SONO-TEK CORPORATION
2012 Route 9W
Milton, New York 12547
845-795-2020

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON AUGUST 24, 2023

Dear Shareholders:

The 2023 Annual Meeting of Shareholders of Sono-Tek Corporation (the "Company") will be held on August 24, 2023 at 10:00 a.m., local time, at the Company's offices at 2012 Route 9W, Milton NY 12547, for the following purposes:

1. To elect four Directors of the Company to serve until the 2025 Annual Meeting of Shareholders of the Company.
2. To ratify selection by the Audit Committee of the Board of Directors the appointment of Marcum LLP, as the Company's independent auditors for the fiscal year ending February 29, 2024.
3. To cast an advisory vote on the compensation of the Company's named executive officers.
4. To approve the Company's 2023 Stock Incentive Plan.
5. To transact such other business as may properly come before the meeting or any adjournments thereof.

A copy of the Company's Annual Report for the fiscal year ended February 28, 2023 is enclosed with this Proxy Statement.

The Board of Directors has fixed the close of business on July 20, 2023 as the record date for the determination of shareholders entitled to notice of and to vote at the Annual Meeting or any adjournments thereof. A list of shareholders entitled to vote will be available for examination by interested shareholders at the offices of the Company, 2012 Route 9W, Milton, New York 12547 during ordinary business hours until the meeting.

Important notice regarding the availability of proxy materials for the regular meeting of shareholders to be held on August 24, 2023. The Notice of 2023 Annual Meeting of Shareholders, the Proxy Statement, including Proxy Card, and the 2023 Annual Report to Shareholders are available on the Internet at the following website: http://www.sono-tek.com/proxy-statement/

Sincerely,

Claudine Y. Corda
Corporate Secretary
July 21, 2023

YOUR VOTE IS IMPORTANT. EVEN IF YOU DESIRE TO ABSTAIN,

PLEASE SIGN AND RETURN THE ENCLOSED PROXY IN THE ACCOMPANYING

POSTAGE PAID ENVELOPE.

SONO-TEK CORPORATION
2012 Route 9W
Milton, New York 12547

PROXY STATEMENT
ANNUAL MEETING OF SHAREHOLDERS
AUGUST 24, 2023

The accompanying proxy is solicited by the Board of Directors of SONO-TEK CORPORATION, a New York corporation (the "Company"), for use at the 2023 Annual Meeting of Shareholders of the Company to be held on August 24, 2023.

All proxies that are properly completed, signed and returned to the Company prior to the Annual Meeting, and which have not been revoked, will be voted in accordance with the shareholder's instructions contained in such proxy. In the absence of contrary instructions, shares represented by such proxy will be voted (i) FOR approval of the election of each of the individuals nominated as Directors to serve until the 2025 Annual Meeting of Shareholders as set forth herein, (ii) FOR the ratification of the appointment of Marcum LLP, as the Company's auditors for the fiscal year ending February 29, 2024, (iii) FOR approval of the compensation of the Company's named executive officers and (iv) FOR the approval of the Company's 2023 Stock Incentive Plan. A shareholder may revoke his or her proxy at any time before it is exercised by filing with the Secretary of the Company at its offices in Milton, New York either a written notice of revocation or a duly executed proxy bearing a later date, or by appearing in person at the 2023 Annual Meeting and expressing a desire to vote his or her shares in person.

In order for business to be conducted at the Annual Meeting, a quorum must be present. A quorum will be present if shareholders of record holding a majority in voting power of the outstanding shares of the Company's common stock entitled to vote at the Annual Meeting are present in person or are represented by proxies. For purposes of determining the presence or absence of a quorum, the Company intends to count as present shares present in person but not voting and shares for which the Company has received proxies but for which holders thereof have abstained. Furthermore, shares represented by proxies returned by a broker holding the shares in nominee or "street" name will be counted as present for purposes of determining whether a quorum is present, even if the broker is not entitled to vote the shares on matters where discretionary voting by the broker is not allowed ("broker non-votes").

Holders of the Company's common stock will vote as a single class and will be entitled to one vote per share with respect to each matter to be presented at the Annual Meeting. With respect to Item 1, the three nominees for director receiving a plurality of the votes cast by holders of common stock, at the Annual Meeting in person or by proxy, shall be elected to the Board of Directors. Approval of Items 2, 3 and 4 requires the votes cast in favor of such proposal to exceed the votes cast against such proposals. Abstentions from voting, as well as broker non-votes, if any, are not treated as votes cast and, therefore, will have no effect on any of these proposals.

Shareholders may vote in any of the following ways:

VOTE BY INTERNET - www.proxyvote.com. If you own your shares through a bank, broker or other nominee, you may use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

VOTE BY PHONE - 1-800-690-6903. If you own your shares through a bank, broker or other nominee, you may use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL – If you are a shareholder of record, you may mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

IN PERSON – All of Company's shareholders of record as of the close of business on the record date, or their duly appointed proxy holders, may attend the Annual Meeting . If you are not a shareholder of record but hold shares through a broker, bank or other nominee, you should provide proof of beneficial ownership as of the record date, such as an account statement reflecting your stock ownership as of the record date, or other similar evidence of ownership. If you do not have proof of ownership, you may not be admitted to our Annual Meeting if you attend the meeting in person. Each shareholder and proxy holder attending the Annual Meeting in person may be asked to present a valid government-issued photo identification, such as a driver's license or passport, before being admitted. Cameras, recording devices and other electronic devices will not be permitted at the in-person meeting location, and attendees may be subject to security inspections and other security precautions.

Questions or comments pertinent to meeting matters will be addressed during the Annual Meeting, subject to time constraints. Questions or comments that relate to proposals that are not properly before the Annual Meeting, relate to matters that are not proper subject for action by shareholders, are irrelevant to the Company's business, relate to material non-public information of the Company, relate to personal concerns or grievances, are derogatory to individuals or that are otherwise in bad taste, are in substance repetitious of a question or comment made by another shareholder, or are not otherwise suitable for the conduct of the Annual Meeting as determined in the sole discretion of the Company, will not be answered.

This Proxy Statement and the accompanying Notice of Annual Meeting of Shareholders, the Proxy, and the 2023 Annual Report to Shareholders are intended to be mailed on or about July 21, 2023 to shareholders of record at the close of business on July 20, 2023. At said record date, the Company had 15,743,484 outstanding shares of common stock.

ITEM 1: ELECTION OF DIRECTORS

The Board of Directors is currently comprised of seven seats and is divided into two classes of three and four seats, respectively. The Directors in each class serve for a term of two years, and until their respective successors are duly elected and qualify. The Board of Directors has nominated Dr. Christopher L. Coccio, Dr. Joseph Riemer, R. Stephen Harshbarger and Philip A. Strasburg, CPA, all current Directors, for election at the Annual Meeting by plurality vote to hold office until the Company's 2025 Annual Meeting of Shareholders and until their successors shall be duly elected and shall qualify. All nominees have consented to be named as such and to serve if elected.

Management intends to vote the accompanying Proxy FOR election as Directors of the Company, the nominees named below, unless the Proxy contains contrary instructions. Proxies that direct the Proxy holders to withhold voting in the matter of electing Directors will not be voted as set forth above. Proxies cannot be voted for a greater number of persons than the number of nominees named in the Proxy Statement. Management has no reason to believe that any of the nominees will not be a candidate or will be unable to serve. However, in the event that any of the nominees should become unable or unwilling to serve as a Director, the Proxy will be voted for the election of such person or persons as shall be designated by the Directors.

NOMINEES FOR DIRECTOR

Nominees for election to term expiring 2025

The following four persons are nominated for election as Directors of the Company to hold office until the Company's 2025 Annual Meeting of Shareholders.

DR. CHRISTOPHER L. COCCIO was appointed President and Chief Executive Officer of Sono-Tek on April 30, 2001, has been a Director of the Company since June 1998, and was appointed Chairman in August 2007. From 1964 to 1996, he held various engineering, sales, marketing and management positions at General Electric Company, with P&L responsibilities for up to $100 million in sales and 500 people throughout the United States. He also won an ASME Congressional Fellowship and served with the Senate Energy Committee in 1976. His business experience includes both domestic and international markets and customers. He founded a management consulting business in 1996 and was appointed a legislative Fellow on the New York State Assembly's Legislative Commission on Science and Technology from 1996 to 1998. From 1998 to 2001, he worked with Accumetrics Associates, Inc., a manufacturer of digital wireless telemetry systems, as Vice President of Business Development and member of the Board of Advisors. Dr. Coccio received a B.S.M.E. from Stevens Institute of Technology, an M.S.M.E. from the University of Colorado, and a Ph.D. from Rensselaer Polytechnic Institute in Chemical Engineering.

Key attributes, Experience and Skills: Dr. Coccio brings his strategic vision for our Company to the Board together with his leadership, business experience and investor relations skills. Dr. Coccio has an immense knowledge of the Company and its related applications which is beneficial to the Board. Dr. Coccio's service as Chairman and CEO bridges a critical gap between the Company's management and the Board, enabling the Board to benefit from management's perspective on the Company's business while the Board performs its oversight function.

DR. JOSEPH RIEMER joined the Company in January 2007 as Vice President of Engineering and has been a Director since August 2007. Dr. Riemer served as President from September 2007 until August 2012 when he became Vice President of Food Business Development, which position he held until June 2016. Dr. Riemer holds a Ph.D. in Food Science and Technology from the Massachusetts Institute of Technology (MIT), focusing on food technology, food chemistry, biochemical analysis, and food microbiology. His experience includes seven years with Pfizer in its Adams Confectionary Division, where he was Director, Global Operations Development. Dr. Riemer has also held leading positions with several food, food ingredients, and personal care products companies. He has served in the capacities of research and development, operations, and general management. Prior to joining the Company, he was a management consultant serving clients in the food, biotech and pharmaceutical industries.

Key attributes, Experience and Skills: Dr. Riemer's extensive research and management experience enables him to bring valuable insights to the Board. His considerable experience in the biotech, food and pharmaceutical industries bring specific product application insights to the Board. Dr. Riemer's previous service as Vice President of Food Business Development helps to provide focus to the Board on this important marketing area. Dr. Riemer also brings leadership and oversight experience to the Board.

