the Company that the stockholder wishes to receive a separate copy of the Proxy Statement and/or Annual Report by contacting the Company's Corporate Secretary at 2027 Harpers Way, Torrance, California 90501 or at (310) 533-0474. Similarly, stockholders sharing an address who are receiving multiple copies of the Proxy Statement and accompanying Annual Report may request delivery of a single copy of the Proxy Statement and/or Annual Report by contacting the Company at the address set forth above or at (310) 533-0474.

### **Availability of Annual Report**

The Annual Report to Stockholders of the Company for the fiscal year ended January 31, 2023 is available online at [www.virco.com](http://www.virco.com). The Company will also provide without charge a copy of its Annual Report on Form 10-K, including financial statements and related schedules, filed with the Securities and Exchange Commission, upon written or oral request from any person who was a holder of record, or who represents in good faith that he/she was a beneficial owner of common stock of the Company on April 28, 2023. Any such request should be addressed to the Company at 2027 Harpers Way, Torrance, California 90501, Attention: Robert E. Dose, Secretary or by calling (310) 533-0474.

### **By Order of the Board of Directors**

Robert E. Dose, Secretary

Torrance, California

May 10, 2023



## 2023 Annual Meeting Admission Ticket

2023 Annual Meeting of Stockholders of Virco Mfg. Corporation will be held on

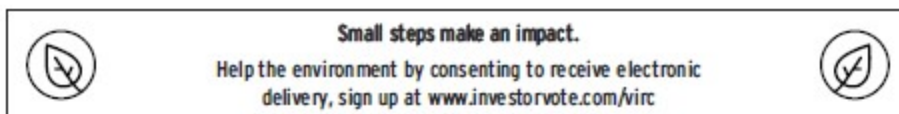
Tuesday, June 20, 2023 at 10:00 A.M. Pacific Time

Company's offices

2027 Harpers Way, Torrance, California 90501

Upon arrival, please present this admission ticket and photo identification at the registration desk.

Important Notice Regarding the Internet Availability of Proxy Materials for the Annual Meeting of Stockholders to be Held on June 20, 2023. The Proxy Statement and the Annual Report for fiscal year ended January 31, 2023 are available at: [www.edocumentview.com/VIRC](http://www.edocumentview.com/VIRC)



▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

### Proxy – VIRCO MFG. CORPORATION



Annual Meeting of Stockholders for fiscal year ended January 31, 2023 - to be held on June 20, 2023

#### THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS OF VIRCO MFG. CORPORATION

The undersigned hereby appoints each of Robert A. Virtue, Douglas A. Virtue and Robert E. Dose, or any of them, with power to act without the other and with power of substitution, as proxies and attorneys-in-fact and hereby authorizes them to represent and vote, as provided on the other side, all the shares of Common Stock of Virco Mfg. Corporation (the "Company") which the undersigned is entitled to vote, and, in their discretion, to vote upon such other business as may properly come before the Annual Meeting of Stockholders (the "Annual Meeting") of the Company to be held June 20, 2023 or at any adjournment or postponement thereof, with all powers which the undersigned would possess if present at the Annual Meeting.

THIS PROXY WILL BE VOTED AS DIRECTED, OR IF NO DIRECTION IS INDICATED, WILL BE VOTED "FOR" PROPOSAL 1A, THE ELECTION OF TWO CLASS I DIRECTORS, "FOR" PROPOSAL 1B, THE ELECTION OF ONE CLASS III DIRECTOR, "FOR" PROPOSAL 2, ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION, FOR "3 YEARS" ON PROPOSAL 3, ADVISORY VOTE ON THE FREQUENCY OF FUTURE SAY-ON-PAY VOTES, AND "FOR" PROPOSAL 4, RATIFICATION OF MOSS ADAMS LLP.

(Continued and to be marked, dated and signed, on the other side)

#### **C** Non-Voting Items

Change of Address – Please print new address below.

Comments – Please print your comments below.



VIRCO MFG. CORPORATION



Using a **black ink** pen, mark your votes with an X as shown in this example. Please do not write outside the designated areas.



### Annual Meeting Proxy Card

▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

**A** Proposals – The Board of Directors recommends a vote **FOR** each Class I Director nominee named in Proposal 1a, **FOR** the Class III Director nominee named in Proposal 1b, **FOR** Proposals 2 and 4, and for **3 YEARS** on Proposal 3.



1a. Election of two Class I Directors.

01 - Craig Leira

02 - Robert Lind

Mark here to vote **FOR** all nominees

Mark here to **WITHHOLD** vote from all nominees

For All **EXCEPT** - To withhold authority to vote for any nominee(s), write the name(s) of such nominee(s) below.

1b. Election of one Class III Director.

