



VISLINK TECHNOLOGIES, INC.  
350 CLARK DRIVE, SUITE 125  
MT. OLIVE, NJ 07828

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON JULY 9, 2026**

TO THE STOCKHOLDERS OF VISLINK TECHNOLOGIES, INC.:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders (the “Annual Meeting”) of VISLINK TECHNOLOGIES, INC., a Delaware corporation (the “Company”), will be held virtually in accordance with the instructions below, on July 9, 2026, at 11:00 a.m. Eastern Time for the following purposes:

1. To elect four directors to the Company’s Board of Directors to serve until the Company’s annual meeting of stockholders for the calendar year 2027 (the “2027 Annual Meeting”).
2. To approve a proposal to ratify the Board’s selection of Weaver and Tidwell, LLP as the Company’s independent registered public accounting firm for fiscal year ending December 31, 2026.
3. To approve an amendment to the Company’s Restated Certificate of Incorporation to reduce the total number of authorized shares of the Company’s Common Stock from 100,000,000 shares to 10,000,000 shares.
4. To transact such other business as may properly come before the meeting or any continuation or adjournment thereof.

The foregoing matters are more fully described in the Proxy Statement attached hereto as EXHIBIT A.

Only stockholders of record at the close of business on May 20, 2026, will be entitled to receive notice of and vote at the Annual Meeting in accordance with the number of shares of record held in the name of each stockholder on that date.

If your shares are registered in your name with Continental Stock Transfer & Trust Company (“Continental”), the Company’s transfer agent, and you wish to attend the online-only virtual meeting, go to <https://www.cstproxy.com/vislink/2026>, enter the control number you received on your proxy card or notice of the meeting and click on the “Click here to pre-register for the online meeting” link at the top of the page. Just prior to the start of the meeting, you will need to log back into the meeting site using your control number. Pre-registration is recommended, but attendance is not required. Beneficial stockholders who wish to attend the online-only virtual meeting must obtain a legal proxy by contacting their account representative at the bank, broker, or other nominee that holds their shares and e-mail a copy (a legible photograph is sufficient) of their legal proxy to our transfer agent, Continental, at [proxy@continentalstock.com](mailto:proxy@continentalstock.com). Beneficial stockholders who email a valid legal proxy will be issued a meeting control number that will allow them to register to attend and participate in the online-only meeting. After contacting Continental, a beneficial holder will receive an email prior to the meeting with a link and

instructions for entering the virtual meeting. Beneficial stockholders should contact Continental at least five business days prior to the meeting date.

All stockholders attending the Annual Meeting virtually in accordance with the instructions above shall be deemed present as if in person and entitled to vote on the foregoing matters.

All stockholders are cordially invited to attend the meeting.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Carleton M. Miller

CARLETON M. MILLER, DIRECTOR AND CEO

Mt. Olive, New Jersey  
May 29, 2026

WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, DATE, SIGN, AND RETURN THE ENCLOSED PROXY CARD AS PROMPTLY AS POSSIBLE IN ORDER TO ENSURE YOUR REPRESENTATION AT THE MEETING. A RETURN ENVELOPE (WHICH IS POSTAGE PREPAID IF MAILED IN THE UNITED STATES) IS ENCLOSED FOR THAT PURPOSE. EVEN IF YOU HAVE GIVEN YOUR PROXY, YOU MAY STILL VOTE AT THE MEETING IF YOU ARE IN ATTENDANCE.



VISLINK TECHNOLOGIES, INC.  
350 CLARK DRIVE, SUITE 125  
MT. OLIVE, NJ 07828

**PROXY STATEMENT FOR  
2026 ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON JULY 9, 2026**

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

**Information Concerning the Proxy Materials and the Annual Meeting**

This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors (the “Board”) of VISLINK TECHNOLOGIES, INC., a Delaware corporation (the “Company”), for use at the Annual Meeting of Stockholders (the “Annual Meeting”) to be held virtually on July 9, 2026, at 11:00 a.m. Eastern Time, or at any adjournment or postponement of that meeting. Proxies are being solicited by the Board for use at the Annual Meeting via the Internet at <https://www.cstproxy.com/vislink/2026>, and at any adjournment or postponement thereof.

Notices of the Internet availability of proxy materials will first be mailed to stockholders on or about May 29, 2026.