R. STEPHEN HARSHBARGER joined Sono-Tek in 1993. He was appointed President of the Company in 2012 and became a Director in August 2013. As President, he directs the Company's Sales, Marketing, Engineering, Service, and Manufacturing Operations. Prior to assuming his present position, Mr. Harshbarger served as Sales Engineer, World-Wide Sales and Marketing Manager, Vice President & Director of Electronics and Advanced Energy (E&AE) and Executive Vice President. In his years managing the sales organization, he established a worldwide distribution and representative network in more than 40 countries consisting of more than 300 people, with revenue growth of greater than 300%. He has over 30 years of experience in ultrasonic coating equipment for the electronics, medical device and advanced energy industries. Prior to joining Sono-Tek, Mr. Harshbarger was the Sales and Marketing Manager for Plasmaco Inc., a world leader in the development of flat panel displays. In that position, he established their distribution network, participated in venture capital funding, and introduced the first flat panel technology to Wall Street trading floors. He is a graduate of Bentley University, with a major in Finance and a minor in Marketing.

Key attributes, Experience and Skills: Mr. Harshbarger is among a small handful of ultrasonic coating experts in the world. He has a proven track record of identifying, developing and implementing the technology for new markets and applications. His expertise in establishing strong distribution networks and knowledge of ultrasonic coating for new product developments, targeted at specific advanced technology applications, bring insights to the Board. Mr. Harshbarger also brings leadership and oversight experience to the Board.

PHILIP STRASBURG, CPA, has been a Director since August 2004. He is a retired partner from the firm of Anchin Block and Anchin, LLP and has 40 years of experience in auditing. He has served as Audit Committee Chairman since 2005. He was the lead partner on the Sono-Tek account from fiscal 1994 to fiscal 1996. Mr. Strasburg is a certified public accountant in New York State. He has a Master of Science in economics from The London School of Economics and Political Science and a Bachelor of Science degree from Lehigh University, where he majored in business administration.

Key attributes, Experience and Skills: Mr. Strasburg's training and extensive experience in auditing provide the Board with valuable insights and skills necessary to lead the Audit Committee. Mr. Strasburg's strong operational and business background complement his accounting and finance experience, and are valuable resources to the Board as it exercises its oversight duties and support of the Company's growth strategies.

DIRECTORS CONTINUING AS DIRECTORS WITH TERMS EXPIRING IN 2024

ERIC HASKELL, CPA has been a Director since August 2009. He has over 40 years of experience in senior financial positions at several public and private companies. He has significant expertise in the areas of acquisitions and divestitures, strategic planning and investor relations. From December 2005 through March 2008, Mr. Haskell served as the Executive Vice President and Chief Financial Officer of SunCom Wireless Holdings, Inc., a company providing digital wireless communications services which was publicly traded until its merger with a wholly-owned subsidiary of T-Mobile USA, Inc. in February 2008. He also served as a member of SunCom's Board of Directors from November 2003 through May 2007. From 1989 until April 2004, Mr. Haskell served as the Chief Financial Officer of Systems & Computer Technology Corp., a NASDAQ listed software and services corporation. Mr. Haskell received a Bachelors Degree in Business Administration from Adelphi University in 1969.

Key attributes, Experience and Skills: Mr. Haskell's training and extensive experience in financial management at both public and private companies provide the Board with valuable insights. Mr. Haskell's significant experience in acquisitions and divestitures and investor relations bring strategic judgment and experience to the Board. Mr. Haskell's strong operational and business background complement his accounting and finance experience and are valuable resources to the Board as it exercises its oversight duties and support of the Company's growth strategies.

DR. DONALD F. MOWBRAY has been a Director since August 2003. He has been an independent consultant since August 1997. From September 1992 to August 1997, he was the Manager of the General Electric Company's Corporate Research and Development Mechanical Engineering Laboratory. From 1962 to 1992 he worked for the General Electric Company in a variety of engineering and managerial positions. Dr. Mowbray received a B.S. in Aeronautical Engineering from the University of Minnesota in 1960, a Master of Science in Engineering Mechanics from the University of Minnesota in 1962 and a Ph.D. from Rensselaer Polytechnic Institute in Engineering Mechanics in 1968.

Key attributes, Experience and Skills: Dr. Mowbray's extensive research and managerial experience enables him to bring valuable insights to the Board. His knowledge of the Company's products and the materials sciences technology underlying them has enabled him to contribute to the Company's advanced products development and designs. Dr. Mowbray also brings leadership and oversight experience to the Board from his General Electric management background.

CAROL O'DONNELL has been a Director since November 2018. Ms. O'Donnell joined Protégé Partners, an industry leading firm investing in and seeding smaller and emerging hedge fund managers in 2016 and has served as Chief Executive Officer since 2018. Prior to joining Protégé Partners, Ms. O'Donnell was the Director of Legal and Compliance with DARA Capital US, Inc., a Swiss-owned boutique registered investment advisory and wealth management firm from 2013 to 2016. She also served as General Counsel to Boothbay Fund Management LLC, a registered investment adviser, from December 2019 through May 2021, and was General Counsel and Chief Compliance Officer of each of the Permal Group and Framework Investment Group from 2004 through 2011 and from 2002 to 2004, respectively.

Key attributes, Experience and Skills: Ms. O'Donnell's extensive experience as an attorney enables her to bring valuable strategic insights to the Board in the areas of corporate governance, finance and securities law. Ms. O'Donnell also brings leadership and oversight experience to the Board.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" THE PROPOSAL TO ELECT THE FOUR NOMINEES LISTED ABOVE.

CORPORATE GOVERNANCE AND THE BOARD OF DIRECTORS

Independence of Directors

The Company's Board of Directors is comprised of five "independent directors", as that term is defined under NASDAQ rules, and two directors who are not "independent directors". The Company's "independent directors" are Donald Mowbray, Eric Haskell, Carol O'Donnell, Joseph Riemer and Philip Strasburg. Christopher L. Coccio and R. Stephen Harshbarger are current employees of the Company and therefore are not considered independent.

Board Composition and Diversity

The following table sets forth certain diversity statistics as self-reported by the current members of the Board. Each of the categories listed in the table below have the meaning as it is used in the Nasdaq rules.

Board Diversity Matrix as of July 21, 2023			
Total Number of Directors	7		
	Female	Male	Did Not Disclose Gender
Part 1: Gender Identity			
Directors	1	3	3
Part 2: Demographic Background			
White	1	3	
Did Not Disclose Demographic Background	3		
Directors who are Military Veterans:	1		
Directors with Disabilities:	1		

Board Leadership Structure and Role in Risk Oversight

The Board believes Dr. Coccio's service as Chief Executive Officer and Chairman of the Company is appropriate because it provides an important link between the Company's management and the Board, enabling the Board to benefit from management's views on the Company's business while the Board performs its oversight role. Further, the Board believes Dr. Coccio's ownership of the Company's stock aligns his interests with those of the Company's shareholders. In addition, the Board believes that having one person serve as both Chief Executive Officer and Chairman of the Board of Directors demonstrates for the Company's employees, strategic partners, customers and shareholders that the Company has one clear leader.

Management is responsible for the Company's day-to-day risk management, and the Board's role is to engage in informed oversight. The entire Board performs the risk oversight role. The Company's Chief Executive Officer is a member of the Board of Directors, and the Company's Chief Financial Officer regularly attends Board meetings, which helps facilitate discussions regarding risk between the Board and the Company's senior management, as well as the exchange of risk-related information or concerns between the Board and senior management. Further, the independent directors generally meet in executive session following regularly scheduled Board meetings to voice their observations or concerns and to shape the agendas for future Board meetings.

The Board of Directors believes that, with these practices, each director has an equal stake in the Board's actions and oversight role and equal accountability to the Company and its shareholders.

Board Meetings and Committees; Annual Meeting Attendance

The Board of Directors held four meetings in the fiscal year ended February 28, 2023. All Directors attended at least 75% of the Company's Board meetings held during the fiscal year ended February 28, 2023.

The Board does not have a policy regarding attendance at annual shareholders' meetings; however, all Board members are strongly encouraged to attend such meetings. All Directors attended the 2022 Annual Meeting of Shareholders held on August 18, 2022.

The Board of Directors maintains three standing committees: Compensation Committee, Audit Committee and Nominating Committee. Certain information regarding the members and duties of the various management committees is detailed below.

COMPENSATION COMMITTEE

The Company's Board of Directors maintains a Compensation Committee composed of Dr. Mowbray (Chairman), Mr. Strasburg and Dr. Riemer. The Board of Directors has adopted a charter for the Compensation Committee. The Compensation Committee charter is available on the Company's website at https://www.sono-tek.com/about-us/investors/corporate-governance/. The Compensation Committee assists the Board of Directors in overseeing the Company's management compensation practices and policies, including (i) determining and approving the compensation of the Company's Chief Executive Officer; (ii) reviewing and approving compensation levels for the Company's other executive officers, (iii) reviewing and approving management incentive compensation policies and programs, and (iv) reviewing and approving equity compensation programs for employees, and exercising discretion in the administration of such programs. The compensation of the executive officers of the Company, other than the Chief Executive Officer, is set by the Company's Board of Directors based upon the recommendations of the Compensation Committee. Compensation is set at levels believed to be competitive with executive officers with similar qualifications, experience and responsibilities of similar businesses. Such individuals receive a base salary and incentive compensation based on the achievement of certain operating objectives. The Compensation Committee met four times during Fiscal Year 2023. All members attended all meetings. During the fiscal year ended February 28, 2023, the Compensation Committee did not use any external consultants to assist in the determination of executive compensation.

AUDIT COMMITTEE

The Company's Board of Directors maintains an Audit Committee composed of Ms. O'Donnell and Messrs. Haskell and Strasburg (Chairman). The Board of Directors has adopted a charter for the Audit Committee. The "audit committee financial expert" designated by the Board is Mr. Strasburg. The Audit Committee charter is available on the Company's website at https://www.sono-tek.com/about-us/investors/corporate-governance/. The Audit Committee is responsible for (i) selecting an independent public accountant for ratification by the shareholders, (ii) reviewing material accounting items affecting the consolidated financial statements of the Company, and (iii) reporting its findings to the Board of Directors. The Audit Committee met four times during the fiscal year ended February 28, 2023. All members attended at least 75% of the meetings during the fiscal year ended February 28, 2023.

REPORT OF THE AUDIT COMMITTEE

The Audit Committee's responsibility is one of oversight as set forth in its charter. It is not the duty of the Audit committee to prepare the Company's financial statements, to plan or conduct audits, or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. The Company's management is responsible for preparing the Company's financial statements and for maintaining internal control and disclosure controls and procedures. The independent auditors are responsible for auditing the financial statements and for expressing an opinion as to whether those audited financial statements fairly present the financial position, results of operations, and cash flows of the Company in conformity with generally accepted accounting principles.

The Audit Committee has reviewed and discussed the Company's audited consolidated financial statements with management and with Marcum LLP, the Company's independent auditors for 2023.

The Audit Committee has discussed with Marcum LLP, the matters required to be discussed by Statement on Auditing Standards No. 61.