03 - Bradley Richardson

Mark here to vote **FOR** nominee

Mark here to **WITHHOLD** vote from nominee

2. Advisory Vote on Named Executive Officer Compensation ("Say-on-Pay").

For  Against  Abstain

3. Advisory Vote on the Frequency of Future Say-on-Pay Votes ("Say-on-Frequency").

1 Year  2 Years  3 Years  Abstain

4. Ratification of Appointment of Moss Adams LLP as the Company's registered independent accounting firm for fiscal year 2024.

For  Against  Abstain

**NOTE:** Such other business as may properly come before the meeting or any adjournments or postponements thereof.

**B** Authorized Signatures – This section must be completed for your vote to be counted. – Date and Sign Below

**NOTE:** Please sign as name appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such.

Date (mm/dd/yyyy) – Please print date below.

Signature 1 – Please keep signature within the box.

Signature 2 – Please keep signature within the box.



1UPX 577990



03TX 2E

Important Notice Regarding the Internet Availability of Proxy Materials for the Annual Meeting of Stockholders to be Held on June 20, 2023. The Proxy Statement and the Annual Report for fiscal year ended January 31, 2023 are available at: [www.edocumentview.com/VIRC](http://www.edocumentview.com/VIRC)

▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

## Proxy – VIRCO MFG. CORPORATION

Annual Meeting of Stockholders for fiscal year ended January 31, 2023 - to be held on June 20, 2023

### THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS OF VIRCO MFG. CORPORATION

The undersigned hereby appoints each of Robert A. Virtue, Douglas A. Virtue and Robert E. Dose, or any of them, with power to act without the other and with power of substitution, as proxies and attorneys-in-fact and hereby authorizes them to represent and vote, as provided on the other side, all the shares of Common Stock of Virco Mfg. Corporation (the "Company") which the undersigned is entitled to vote, and, in their discretion, to vote upon such other business as may properly come before the Annual Meeting of Stockholders (the "Annual Meeting") of the Company to be held June 20, 2023 or at any adjournment or postponement thereof, with all powers which the undersigned would possess if present at the Annual Meeting.

THIS PROXY WILL BE VOTED AS DIRECTED, OR IF NO DIRECTION IS INDICATED, WILL BE VOTED "FOR" PROPOSAL 1A, THE ELECTION OF TWO CLASS I DIRECTORS, "FOR" PROPOSAL 1B, THE ELECTION OF ONE CLASS III DIRECTOR, "FOR" PROPOSAL 2, ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION, FOR "3 YEARS" ON PROPOSAL 3, ADVISORY VOTE ON THE FREQUENCY OF FUTURE SAY-ON-PAY VOTES, AND "FOR" PROPOSAL 4, RATIFICATION OF MOSS ADAMS LLP.

(Continued and to be marked, dated and signed, on the other side)





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## Stockholder Meeting Notice

The 2023 Annual Meeting of Stockholders of Virco Mfg. Corporation will be held on Tuesday, June 20, 2023 at 10:00 A.M. Pacific Time, at the Company's offices, located at 2027 Harpers Way, Torrance, California 90501.

Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations.

The Board of Directors recommends a vote FOR each nominee listed in proposal 1, FOR proposals 2 and 4, and for 3 YEARS for Proposal 3:

- 1a. Election of two Class I Directors:
  - 01 - Craig Levra
  - 02 - Robert Lind
- 1b. Election of one Class III Director.
  - 03 - Bradley Richardson
2. Advisory Vote on Executive Compensation ("Say-on-Pay").
3. Advisory Vote on the Frequency of Future Say-on-Pay Votes ("Say-on-Frequency").
4. Ratification of appointment of Moss Adams LLP as the Company's independent registered accounting firm for fiscal year 2024.

**NOTE:** Such other business as may properly come before the meeting or any adjournments or postponements thereof

**PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE.** To vote your shares you must go online or request a paper copy of the proxy materials to receive a proxy card.



### Here's how to order a copy of the proxy materials and select delivery preferences:

Current and future delivery requests can be submitted using the options below.

If you request an email copy, you will receive an email with a link to the current meeting materials.

**PLEASE NOTE:** You must use the number in the shaded bar on the reverse side when requesting a copy of the proxy materials.

- **Internet** - Go to [www.investorvote.com/virc](http://www.investorvote.com/virc).
- **Phone** - Call us free of charge at 1-866-641-4276.
- **Email** - Send an email to [investorvote@computershare.com](mailto:investorvote@computershare.com) with "Proxy Materials Virco Mfg. Corporation" in the subject line. Include your full name and address, plus the number located in the shaded bar on the reverse side, and state that you want a paper copy of the meeting materials.

To facilitate timely delivery, requests for a paper copy of proxy materials must be received by June 10, 2023.