The Board has fixed May 20, 2026, as the record date for the determination of stockholders entitled to vote at the Annual Meeting. On May 20, 2026, there were outstanding and entitled to vote 2,479,485 shares of common stock, par value \$0.00001 per share (“Common Stock”), and zero shares of preferred stock, par value \$0.00001 per share (“Preferred Stock”). Each share of Common Stock is entitled to one vote. The Company’s Common Stock is currently quoted for trading with the OTCID™ Basic Market of OTC Markets Group Inc.

Carleton M. Miller and Ralph E. Faison are named as attorneys-in-fact in the proxy, which means that your completed, executed, and timely proxy card authorizes them to vote your shares of Common Stock on your behalf. Mr. Miller is our Chief Executive Officer. Mr. Faison is Chair of the Board. Mr. Miller or Mr. Faison will vote all shares of Common Stock represented by properly executed proxies returned in time to be counted at the Annual Meeting. Where a vote has been specified in the Proxy Statement with respect to the matters identified in the notice of the Annual Meeting, the shares of Common Stock represented by the proxy will be voted in accordance with those voting specifications. If no voting instructions are indicated, your shares of Common Stock will not be voted.

Our stockholders will consider and vote upon a proposal to re-elect four members of the Board, each to serve until the 2027 Annual Meeting of Stockholders and until their successors are elected and qualified or until their earlier resignation or removal. Stockholders will also consider and act upon such other business as may properly come before the Annual Meeting.

None of our stockholders have any dissenters’ or appraisal rights or cumulative voting rights with respect to the matters to be voted on at the Annual Meeting.

## **Quorum**

A quorum is the minimum number of shares required to be present or represented at the annual meeting for the meeting to be properly held under our Third Amended and Restated Bylaws (“Bylaws”) and Delaware law. Holders of at least 33.33% of the voting power of our outstanding common stock entitled to vote at the annual meeting must be present in person (including virtually) or represented by proxy for us to hold and transact business at the annual meeting. On the record date, there were 2,479,485 shares outstanding and entitled to vote. Thus, the holders of at least 826,495 shares must be present in person (including virtually) or represented by proxy at the annual meeting to have a quorum.

## **Delivery of Notice; Notice by Electronic Transmission**

Under applicable rules under Delaware law, we are furnishing proxy materials to our stockholders primarily via the internet rather than mailing printed copies to each stockholder. As a result, the Company intends to mail a notice of Internet availability of proxy materials on or about May 29, 2026, to all stockholders of record entitled to vote at the Annual Meeting. The notice contains instructions for accessing our proxy materials, including our proxy statement and annual report. The notice also instructs you on how to access your proxy card to vote through the Internet or by telephone. The notice is not a proxy card and cannot be used to vote your shares. This process is designed to expedite stockholders’ receipt of proxy materials, reduce the cost of the Annual Meeting, and minimize its environmental impact. However, if you would prefer to receive printed proxy materials, please follow the instructions included in the notice. If you have previously elected to receive our proxy materials electronically, you will continue to receive these materials via e-mail unless you elect otherwise.

## **PROPOSAL 1: ELECTION OF DIRECTORS**

One of the purposes of the Annual Meeting is to elect members of the Board of the Company to serve until the 2027 Annual Meeting of Stockholders or until their successors are elected and have qualified. Shares represented by executed proxies will be voted for the election of the nominees listed below, unless authority to vote in favor of the nominees is withheld. In the event that one or more of such nominees should become unavailable for election for whatever reason, the current Board will propose a substitute nominee.

The Board has fixed the number of directors at four. The nominees receiving the highest number of affirmative votes, by the classes of stock entitled to vote thereon, cast at the meeting, will be elected directors of the Company.

The names and biographical information for the nominees are set forth below.