The Audit Committee has received from Marcum LLP, the written statements required by Independence Standards Board Standard No. 1, *Independence Discussions with Audit Committees*, and has discussed Marcum LLP's independence with Marcum LLP, and has considered the compatibility of non-audit services with the auditor's independence.

Based upon the review and discussions referred to above, the Audit Committee has recommended to the Board of Directors that the audited consolidated financial statements be included in the Company's Annual Report on Form 10-K for the year ended February 28, 2023 for filing with the Securities and Exchange Commission. The Audit Committee and the Board of Directors have also recommended, subject to shareholder approval, the selection of Marcum LLP as the Company's independent auditors for the Fiscal Year ending February 29, 2024.

This report of the Audit Committee shall not be incorporated by reference into any of the Company's future filings made under the Securities Exchange Act of 1934 or the Securities Act of 1933, and shall not be deemed to be soliciting material or to be filed with the SEC under the Exchange Act or the Securities Act.

THE AUDIT COMMITTEE
Philip Strasburg (Chairman)
Eric Haskell
Carol O'Donnell

NOMINATING COMMITTEE

The Company's Board of Directors maintains a Nominating Committee composed of Joseph Riemer (Chairman) and Carol O'Donnell. The Board of Directors has adopted a charter for the Nominating Committee. The Nominating Committee charter is available on the Company's website at https://www.sono-tek.com/about-us/investors/corporate-governance/. The authority and responsibilities of the Nominating Committee include the following: (i) identifying, recruiting and selecting qualified nominees to stand for election or reelection as directors at the annual meeting of shareholders, (ii) identifying and recommending to the Board of Directors members to be appointed to the Audit Committee and Compensation Committee, (iii) reviewing and evaluating a prospective nominee's qualifications, including judgment, skill, capability, ability to serve, conflicts of interest, business, legal and science experience, the interplay of the candidate's experience with that of the other members of the Board of Directors, and (iv) considering the past participation and contribution of incumbent directors in determining whether to select them for re-election to the Board. All current nominees for the Board of Directors are incumbent Directors and were nominated by the Nominating Committee for inclusion on the Company's proxy card. The Nominating Committee will both seek, and consider in response to properly-submitted shareholder or other recommendations, candidates for election and appointment with excellent decision-making ability, business experience, technical, professional or educational background, personal integrity and reputation. The Nominating Committee met two times during the fiscal year ended February 28, 2023. All members attended all meetings.

Shareholder Communications with the Company's Board of Directors

Mail should be identified as being from a Sono-Tek Corporation shareholder and can be addressed to Directors c/o Corporate Secretary, Sono-Tek Corporation, 2012 Route 9W, Milton, NY 12547. At the direction of the Board, all mail received may be opened and screened for security purposes. All mail, other than trivial, obscene, unduly hostile, threatening, illegal or similarly unsuitable items will be forwarded. Trivial items will be delivered to the Directors at the next scheduled Board meeting. Mail addressed to a particular Director will be forwarded or delivered to that Director. Mail addressed to "Board of Directors" "Outside Directors" or "Non-Management Directors" will be forwarded or delivered to the Chairman of the Board.

Director Compensation

Each non-employee director receives $2,500 for each meeting attended. Directors who are employees of the Company receive no additional compensation for serving as directors. For the year ended February 28, 2023, director compensation was as follows:

2023 Director Compensation

Name	Fees Earned or Paid in Cash ($)	Stock Awards ($)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Total ($)
Eric Haskell	10,000	—	9,900[1]	—	—	—	19,900
Donald F. Mowbray	10,000	—	9,900[2]	—	—	—	19,900
Carol O'Donnell	10,000	—	9,900[3]	—	—	—	19,900
Philip Strasburg	10,000	—	9,900[4]	—	—	—	19,900
Joseph Riemer	10,000	—	9,900[5]	—	—	—	19,900

1 During fiscal 2023, Mr. Haskell received a grant of 3,300 options exercisable at $5.50 per share. At the end of fiscal 2023, Mr. Haskell held an aggregate of 19,350 stock options.

2 During fiscal 2023, Dr. Mowbray received a grant of 3,300 options exercisable at $5.50 per share. At the end of fiscal 2023, Dr. Mowbray held an aggregate of 19,350 stock options.

3 During fiscal 2023, Ms. O'Donnell received a grant of 3,300 options exercisable at $5.50 per share. At the end of fiscal 2023, Ms. O'Donnell held an aggregate of 9,350 stock options.

4 During fiscal 2023, Mr. Strasburg received a grant of 3,300 options exercisable at $5.50 per share. At the end of fiscal 2023, Mr. Strasburg held an aggregate of 6,627 stock options.

5 During fiscal 2023, Dr. Riemer received a grant of 3,300 options exercisable at $5.50 per share. At the end of fiscal 2023, Dr. Riemer held an aggregate of 11,350 stock options.

Option awards in the above table are calculated using the Black-Scholes options pricing model which is further discussed in Note 4 – Stock Based Compensation, in the Company's financial statements.

Other Executive Officers

In addition to Dr. Christopher L. Coccio and R. Stephen Harshbarger, the following persons are executive officers of the Company:

STEPHEN J. BAGLEY, CPA was appointed Chief Financial Officer in June 2005. From 1987 to 1991 he worked in public accounting in various capacities. From 1992 to 2005, he held various leadership positions as Controller, Chief Financial Officer and Vice President of Finance for companies with up to $45,000,000 in revenues. Mr. Bagley earned a Bachelor of Science degree from The State University of NY at Oneonta and an MBA from Marist College. He was licensed as a CPA in 1990. Mr. Bagley served on the OTCQX US Advisory Council from 2019 to 2020. Mr. Bagley is a past President of the Board of Education for the New Paltz Central School District and a past Chairman of the Audit and Finance Committee for the District.

CHRISTOPHER C. CICHETTI was appointed Vice President – Sales and Application Engineering in August 2022. Mr. Cichetti joined Sono-Tek in 2005 as an Electrical Engineer and has served as Application Engineer, Senior Application Engineer, Application Engineering Manager, and Vice President of Application Engineering. Mr. Cichetti has experience in lab testing, process development, project management, and has successfully implemented several successful OEM relationships with outside vendors. He is a graduate of Worcester Polytechnic Institute with a major in Computer and Electrical Engineering and a minor in International Studies.

ROBB W. ENGLE joined Sono-Tek in 2000 as a Field Service Technician, became Vice President of Engineering in January 2013 and was appointed Executive Vice President in September 2019. Mr. Engle created the Sono-Tek Service Department and led the development of key products in his leadership role of our engineering resources. As Vice President of Engineering, he directs the engineering department, service department, IT and coordinates the Company's intellectual property. Mr. Engle was formally trained and certified by the U.S. Navy as a Nuclear Operator where he was recognized with an induction into the Navy League Memorial for meritorious service and the advancement of training techniques. He also served with honors on board a submarine and earned the prestigious Sub-Surface Warfare (E) Insignia.

MARIA T. KUHA joined Sono-Tek in 2007. Mrs. Kuha was appointed VP, Manufacturing Operations, Procurement & Logistics in September 2022. Prior to assuming her present position, Mrs. Kuha served as Operations Director, Purchasing Manager, and several other positions within the procurement aspects of Sono-Tek; providing extensive expertise in several vital areas of Sono-Tek operations. Prior to joining Sono-Tek, Mrs. Kuha held various positions in high tech manufacturing companies revolving around purchasing and operations. She holds an AAS in business from Dutchess County Community College.

EXECUTIVE COMPENSATION

The following table sets forth the aggregate remuneration paid or accrued by the Company for fiscal 2023 and fiscal 2022 for each named officer of the Company.

Summary Compensation Table

Name and Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards	Option Awards ($)	All Other Compensation ($)	Total ($)
Christopher L. Coccio	2023	192,200	20,200	0	15,000	6,373	233,773
CEO, Chairman and Director	2022	150,000	42,200	0	54,520	5,766	252,486
R. Stephen Harshbarger	2023	249,200	23,000	0	15,000	8,167	295,367
President and Director	2022	227,500	48,700	0	3,667	8,286	288,153
Stephen J. Bagley	2023	174,800	18,500	0	7,500	5,799	206,599
Chief Financial Officer	2022	165,000	38,900	0	6,383	6,117	216,400

All Other Compensation represents Company contributions to the Company's 401K plan.

Option awards in the above table are calculated using the Black-Scholes options pricing model which is further discussed in Note 4 – Stock Based Compensation, in the Company's consolidated financial statements.

Officer Compensation Arrangements

During fiscal 2023, Dr. Coccio was compensated at the rate of $150,000 per annum, until May 2022, at which time his annual base compensation increased to $200,000.

During fiscal 2023, Mr. Harshbarger was compensated at the rate of $235,000 per annum, until November 2022, at which time his annual base compensation increased to $250,000.

During fiscal 2023, Mr. Bagley was compensated at the rate of $165,000 per annum, until November 2022, at which time his annual base compensation increased to $175,000.

In addition, each named officer earned bonus compensation based on the achievement of certain operating objectives.

Description of Equity Compensation Plans:

2013 Stock Incentive Plan

Under the 2013 Stock Incentive Plan (the "2013 Plan"), up to 2,500,000 options and shares can be granted to officers, directors, consultants and employees of the Company and its subsidiaries . Under the 2013 Plan options expire ten years after the date of grant. As of February 28, 2023, there were 250,759 options outstanding under the 2013 plan. No additional options may be granted under the 2013 Plan.

2023 Stock Incentive Plan

In May 2023, the Company's Board of Directors authorized the creation of the 2023 Stock Incentive Plan (the "2023 Plan") pursuant to which the Company may grant up to 2,500,000 options or shares to officers, directors, employees and consultants of the Company and its subsidiaries. The 2023 Plan is intended to replace the 2013 Plan and is more fully described in Item 4 of this Proxy Statement.

The following table sets forth information regarding outstanding options held as of February 28, 2023 by each named executive officer.

Outstanding Equity Awards at Fiscal Year End

Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price ($)	Option Expiration Date
Christopher L. Coccio	2,617	3,198	6.05	11/18/2031
CEO, Chairman and Director	16,340	-	6.26	02/17/2032
	16,340	-	6.26	02/17/2032
	-	4,505	5.96	11/17/2032
R. Stephen Harshbarger	2,617	3,198	6.05	11/18/2031
President	7,353	8,987	6.26	02/17/2032
	-	3,937	5.96	11/17/2032
Stephen J. Bagley	1,750	1,000	4.45	01/15/2031
Chief Financial Officer	4,412	5,392	6.26	02/17/2032
	-	1,969	5.96	11/17/2032

Pay Versus Performance

Pursuant to the Securities Exchange Act of 1934, as amended, the Company is required to disclose in this proxy statement certain information comparing the total compensation actually paid ("CAP") to the Company's Principal Executive Officer (the "PEO") and the average total compensation paid to the Company's other named executive officers ("Non-NEOs") and certain financial performance metrics of the Company using a methodology that has been prescribed by the SEC.

In accordance with the transitional relief under the SEC rules for smaller reporting companies, only two years of information is required as this is the Company's first year of disclosure under Item 402(v) of Regulation S-K.

Year	Summary Compensation Table Total (2)	Compensation Actually Paid	Average Summary Compensation Table Total for Non-PEO NEOs (3)	Value of Average Compensation Actually to Non-PEO NEOs (4)	Initial Fixed $100 Investment Based on Cumulative TSR (5)	Net Income (6)
2023	$ 233,773	$ 241,435	$ 250,983	$ 256,483	$ 4.85	$ 635,905
2022	$ 252,486	$ 318,259	$ 252,277	$ 305,866	$ 21.18	$ 2,542,573

(1) For the fiscal years ended February 28, 2023 and 2022, the Company's Chief Executive Officer was Dr. Christopher L. Coccio.

(2) The values reflected in this column reflect the "Total" compensation set forth in the Summary Compensation Table ("SCT") in the Company's most recently filed Form 10-K. See the footnotes to the SCT for further detail regarding the amounts in this column.

(3) The dollar amounts reported in this column represent the average of the amounts reported for Non-PEO NEOs in the "Total" column of the SCT in each applicable year. The names of each of the Non-PEO NEOs included for purposes of calculating the average amounts in each applicable year are R. Stephen Harshbarger and Stephen J. Bagley.

(4) The dollar amounts reported in this column represent the average amount of CAP to Non-PEO NEOs as a group, as computed in accordance with SEC rules described below.

(5) The cumulative total shareholder return ("TSR") amounts reported in this column are 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. The Company did not issue dividends during either of the covered periods.

(6) The dollar amounts reported in this column are the Company's net income amounts reflected in the Company's audited financial statements for the applicable year.

SEC rules require certain adjustments be made to the Summary Compensation Table totals to determine CAP as reported in the Pay versus Performance table. CAP does not necessarily represent cash and/or equity value transferred to the applicable NEO without restriction, but rather is a value calculated under applicable SEC rules. A significant portion of the CAP amounts shown relate to changes in values of unvested awards over the course of the applicable reporting year. The Company's NEOs do not participate in a defined benefit plan so no adjustment for pension benefits is included in the table below.

The following tables below detail these adjustments to compensation as reported in the Summary Compensation Table:

	PEO
Reported Summary Compensation Table Total for 2023	$ 233,773
Less: Amounts reported under option awards column in SCT for the covered year	(15,000)
Plus: Year end fair value of stock option awards granted during the covered year that remain unvested as of year end.	15,092
Change (positive or negative) in fair value from prior year end to covered year end of option awards granted prior to covered year that were outstanding and unvested as of covered year end.	608
Change (positive or negative) in fair value from prior year end to vesting date of stock option awards granted prior to covered year that vested during covered year.	6,962
Compensation Actually Paid for 2023	$ 241,435
Reported Summary Compensation Table Total for 2022	$ 252,486
Less: Amounts reported under option awards column in SCT for the covered year	(54,520)
Plus: Year end fair value of stock option awards granted during the covered year that remain unvested as of year end.	68,985
Fair value of stock option awards granted during the covered year that vest during the covered year	51,308
Compensation Actually Paid for 2022	$ 318,259

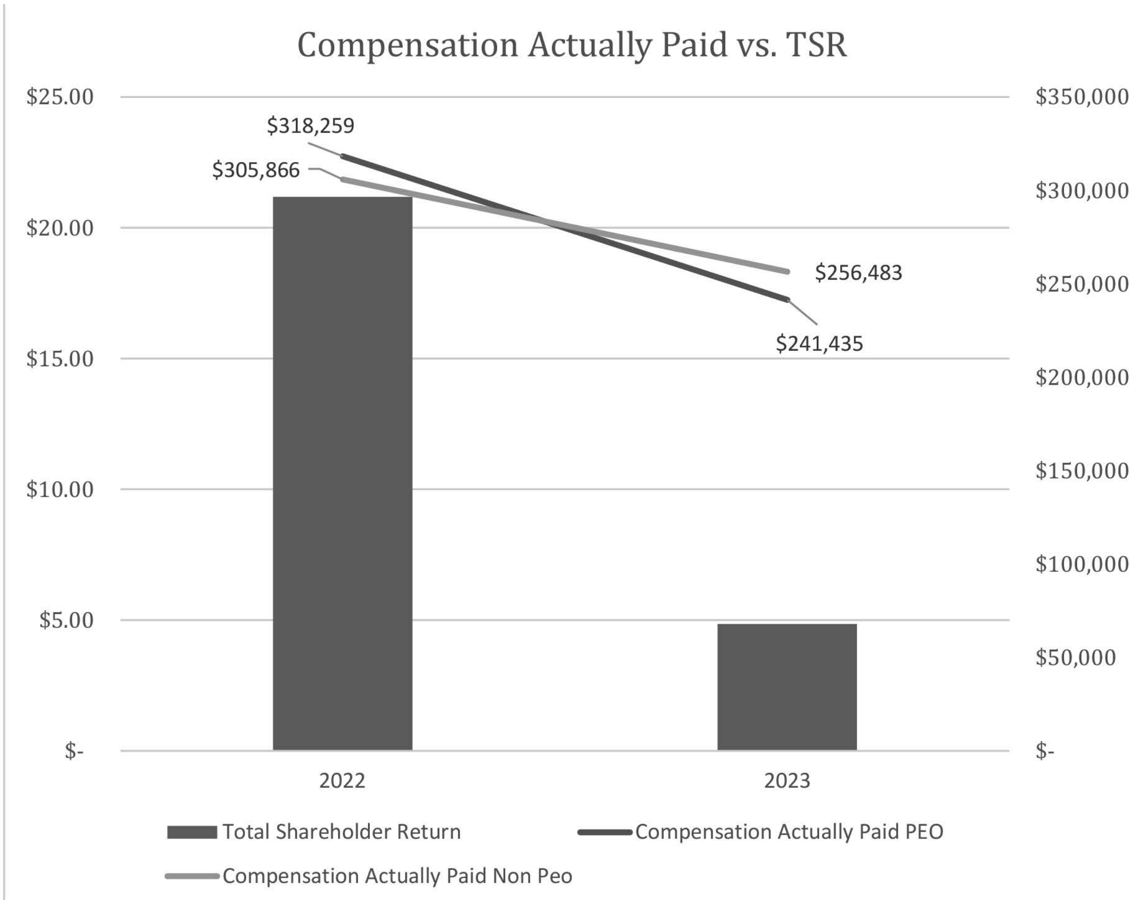
	Average Non-PEO NEOs
Average Reported Summary Compensation Table Total for 2023	$ 250,983
Less: Amounts reported under option awards column in SCT for the covered year	(11,250)
Plus: Year end fair value of stock option awards granted during the covered year that remain unvested as of year end.	11,280
Change (positive or negative) in fair value from prior year end to covered year end of option awards granted prior to covered year that were outstanding and unvested as of covered year end.	2,972
Change (positive or negative) in fair value from prior year end to vesting date of stock option awards granted prior to covered year that vested during covered year.	2,498
Average Compensation Actually Paid for 2023	$ 256,483
Reported Summary Compensation Table Total for 2022	$ 252,277
Less: Amounts reported under option awards column in SCT for the covered year	(5,025)
Plus: Year end fair value of stock option awards granted during the covered year that remain unvested as of year end.	58,456
Change (positive or negative) in fair value from prior year end to covered year end of option awards granted prior to covered year that were outstanding and unvested as of covered year end.	124
Change (positive or negative) in fair value from prior year end to vesting date of stock option awards granted prior to covered year that vested during covered year.	34
Average Compensation Actually Paid for 2022	$ 305,866

For purposeses of the adjustments to determine ”compensation actually paid”, we computed the fair value of stock option awards in accordance with FASB ASC Topic 718 as of the end of the relevant fiscal year, other than the fair values of equity awards that vested in the Covered Year, which are valued as of the applicable vesting date. The valuation assumptions used in the calculation of such amounts (as updated for purposes of this disclosure to reflect the relevant dates for purposes of calculating fair value) are based on the Company’s Black-Scholes option pricing model, the assumptions of which are described in Note 4 to the Company’s Consolidated Financial Statements included in the Company’s Annual Report on Form 10-K for the year ended February 28, 2023.

Pay Versus Performance Relationship Disclosures

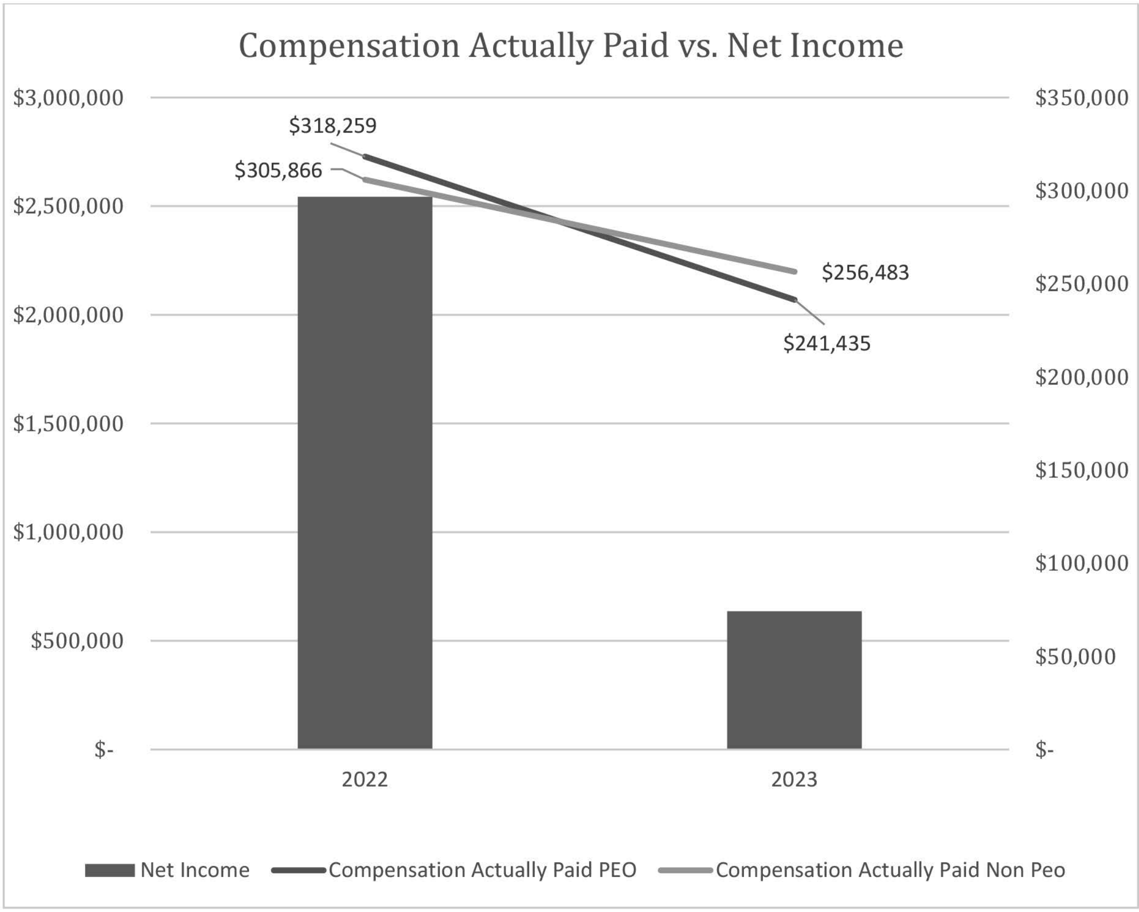
Compensation Actually Paid and Cumulative Total Shareholder Return