### **Ralph E. Faison, Director**

Mr. Faison has served on the Board since January 2020 and as its Chair since July 2025. Mr. Faison currently serves as Chairperson of Arlo Technologies, Inc., a home-automation company that offers a cloud-based platform with a variety of connected devices. Mr. Faison served on Netgear's board of directors from August 2003 to August 2018. Mr. Faison previously served as a director of Amber Road, Inc., a cloud-based global trade management software-as-a-service (SaaS) provider. From January 2011 to July 2014, Mr. Faison served as the President and Chief Executive Officer and chair of the board of directors of Pulse Electronics Corporation, a public company and manufacturer of electronic components. From February 2003 through December 2007, Mr. Faison served as Chief Executive Officer of Andrew Corporation, a public company and a manufacturer of communications equipment and systems. He also served at various times as President, Chief Operating Officer, and Director at Andrew Corporation. From June 2001 to June 2002, Mr. Faison was President and Chief Executive Officer of Celiant Corporation, a manufacturer of power amplifiers and wireless radio frequency systems, which was acquired by Andrew Corporation. From October 1997 to June 2001, Mr. Faison was Vice President of the New Ventures Group at Lucent Technologies, a communications service provider, and from 1995 to 1997, he was Vice President of advertising and brand management at Lucent. Prior to joining Lucent, Mr. Faison also held various positions at AT&T, a voice and data communications company, including as Vice President and General Manager of AT&T's wireless business unit and manufacturing Vice President for its consumer products unit in Bangkok, Thailand. Mr. Faison received an undergraduate degree from Georgia State University and a graduate degree from Stanford University.

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

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

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

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

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

**Jude T. Panetta, Director**

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

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

**William J. Bender, Lt. General USAF (Ret.)**

Lt Gen Bender has served on the Board since July 2025 and is a seasoned board member, tech industry executive, former USAF CIO, and retired three-star general with expertise in IT, cybersecurity, and governance. From September 2017 to May 2024, Lt Gen Bender was Senior Vice President with Leidos (NYSE:LDOS), a \$16B American defense, aviation, information technology, and biomedical research company. From November 2017 to February 2023, Lt Gen Bender was a Board Member and Financial Committee Chair of the National Defense University Foundation. Since 2024, he has held advisory or consulting roles with various firms in the national defense and technology verticals, including ManTech Corp, Varonis, IT Cadre, Electrosoft Services, BYOS, Keeper Technology, and Smartsheet. He is a member of the board of directors of GrammaTech, a cybersecurity research services company, and a member of the board of directors of Tangram Flex, a valuation firm specializing in the software integration of mission-critical systems. Prior to his private sector career, Lt Gen Bender spent over 34 years with the United States Air Force in various roles of increasing seniority, most recently as Chief Information Officer of the USAF.

Lt Gen Bender was selected to serve on our Board based on his operating background in the defense and information technology industries as well as his broad experience in both.

**Vote Required**

Each director shall be elected by a plurality of the votes of the shares present in person (including virtually) or represented by proxy at the Annual Meeting.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE IN FAVOR OF EACH NAMED NOMINEE.

## **PROPOSAL 2: SELECTION OF WEAVER AND TIDWELL, LLP**

The Board is recommending to the Company's stockholders for their approval a proposal to ratify the Board's selection of Weaver and Tidwell, LLP as the Company's independent registered public accounting firm for fiscal year ending December 31, 2026 (the "Weaver Proposal").

### **Vote Required**

The affirmative vote of the majority of the outstanding shares of Common Stock present in person or represented by proxy at the Annual Meeting and entitled to vote is required to approve the Weaver Proposal.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE WEAVER PROPOSAL.

### **PROPOSAL 3: SHARE DECREASE PROPOSAL**

The Board is recommending to the Company's stockholders for their approval a proposal to amend the Company's Restated Certificate of Incorporation to decrease the total number of shares of authorized Common Stock from 100,000,000 to 10,000,000 (the "Share Decrease Proposal"). A copy of the proposed amendment to the Restated Certificate of Incorporation is provided to stockholders as Appendix A to this proxy statement.

The Board's primary objective in asking for authority to decrease the number of authorized shares is to decrease costs associated with the Company's franchise tax obligations. Under Delaware law, the Company owes the State of Delaware taxes based on, among other things, the number of authorized shares. By decreasing the number of authorized shares, the Company's Delaware state tax burden will decrease.

#### **Vote Required**

The affirmative vote of holders of a majority of the outstanding shares of Common Stock entitled to vote at the Annual Meeting is required to approve the Share Decrease Proposal.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE SHARE DECREASE PROPOSAL.

## WHERE YOU CAN FIND MORE INFORMATION

The Company's Common Stock is currently quoted for trading with the OTCID™ Basic Market of OTC Markets Group Inc. Additional information regarding the Company can be found in the Company's annual, quarterly, and current reports, which are available at <https://www.otcm Markets.com/>.

## NEXT YEAR'S ANNUAL MEETING

### Stockholder Proposals for Consideration at the 2027 Annual Meeting

The Company's Bylaws require advanced notice of any stockholder proposal to be proposed for consideration at the 2027 Annual Meeting. Any stockholder considering such a proposal (except for director nominations, which are discussed below) should carefully review the Company's Bylaws, which describe the timing, procedural, and substantive requirements for such proposal. Proposals of matters for consideration at the 2027 Annual Meeting must be received by the Company's Secretary at the principal executive offices of the Company, 350 Clark Drive, Suite 125, Mt. Olive, NJ 07828 no earlier than March 11, 2027, and no later than April 10, 2027; provided that in the event that the date of the 2027 Annual Meeting is advanced more than 30 days prior to or delayed by more than 30 days after the anniversary of this year's annual meeting, then notice by a stockholder to be timely must be received by the close of business on the later of (i) the 90th day prior to such annual meeting or (ii) the 10th day following the day on which public announcement of the date of such meeting is first made by the Company.

### Director Nominations by a Stockholder for the 2027 Annual Meeting of Stockholders

The Company's Bylaws also require advanced notice of any stockholder proposal for nomination of candidates for election as a director. Any stockholder considering such a proposal for nomination of candidates for election as a director should carefully review the Company's Bylaws, which describe the timing, procedural, and substantive requirements for such proposal. Proposals for director nominations must be received by the Company's President at the principal executive offices of the Company, 350 Clark Drive, Suite 125, Mt. Olive, NJ 07828 no earlier than March 11, 2027, and no later than April 10, 2027; provided that in the event that the date of the 2027 Annual Meeting is advanced more than 30 days prior to or delayed by more than 30 days after the anniversary of this year's annual meeting, then notice by a stockholder to be timely must be received by the close of business on the later of (i) the 90th day prior to such annual meeting or (ii) the 10th day following the day on which public announcement of the date of such meeting is first made by the Company.

## OTHER MATTERS

The Board knows of no other matters that may come before the Annual Meeting. If any other matters are properly presented at the Annual Meeting, it is the intention of the person named in the accompanying proxy to vote, or otherwise to act, in accordance with their best judgment on such matters.

May 29, 2026

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Carleton M. Miller

CARLETON M. MILLER

Chief Executive Officer and Director

THE BOARD OF DIRECTORS HOPES THAT THE COMPANY'S STOCKHOLDERS WILL ATTEND THE ANNUAL MEETING. WHETHER OR NOT YOU PLAN TO ATTEND, HOWEVER, YOU ARE URGED TO COMPLETE, SIGN, AND RETURN THE ENCLOSED PROXY IN THE ACCOMPANYING ENVELOPE.

APPENDIX A

**CERTIFICATE OF AMENDMENT  
OF  
RESTATED CERTIFICATE OF INCORPORATION  
OF  
VISLINK TECHNOLOGIES, INC.**

Vislink Technologies, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “**Corporation**”), does hereby certify that:

FIRST: The name of the Corporation is Vislink Technologies, Inc.

SECOND: This Certificate of Amendment (this “**Certificate of Amendment**”) amends the provisions of the Corporation’s Restated Certificate of Incorporation, as amended, and any amendments thereto (the “**Certificate of Incorporation**”), last amended by the Certificate of Amendment of the Restated Certificate of Incorporation filed with the Secretary of State on April 27, 2023.

THIRD: The first sentence of Article 4 of the Certificate of Incorporation is hereby amended as follows:

“The total number of shares of all classes of stock which the Corporation is authorized to issue is 20,000,000 shares, divided into 10,000,000 shares of common stock, par value \$0.00001 per share (“**Common Stock**”), and 10,000,000 shares of “Blank Check” preferred stock, par value \$0.00001 per share (“**Preferred Stock**”), as more fully described below:”

FOURTH: This amendment was duly adopted in accordance with the provisions of Sections 212 and 242 of the General Corporation Law of the State of Delaware.

FIFTH: This amendment shall become effective as of [ ], Eastern Time on [ ], 2026.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its officer thereunto duly authorized this [ ] day of [ ], 2026.

VISLINK TECHNOLOGIES, INC.

By:	<u>/s/ Carleton M. Miller</u>
Name:	Carleton M. Miller
Title:	Chief Executive Officer