The graph below compares the compensation actually paid to the Company's PEO and the average of the compensation actually paid to the Company's remaining NEOs, with the cumulative total stockholder return on the Company's common stock for the fiscal years ended February 28, 2023 and 2022. Total stockholder return amounts reported in the graph assume an initial fixed investment of $100 on March 1, 2021.



Compensation Actually Paid and Net Income

The graph below compares the compensation actually paid to the Company's PEO and the average of the compensation actually paid to the Company's remaining NEOs, with the Company's net income for the fiscal years ended February 28, 2023 and 2022.



Description of 401 (k) Plan

Effective April 1, 2000, the Company instituted the Sono-Tek Corporation 401(k) Plan ("401(k) Plan") for employees of the Company, its subsidiaries and affiliates pursuant to the Internal Revenue Code. Under the 401(k) Plan, an eligible employee can elect to make a salary reduction of up to 20% of his or her compensation as defined in the plan.

BENEFICIAL OWNERSHIP OF SHARES

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Name (and address if more than 5%) of Beneficial owner	**Amount Beneficially Owned**	**Percent**
Directors and Officers		
*Stephen J. Bagley	60,694[1]	**
*Christopher L. Coccio	387,296[2]	2.45%
*R. Stephen Harshbarger	291,748[3]	1.85%
*Eric Haskell	25,485[4]	**
*Donald F. Mowbray	75,516[5]	**
*Carol O'Donnell	28,326[6]	**
*Joseph Riemer	45,932[7]	**
*Philip A. Strasburg	44,721[8]	**
All Executive Officers and Directors as a Group	1,054,859[9]	6.65%
Additional 5% owners		
Emancipation Management LLC[11]		
Charles Frumberg[11]		
Circle N Advisors, LLC[12]	6,628,393[10]	42.10%
V. Adah Nicklin[13]	915,599	5.82%
Richard A. Bayles[14]	840,536	5.34%

The above ownership percentages are based on 15,743,484 shares outstanding as of July 13, 2023.

**c/o Sono-Tek Corporation, 2012 Route 9W, Milton, NY 12547.*
*** Less than 1%*

[1] *Includes 6,162 options currently exercisable issued under the Company's Stock Incentive Plans.*

[2] *Includes 4,000 shares held in the name of Dr. Coccio's wife and 35,297 options currently exercisable issued under the Company's Stock Incentive Plans.*

[3] *Includes 9,970 options currently exercisable issued under the Company's Stock Incentive Plans.*

[4] *Includes 16,326 options currently exercisable issued under the Company's Stock Incentive Plans.*

[5] *Includes 16,326 options currently exercisable issued under the Company's Stock Incentive Plans.*

[6] *Includes 6,326 options currently exercisable issued under the Company's Stock Incentive Plans.*

[7] *Includes 8,326 options currently exercisable issued under the Company's Stock Incentive Plans.*

[8] *Includes 3,603 options currently exercisable under the Company's Stock Incentive Plan and 10,000 shares in the name of Mr. Strasburg's wife issued under the Company's Stock Incentive Plans.*

[9] *The group total includes 115,710 options currently exercisable issued under the Company's Stock Incentive Plans. The group total does not include 66,597 options that are currently unexercisable. The group total includes 81,167 shares and 6,162 currently exercisable options held by Robb Engle, Executive Vice President, 600 shares and 1,050 currently exercisable options held by Maria Kuha, a Vice President and 6,162 currently exercisable options held by Christopher Cichetti, a Vice President.*

[10] *Emancipation Management LLC, Charles Frumberg and Circle N Advisors share the power to dispose or to direct the disposition of these shares. The Company does not consider these holders to be "affiliates" of the Company.*

[11] *The address of this person is 299 Park Avenue, New York, NY 10171.*

[12] *The address of this person is 1065 Main Street, Suite F, PO Box 336, Fishkill, NY 12524.*

[13] *The address of this person is 3 Rivers Edge, Newburgh, NY 12550.*

[14] *The address of this person is 3697 Se Doubleton Drive, Stuart, FL 34997.*

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Estimated Payments and Benefits Upon Termination or Change in Control

On September 1, 2007, the Company entered into identical Executive Agreements with Stephen J. Bagley, Chief Financial Officer and Christopher L. Coccio, Chief Executive Officer. The Company also entered into an Executive Agreement with R. Stephen Harshbarger, President, on March 5, 2008. The agreements, as subsequently amended, provide that in the event of a change of control of the Company followed by a termination of the executives' employment under certain circumstances, the officers shall receive severance payments equal to two years of the executive's annual base, commissions and bonus compensation paid by the Company for the previous calendar year.

Based on last year's salary arrangements, if the rights of the foregoing officers were to be triggered following a change of control, they would be entitled to the following payments from the Company: Stephen J. Bagley $411,000, Christopher L. Coccio $442,000 and R. Stephen Harshbarger $572,000.

Severance Agreements

On October 20, 2017, the Company entered into identical Executive Agreements with Stephen J. Bagley, Chief Financial Officer, Christopher L. Coccio, Chief Executive Officer and R. Stephen Harshbarger, President. The agreements provide that in the event of termination of the executive's employment, other than for cause, the officers shall receive severance payments equal to two weeks of compensation for each full year employed by the Company.

Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's Directors, executive officers and persons who own more than ten percent of the Company's common stock to file with the Securities and Exchange Commission initial reports of beneficial ownership and reports of changes of beneficial ownership of common stock. Such persons are also required by Securities and Exchange Commission regulations to furnish the Company with copies of all such reports. Based solely on a review of such filings, during the year ended February 28, 2023, all of the Company's Directors and executive officers and holders of more than ten percent of the Company's stock have made timely filings of such reports, with the exception of four late filings by Philip Strasburg.

ITEM 2: RATIFICATION OF APPOINTMENT OF AUDITORS

Effective September 1, 2022, Friedman LLP ("Friedman"), which served as the independent registered public accounting firm of the Company, combined with Marcum LLP ("Marcum") and continued to operate as an independent registered public accounting firm.

On December 19, 2022, the Board of Directors of the Company approved the dismissal of Friedman and the engagement of Marcum to serve as the independent registered public accounting firm of the Company for the fiscal year ended February 28, 2023.

The reports of Friedman on the financial statements of the Company for the years ended February 28, 2021 and 2022 contained no adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principle. In connection with its audits of the years ended February 28, 2021 and 2022 and the subsequent interim period through December 19, 2022, there were no disagreements with Friedman 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 Friedman, would have caused them to make reference thereto in their report on the financial statements for such years.

During the two most recent fiscal years and through December 19, 2022, the Company did not consult with Marcum on any matter that (i) involved the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's financial statements, in each case where a written report was provided or oral advice was provided that Marcum concluded was an important factor considered by the Company in reaching a decision as to the accounting, auditing or financial reporting issue; or (ii) was either the subject of a disagreement, as that term is defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions to Item 304 of Regulation S-K, or a reportable event, as that term is defined in Item 304(a)(1)(v) of Regulation S-K.

The Board of Directors has appointed Marcum LLP, Certified Public Accountants, to audit the books of account and other records of the Company for the fiscal year ending February 29, 2024. In the event of a negative vote, the Board of Directors will reconsider its election. The Audit Committee of the Company's Board of Directors determined the independence of the Company's auditors and recommended their re-appointment to the Board of Directors. Fees paid to or accrued for the auditors were as follows:

Audit Fees

For fiscal 2023, the Company paid or accrued fees of approximately $100,000 for services rendered by Marcum LLP, its independent auditors. These fees included audit and review services.

For fiscal 2023 and 2022, the Company paid or accrued fees of approximately $46,000 and $129,000, respectively, for services rendered by Friedman LLP, its independent auditors. These fees included audit and review services.

Audit Related Fees - None

Tax Fees

For fiscal 2023 and 2022, the Company paid or accrued tax preparation fees of approximately $18,000 and $14,000, respectively, for services rendered by RBSM, LLP.

All Other Fees – None

Pre-Approval Policies and Procedures

The Audit Committee's current policy is to pre-approve all audit and non-audit services that are to be performed and fees to be charged by the Company's independent auditor to assure that the provision of these services does not impair the independence of the auditor. The Audit Committee pre-approved all audit and non-audit services rendered by the Company's principal accountants in fiscal 2023 and fiscal 2022.

The Company did not pay any audit related fees or other fees to its independent auditors during the past two fiscal years.

The Audit Committee's current policy is to pre-approve all audit and non-audit services, including the preparation of tax returns, that are to be performed and fees to be charged by the Company's independent auditor to ensure that the provision of these services does not impair the independence of the auditor. The Audit Committee was in compliance with the requirements of the Sarbanes-Oxley Act of 2002 regarding the pre-approval of all audit and non-audit services and fees. The Audit Committee (or the entire Board of Directors performing the equivalent functions of an audit committee) pre-approved all audit and non-audit services rendered by the Company's principal accountant in fiscal 2023 and 2022.

A representative of the auditors, Marcum LLP, is expected to be present at the Annual Meeting, will have an opportunity to make a statement if he/she desires, and will be available to respond to appropriate questions.

THE BOARD OF DIRECTORS RECOMMENDS THAT THE SHAREHOLDERS VOTE "FOR" THE RATIFICATION OF THE APPOINTMENT OF MARCUM LLP.

ITEM 3: ADVISORY VOTE ON EXECUTIVE COMPENSATION

The Company is asking shareholders to cast an advisory vote on the compensation of the Company's named executive officers disclosed in the Executive Compensation section of this Proxy Statement and of the change of control and severance payments disclosed in the Certain Relationships and Related Transactions section of this Proxy Statement. While this vote is non-binding, the Company values the opinions of shareholders and will consider the outcome of the vote when making future compensation decisions.

The Board believes that the objectives of the Company's executive compensation program are appropriate for a company of the size and stage of development of the Company and that the Company's compensation policies and practices help meet those objectives. In addition, the Board believes that the Company's executive compensation program achieves an appropriate balance between fixed compensation and variable incentive compensation and pays for performance. The Board also believes that the Company's executive compensation programs effectively align the interests of the Company's executive officers with those of the Company's shareholders by tying a significant portion of their compensation to the Company's performance and by providing a competitive level of compensation needed to recruit, retain and motivate talented executives critical to the Company's long-term success. Accordingly, the Company is asking shareholders to approve the compensation of the Company's named executive officers. This advisory vote is not intended to be limited or specific to any particular element of compensation, but rather cover the overall compensation of the Company's named executive officers and the compensation policies and practices described in this proxy statement.

THE BOARD OF DIRECTORS RECOMMENDS THAT THE SHAREHOLDERS VOTE "FOR", IN A NON-BINDING VOTE, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS AS DISCLOSED ABOVE PURSUANT TO ITEM 402 OF REGULATION S-K IN THE EXECUTIVE COMPENSATION AND CERTAIN RELATIONSHIPS AND RELATED TRANSACTION SECTIONS OF THIS PROXY STATEMENT.

ITEM 4: APPROVAL OF THE 2023 SONO-TEK CORPORATION STOCK INCENTIVE PLAN

General

We are asking our shareholders to approve a new 2023 Sono-Tek Corporation Stock Incentive Plan (the "2023 Plan"). We intend to use the 2023 Plan to attract and retain key talent, encourage stock ownership by our employees, non-employee directors and consultants, to better align with governance best practices, and to receive a federal income tax deduction for certain compensation paid under the 2023 Plan. The Board unanimously recommended that the 2023 Plan be submitted for approval by our shareholders at the Annual Meeting. Approval of the 2023 Plan requires that the votes cast affirmatively exceed the votes cast negatively on the matter. Subject to approval by our shareholders of the 2023 Plan at the Annual Meeting, the 2023 Plan will replace our 2013 Stock Incentive Plan (the "2013 Plan") under which 250,759 options remain outstanding but under which no further awards were permitted be granted as of June 2023. The 2023 Plan authorizes the same number of shares for grants as were permitted under the 2013 Plan. As of July 13, 2023, the closing sales price of a share of the Company's common stock as reported on the Nasdaq Capital Market was $5.32. As of July 13, 2023, the potential number of participants in the 2023 Plan was approximately 46.

Subject to shareholder approval, the 2023 Plan will:

- Permit a total number of 2,500,000 shares of common stock ("Shares") authorized for issuance under the 2023 Plan.
- Permit the grant of options, stock appreciation rights, dividend equivalent rights, restricted stock and restricted stock units.
- Permit the Company to grant "performance-based" awards to allow the Company increased compensation deductions for "performance-based" awards made to certain of the Company's employees.
- Provide that the 2023 Plan will terminate on the date that is ten (10) years following shareholder approval of the 2023 Plan.
- Provide flexibility in determining the terms and conditions of each award, in particular with respect to vesting.

The Company believes strongly that the approval of the 2023 Plan is essential to the Company's success. The Company's employees are its most valuable assets. Stock options and the other awards permitted under the 2023 Plan are vital to the Company's ability to attract and retain outstanding and highly skilled employees, especially in the competitive labor markets in which the Company competes. These awards also are crucial to the Company's ability to motivate employees to achieve the Company's goals. The proposed terms of the 2023 Plan are designed to allow the Company to continue to attract, retain and motivate people whose skills and performance are critical to the Company's success. The Company will continue to monitor the environment in which it operates and make changes to its equity compensation program to help it meet its goals, including achieving long-term shareholder value.

A general description of the principal terms of the 2023 Plan is set forth below. This description is qualified in its entirety by the terms of the 2023 Plan, a copy of which is attached hereto as Exhibit A.

General Description

Purpose. The purposes of the 2023 Plan are to attract and retain the best available personnel, to provide additional incentives to our employees, consultants and directors through ownership of our Shares, and to promote the success of the Company's business.

Shares Reserved for Issuance under the 2023 Plan. If approved by our shareholders, the total number of Shares reserved for issuance under the 2023 Plan will be 2,500,000 Shares.

The maximum number of Shares with respect to which options and stock appreciation rights may be granted to a participant during a calendar year will be 200,000 Shares. In connection with a participant's commencement of service with the Company or a related entity of the Company, the participant may be granted options and stock appreciation rights for up to an additional 200,000 Shares, which would not count against the limit set forth in the previous sentence. For awards of restricted stock and restricted stock units that are intended to be performance-based compensation under Section 162(m) of the Code, the maximum number of Shares subject to such awards that may be granted to a participant during a calendar year will be 200,000 Shares.

Share Counting. Any Shares covered by an award which is forfeited, canceled, expires or is settled in cash shall be deemed not to have been issued for purposes of determining the maximum number of Shares which may be issued under the 2023 Plan. Shares that have actually been issued under the 2023 Plan pursuant to an award shall not be returned to the 2023 Plan and shall not become available for future grant under the 2023 Plan, except where unvested Shares are forfeited or repurchased by the Company at the lower of their original purchase price or their fair market value at the time of such repurchase. Shares tendered or withheld in payment of an option exercise price, Shares withheld by the Company to pay any tax withholding obligation, and all Shares covered by the portion of a stock appreciation right that is exercised (regardless of whether Shares are actually issued in connection with such exercise) shall not be returned to the 2023 Plan and shall not become available for future issuance under the 2023 Plan.

Administration. The 2023 Plan will be administered by the 2023 Plan administrator (the "Administrator"), defined as the Board or one (1) or more committees designated by the Board. The Board of Directors or its Compensation Committee will initially act as the Administrator. With respect to grants to Officers and Directors, the Compensation Committee shall be constituted in such a manner as to satisfy applicable laws, including Rule 16b-3 promulgated under the Exchange Act and Section 162(m) of the Code.

No Repricing without Shareholder Approval. The 2023 Plan prohibits the repricing of stock options and stock appreciation rights without first obtaining shareholder approval. Specifically, without first obtaining approval of the Company's shareholders, (i) the exercise price of any option or the base appreciation amount of any stock appreciation right awarded under the 2023 Plan may not be reduced and (ii) an option or stock appreciation right may not be canceled at a time when its exercise price or base appreciation amount exceeds the fair market value of the underlying Shares, in exchange for another option, stock appreciation right, restricted stock or other award or for cash. In addition, cancelling an option or stock appreciation right in exchange for another option, stock appreciation right, restricted stock, or other award with an exercise price, purchase price or base appreciation amount that is equal to or greater than the exercise price or base appreciation amount of the original option or stock appreciation right will not be subject to shareholder approval.

Terms and Conditions of Awards. The 2023 Plan provides for the grant of stock options, restricted stock, restricted stock units, dividend equivalent rights and stock appreciation rights (collectively referred to as "awards"). Stock options granted under the 2023 Plan may be either incentive stock options under the provisions of Section 422 of the Code, or nonqualified stock options. Incentive stock options may be granted only to employees. Awards other than incentive stock options may be granted to the Company's employees, consultants and directors or to employees, consultants and directors of the Company's related entities. To the extent that the aggregate fair market value of the Shares subject to options designated as incentive stock options which become exercisable for the first time by a participant during any calendar year exceeds $100,000, such excess options shall be treated as nonqualified stock options. Under the 2023 Plan, awards may be granted to such employees, consultants or directors who are residing in non-U.S. jurisdictions as the Administrator may determine from time to time. Each award granted under the 2023 Plan shall be designated in an award agreement or other instrument.

Subject to applicable laws and except as otherwise provided by the Board, the Administrator will have the authority, in its discretion, to select employees, consultants and directors to whom awards may be granted from time to time, to determine whether and to what extent awards are granted, to determine the number of Shares or the amount of other consideration to be covered by each award, to approve forms of award agreement or instruments for use under the 2023 Plan, to determine the terms and conditions of any award (including the vesting schedule applicable to the award), to amend the terms of any outstanding award granted under the 2023 Plan (provided that any amendment that would adversely affect a participant's rights under an outstanding award would not be made without the participant's written consent), to construe and interpret the terms of the 2023 Plan and awards granted, to establish additional terms, conditions, rules or procedures to accommodate the rules or laws of applicable non-U.S. jurisdictions and to take such other action, not inconsistent with the terms of the 2023 Plan, as the Administrator deems appropriate.

The term of any award granted under the 2023 Plan will be stated in the applicable award agreement but may not exceed a term of more than ten years (or five years in the case of an incentive stock option granted to any participant who owns stock representing more than 10% of our combined voting power or any parent or subsidiary of the Company), excluding any period for which the participant has elected to defer the receipt of the Shares or cash issuable pursuant to the award pursuant to a deferral program the Administrator may establish in its discretion.

The 2023 Plan authorizes the Administrator to grant incentive stock options at an exercise price not less than 100% of the fair market value of our common stock on the date the option is granted (or 110%, in the case of an incentive stock option granted to any employee who owns stock representing more than 10% of our combined voting power or any parent or subsidiary of us). In the case of nonqualified stock options, stock appreciation rights, and awards intended to qualify as performance-based compensation, the exercise price, base appreciation amount or purchase price, if any, shall be not less than 100% of the fair market value per Share on the date of grant. In the case of all other awards granted under the 2023 Plan, the exercise or purchase price shall be determined by the Administrator. The exercise or purchase price is generally payable in cash, check, Shares or, with respect to options, payment through a broker-dealer sale and remittance procedure or a "net exercise" procedure, or any combination of the foregoing methods of payment.

Under the 2023 Plan, the Administrator may establish one or more programs to permit selected participants the opportunity to elect to defer receipt of consideration payable under an award. The Administrator also may establish under the 2023 Plan separate programs for the grant of particular forms of awards to one or more classes of participants.

Section 162(m) of the Code. The maximum number of Shares with respect to which options and stock appreciation rights may be granted to a participant during a calendar year will be 200,000 Shares. In connection with a participant's commencement of service with the Company or a related entity of the Company, the participant may be granted options and stock appreciation rights for up to an additional 200,000 shares, which would not count against the limit set forth in the previous sentence. The foregoing limitations shall be adjusted proportionately by the Administrator in the event of a stock split, reverse stock split, stock dividend, combination or reclassification of Shares or other similar change in the Company's Shares or the Company's capital structure. Under Code Section 162(m) no deduction is allowed in any taxable year of the Company for compensation in excess of $1 million paid to the Company's "covered employees." An exception to this rule applies to compensation that is paid to a covered employee pursuant to a stock incentive plan approved by shareholders and that specifies, among other things, the maximum number of Shares with respect to which options and stock appreciation rights may be granted to eligible participants under such plan during a specified period. Compensation paid pursuant to options and stock appreciation rights granted under such a plan and with an exercise price or base appreciation amount equal to the fair market value of common stock on the date of grant is deemed to be inherently performance-based, since such awards provide value to participants only if the stock price appreciates. To the extent required by Section 162(m) of the Code or the regulations thereunder, in applying the foregoing limitations, if any option or stock appreciation right is canceled, the canceled award shall continue to count against the maximum number of Shares with respect to which an award may be granted to a participant.

For awards of restricted stock and restricted stock units that are intended to be performance-based compensation under Section 162(m) of the Code, the maximum number of Shares subject to such awards that may be granted to a participant during a calendar year will be 200,000 Shares. The foregoing limitation shall be adjusted proportionately by the Administrator in the event of a stock split, reverse stock split, stock dividend, combination, recapitalization or reclassification of Shares or other similar change in our Shares or our capital structure. In order for restricted stock and restricted stock units to qualify as performance-based compensation, the Administrator must establish a performance goal with respect to such award in writing not later than 90 days after the commencement of the services to which it relates (or, if earlier, the date after which 25% of the period of service to which the performance goal relates has elapsed) and while the outcome is substantially uncertain. In addition, the performance goal must be stated in terms of an objective formula or standard.

Under Code Section 162(m), a "covered employee" is the Company's chief executive officer and the four other most highly compensated officers of the Company.

The 2023 Plan includes performance criteria that may be considered, individually or in combination, by the Administrator when granting performance-based awards, including the following: (i) change in share price; (ii) operating earnings, operating profit margins, earnings before interest, taxes, depreciation, or amortization, net earnings, earnings per share (basic or diluted) or other measure of earnings; (iii) total shareholder return; (iv) operating margin; (v) gross margin; (vi) balance sheet performance, including debt, long or short term, inventory, accounts payable or receivable, working capital, or shareholders' equity; (vii) return measures, including return on invested capital, sales, assets, or equity; (viii) days' sales outstanding; (ix) operating income; (x) net operating income; (xi) pre-tax profit; (xii) cash flow, including cash flow from operations, investing, or financing activities, before or after dividends, investments, or capital expenditures; (xiii) revenue; (xiv) expenses, including cost of goods sold, operating expenses, marketing and administrative expense, research and development, restructuring or other special or unusual items, interest, tax expense, or other measures of savings; (xv) earnings before interest, taxes and depreciation; (xvi) economic value created or added; (xvii) market share; (xviii) sales or net sales; (xix) sales or net sales of particular products; (xx) gross profits; (xxi) net income; (xxii) inventory turns; (xxiii) revenue per employee; and (xxiv) implementation or completion of critical projects involving acquisitions, divestitures, process improvements, product or production quality, attainment of other strategic objectives relating to market penetration, geographic expansion, product development, regulatory or quality performance, innovation or research goals. The performance criteria may be applicable to the Company, any parent or subsidiary of the Company, and/or any individual business units of the Company or any parent or subsidiary of the Company.

Change in Capitalization. Subject to any required action by the shareholders of the Company, the number of Shares covered by outstanding awards, the number of Shares that have been authorized for issuance under the 2023 Plan, the exercise or purchase price of each outstanding award, the maximum number of Shares that may be granted subject to awards to any participant in a calendar year, as well as other terms that the Administrator determines require adjustment, shall be proportionally adjusted by the Administrator in the event of (i) any increase or decrease in the number of issued Shares resulting from a stock split, reverse stock split, stock dividend, combination, recapitalization or reclassification of the Shares or similar transaction affecting the Shares, (ii) any other increase or decrease in the number of issued Shares effected without receipt of consideration by the Company or (iii) any other transaction with respect to our Shares including a corporate merger, consolidation, acquisition of property or stock, separation (including a spin-off or other distribution of stock or property), reorganization, liquidation (whether partial or complete), distribution of cash or other assets to shareholders other than a normal cash dividend, or any similar transaction; provided, however, that conversion of any convertible securities of the Company shall not be deemed to have been "effected without receipt of consideration." Such adjustment shall be made by the Administrator and its determination shall be final, binding and conclusive.

Corporate Transaction. Effective upon the consummation of a Corporate Transaction, all outstanding awards under the 2023 Plan will terminate unless the awards are assumed in connection with the Corporate Transaction. In addition, except as provided otherwise in an individual award agreement, for the portion of each award that is neither assumed nor replaced, such portion of the award shall automatically become fully vested and exercisable and be released from any repurchase or forfeiture rights (other than repurchase rights exercisable at fair market value) for all of the Shares (or other consideration) at the time represented by such portion of the award, immediately prior to the specified effective date of such Corporate Transaction, provided that the Grantee's Continuous Service has not terminated prior to such date.

Under the 2023 Plan, Corporate Transaction includes a merger or consolidation in which the Company is not the surviving entity, except for a transaction the principal purpose of which is to change the state in which the Company is incorporated; the sale, transfer or other disposition of all or substantially all of the assets of the Company; the complete liquidation or dissolution of the Company; any reverse merger or series of related transactions culminating in a reverse merger in which the Company is the surviving entity but (i) the Shares outstanding immediately prior to such merger are converted or exchanged by virtue of the merger into other property or (ii) in which securities possessing more than fifty percent (50%) of the total combined voting power of the Company's outstanding securities are transferred to a person or persons different from those who held such securities immediately prior to such merger or the initial transaction culminating in such merger; and an acquisition in a single or series of related transactions by any person or related group of persons (other than the Company or by a Company-sponsored employee benefit plan) of beneficial ownership of securities possessing more than fifty percent (50%) of the total combined voting power of the Company's outstanding securities.

Change in Control. Except as provided otherwise in an individual award agreement, in the event of a Change in Control (other than a Change in Control which also is a Corporate Transaction), all outstanding awards under the 2023 Plan automatically shall become fully vested and exercisable and be released from any repurchase or forfeiture rights (other than repurchase rights exercisable at fair market value), immediately prior to the specified effective date of such Change in Control, for all of the Shares (or other consideration) at the time represented by such awards, provided that the grantee's continuous service, as such term is defined in the 2023 Plan, has not terminated prior to such date.

Under the 2023 Plan, a Change in Control is defined as a change in ownership or control of the Company effected through either of the following transactions: (i) the direct or indirect acquisition by any person or related group of persons (other than an acquisition from or by the Company or by a Company-sponsored employee benefit plan or by a person that directly or indirectly controls, is controlled by, or is under common control with, the Company) of beneficial ownership (within the meaning of Rule 13d-3 of the Exchange Act of 1934) of securities possessing more than fifty percent (50%) of the total combined voting power of the Company's outstanding securities pursuant to a tender or exchange offer made directly to the Company's shareholders which a majority of the continuing directors who are not affiliates or associates of the offeror do not recommend such shareholders accept, or (ii) a change in the composition of the board over a period of twelve months or less such that one-third of the board members (rounded up to the next whole number) ceases, by reason of one or more contested elections for Board membership, to be comprised of individuals who are continuing directors.

Amendment, Suspension or Termination of the 2023 Plan. The Board may at any time amend, suspend or terminate the 2023 Plan. The 2023 Plan will terminate on May 23, 2033 unless earlier terminated by the Board. To the extent necessary to comply with applicable provisions of federal securities laws, state corporate and securities laws, the Code, applicable rules of any stock exchange or national market system, and the rules of any foreign jurisdiction applicable to awards granted to residents of the jurisdiction, the Company shall obtain shareholder approval of any such amendment to the 2023 Plan in such a manner and to such a degree as required. No suspension or termination of the 2023 Plan will adversely affect any rights under awards already granted to a participant.

Certain U.S. Federal Tax Consequences

The following summary of the U.S. federal income tax consequences of the 2023 Plan transactions is based upon federal income tax laws in effect on the date of this Proxy Statement. This summary does not purport to be complete, and does not discuss state, local or non-U.S. tax consequences.

Nonqualified Stock Options. The grant of a nonqualified stock option under the 2023 Plan will not result in any federal income tax consequences to the participant or to the Company. Upon exercise of a nonqualified stock option, the participant is subject to income taxes at the rate applicable to ordinary compensation income on the difference between the option exercise price and the fair market value of the Shares at the time of exercise. This income is subject to withholding for federal income and employment tax purposes. The Company is entitled to an income tax deduction in the amount of the income recognized by the participant, subject to possible limitations imposed by Section 162(m) of the Code and so long as the Company withholds the appropriate taxes with respect to such income (if required) and the participant's total compensation is deemed reasonable in amount. Any gain or loss on the participant's subsequent disposition of the Shares will receive long or short-term capital gain or loss treatment, depending on whether the Shares are held for more than one year following exercise. The Company does not receive a tax deduction for any such gain.

A nonqualified stock option can be considered deferred compensation and subject to Section 409A of the Code. A nonqualified stock option that does not meet the requirements of Code Section 409A can result in the acceleration of income recognition, an additional 20% tax obligation, plus penalties and interest.

Incentive Stock Options. The grant of an incentive stock option under the 2023 Plan will not result in any federal income tax consequences to the participant or to the Company. A participant recognizes no federal taxable income upon exercising an incentive stock option (subject to the alternative minimum tax rules discussed below), and the Company receives no deduction at the time of exercise. In the event of a disposition of stock acquired upon exercise of an incentive stock option, the tax consequences depend upon how long the participant has held the Shares. If the participant does not dispose of the Shares within two years after the incentive stock option was granted, nor within one year after the incentive stock option was exercised, the participant will recognize a long-term capital gain (or loss) equal to the difference between the sale price of the Shares and the exercise price. The Company is not entitled to any deduction under these circumstances.

If the participant fails to satisfy either of the foregoing holding periods (referred to as a "disqualifying disposition"), he or she must recognize ordinary income in the year of the disposition. The amount of ordinary income generally is the lesser of (i) the difference between the amount realized on the disposition and the exercise price or (ii) the difference between the fair market value of the stock at the time of exercise and the exercise price. Any gain in excess of the amount taxed as ordinary income will be treated as a long or short-term capital gain, depending on whether the stock was held for more than one year. The Company, in the year of the disqualifying disposition, is entitled to a deduction equal to the amount of ordinary income recognized by the participant, subject to possible limitations imposed by Section 162(m) of the Code and so long as the participant's total compensation is deemed reasonable in amount.

The "spread" under an incentive stock option—i.e., the difference between the fair market value of the Shares at exercise and the exercise price—is classified as an item of adjustment in the year of exercise for purposes of the alternative minimum tax. If a participant's alternative minimum tax liability exceeds such participant's regular income tax liability, the participant will owe the larger amount of taxes. In order to avoid the application of alternative minimum tax with respect to incentive stock options, the participant must sell the Shares within the calendar year in which the incentive stock options are exercised. However, such a sale of Shares within the year of exercise will constitute a disqualifying disposition, as described above.

Stock Appreciation Rights. Recipients of stock appreciation rights ("SARs") generally should not recognize income until the SAR is exercised (assuming there is no ceiling on the value of the right). Upon exercise, the recipient will normally recognize taxable ordinary income for federal income tax purposes equal to the amount of cash and fair market value of the shares, if any, received upon such exercise. Recipients who are employees will be subject to withholding for federal income and employment tax purposes with respect to income recognized upon exercise of a SAR. Recipients will recognize gain upon the disposition of any shares received on exercise of a SAR equal to the excess of (i) the amount realized on such disposition over (ii) the ordinary income recognized with respect to such shares under the principles set forth above. That gain will be taxable as long or short-term capital gain depending on whether the shares were held for more than one year. We will be entitled to a tax deduction to the extent and in the year that ordinary income is recognized by the recipient, subject to possible limitations imposed by Section 162(m) of the Code and so long as we withhold the appropriate taxes with respect to such income (if required) and the recipient's total compensation is deemed reasonable in amount.

A SAR can be considered non-qualified deferred compensation and subject to Section 409A of the Code. A SAR that does not meet the requirements of Code Section 409A can result in the acceleration of income recognition, an additional 20% tax obligation, plus penalties and interest.

Restricted Stock. The grant of restricted stock will subject the recipient to ordinary compensation income on the difference between the amount paid for such stock and the fair market value of the Shares on the date that the restrictions lapse. This income is subject to withholding for federal income and employment tax purposes. The Company is entitled to an income tax deduction in the amount of the ordinary income recognized by the recipient, subject to possible limitations imposed by Section 162(m) of the Code and so long as the Company withholds the appropriate taxes with respect to such income (if required) and the participant's total compensation is deemed reasonable in amount. Any gain or loss on the recipient's subsequent disposition of the Shares will receive long or short-term capital gain or loss treatment depending on how long the stock has been held since the restrictions lapsed. The Company does not receive a tax deduction for any such gain.

Recipients of restricted stock may make an election under Section 83(b) of the Code ("Section 83(b) Election") to recognize as ordinary compensation income in the year that such restricted stock is granted, the amount equal to the spread between the amount paid for such stock and the fair market value on the date of the issuance of the stock. If such an election is made, the recipient recognizes no further amounts of compensation income upon the lapse of any restrictions and any gain or loss on subsequent disposition will be long or short-term capital gain to the recipient. The Section 83(b) Election must be made within thirty days from the time the restricted stock is issued.

Restricted Stock Units. Recipients of restricted stock units generally should not recognize income until such units are converted into cash or Shares. Upon conversion, the recipient will normally recognize taxable ordinary income for federal income tax purposes equal to the amount of cash and fair market value of the Shares, if any, received upon such conversion. Recipients who are employees will be subject to withholding for federal income and employment tax purposes with respect to income recognized upon conversion of the restricted stock units. Participants will recognize gain upon the disposition of any Shares received upon conversion of the restricted stock units equal to the excess of (i) the amount realized on such disposition over (ii) the ordinary income recognized with respect to such Shares under the principles set forth above. That gain will be taxable as long or short-term capital gain depending on whether the Shares were held for more than one year. The Company will be entitled to a tax deduction to the extent and in the year that ordinary income is recognized by the recipient, subject to possible limitations imposed by Section 162(m) of the Code and so long as the Company withholds the appropriate taxes with respect to such income (if required) and the recipient's total compensation is deemed reasonable in amount.

Restricted stock units also can be considered non-qualified deferred compensation and subject to Section 409A of the Code. A grant of restricted stock units that does not meet the requirements of Code Section 409A will result in an additional 20% tax obligation, plus penalties and interest to such recipient.

Dividends and Dividend Equivalents. Recipients of stock-based awards that earn dividends or dividend equivalents will recognize taxable ordinary income on any dividend payments received with respect to unvested and/or unexercised shares subject to such awards, which income is subject to withholding for federal income and employment tax purposes. We are entitled to an income tax deduction in the amount of the income recognized by a participant, subject to possible limitations imposed by Section 162(m) of the Code and so long as we withhold the appropriate taxes with respect to such income (if required) and the individual's total compensation is deemed reasonable in amount.

2023 Plan Benefits

Awards under the 2023 Plan are in the discretion of the Administrator. Accordingly, the benefits to be received by the Company's directors, employees and consultants pursuant to the 2023 Plan are not determinable at this time.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE APPROVAL OF THE SONO-TEK CORPORATION 2023 STOCK INCENTIVE PLAN.

ITEM 5: OTHER MATTERS

The Board of Directors is not aware of any business to be presented at the Annual Meeting except the matters set forth in the Notice and described in this Proxy Statement. Unless otherwise directed, all shares represented by proxies will be voted in favor of the proposals of the Board of Directors described in this Proxy Statement. If any other matters come before the Annual Meeting, the persons named in the accompanying Proxy will vote on those matters according to their best judgment.

A copy of Sono-Tek Corporation's Annual Report on Form 10-K for the fiscal year ended February 28, 2023 (without exhibits) will be sent to any shareholder without charge by contacting the Company at the address or phone number listed above. The Company's Annual Report on Form 10-K may also be obtained over the Internet at the Securities and Exchange Commission's website, www.sec.gov.

Voting Results

The preliminary voting results will be announced at the Annual Meeting. The final results will be published in a current report on Form 8-K to be filed with the Securities and Exchange Commission within four business days after the date of the Annual Meeting, provided that the final results are available at such time. In the event the final results are not available within such time period, the preliminary voting results will be published in the current report on Form 8-K to be filed within such time period, and the final results will be published in an amended current report on Form 8-K/A to be filed within four business days after the final results are available. Any stockholder may also obtain the results from the Secretary of the Company, 2012 Route 9W, Milton, NY 12547.

Expenses

The entire cost of preparing, assembling, printing and mailing this Proxy Statement, the enclosed Proxy and other materials, and the cost of soliciting Proxies with respect to the Annual Meeting will be borne by the Company. The Company will request banks and brokers to solicit their customers who beneficially own shares listed of record in names of nominees and will reimburse those banks and brokers for the reasonable out-of-pocket expense of such solicitations. The original solicitation of Proxies by mail may be supplemented by telephone and facsimile by officers and other regular employees of the Company but no additional compensation will be paid to such individuals.

Future Shareholder Proposals

Proposals of shareholders intended to be presented at the next annual meeting (expected to be held in August 2024) must be received by the Company at 2012 Route 9W, Milton, New York 12547 for inclusion in the Company's Proxy Statement and form of proxy relating to that meeting (expected to be mailed in mid-July 2024) not later than April 15, 2024 to avoid being untimely.

Any shareholder proposal must be made in accordance with the rules and regulations of the Securities and Exchange Commission. In addition, with respect to proposals submitted by a shareholder other than for inclusion in the Company's 2024 Proxy Statement, the Company's By-Laws have established advance notice procedures that shareholders must follow. Pursuant to the By-Laws of the Company, shareholders who wish to nominate any person for election to the Board of Directors or bring any other business before the 2024 Annual Meeting must generally give notice thereof to the Company at its principal executive offices not less than 60 days nor more than 90 days before the date of the meeting. All nominations for director or other business sought to be transacted that are not timely delivered to the Company, or that fail to comply with the requirements set forth in the Company's By-Laws, will be excluded from the Annual Meeting, as provided in the By-Laws. A copy of the By-Laws of the Company is available upon request from the Secretary of the Company, 2012 Route 9W, Milton, New York 12547.

Signed:

/s/Claudine Y. Corda
Claudine Y. Corda

July 21, 2023

SCAN TO
VIEW MATERIALS & VOTE

SONO-TEK CORPORATION
2012 ROUTE 9W, BLDG. 3
MILTON, NY 12547

VOTE BY INTERNET - www.proxyvote.com or scan the QR Barcode above
Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS
If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903
Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL
Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V21253-P96722

KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

SONO-TEK CORPORATION

The Board of Directors recommends you vote FOR the following:

For All	Withhold All	For All Except
☐	☐	☐

To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.

____

1. Election of Directors Expiring Term 2025:

Nominees:

01) Dr. Christopher L. Coccio
02) Dr. Joseph Riemer
03) R. Stephen Harshbarger
04) Philip A. Strasburg, CPA

The Board of Directors recommends you vote FOR the following proposals:

		For	Against	Abstain
2.	To ratify selection by the Audit Committee of the Board of Directors the appointment of Marcum LLP, as the Company's independent auditors for the fiscal year ending February 29, 2024.	☐	☐	☐
3.	To cast an advisory vote on the compensation of the Company's named executive officers.	☐	☐	☐
4.	To approve the Company's 2023 Stock Incentive Plan.	☐	☐	☐

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

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX]	Date	Signature (Joint Owners)	Date

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:
The Notice and Proxy Statement and Annual Report are available at www.proxyvote.com.

V21254-P96722

SONO-TEK CORPORATION
Annual Meeting of Shareholders
August 24, 2023 10:00 A.M.
2012 Route 9W, Milton, New York 12547

This proxy is solicited by the Board of Directors

The undersigned shareholder(s) of Sono-Tek Corporation, a corporation organized under the laws of the State of New York, hereby appoint(s) Claudine Y. Corda and Christopher L. Coccio as my (our) proxies, each with the power to appoint a substitute, and hereby authorize(s) them, and each of them individually, to represent and to vote, as designated on the reverse side hereof, all of the shares of Sono-Tek Corporation, which the undersigned is/are or may be entitled to vote at the Annual Meeting of Shareholders to be held at the Company's Offices 2012 Route 9W, Milton, New York 12547, at 10:00 A.M., New York time, on August 24, 2023, or any adjournment thereof. The Board of Directors recommends a vote FOR proposals 1 through 4.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.

IMPORTANT: SIGNATURE REQUIRED ON REVERSE SIDE

Continued and to be signed on reverse side