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

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

Filed by the Registrant       Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under §240.14a-12

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**Matrix Service Company**

(Name of Registrant as Specified in Its Charter)

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N/A

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
  - Fee paid previously with preliminary materials.
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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**MATRIX SERVICE COMPANY**

MATRIX SERVICE COMPANY  
15 EAST 5TH STREET  
SUITE 1100  
TULSA, OK 74103

# Your **Vote** Counts!

**MATRIX SERVICE COMPANY**

2023 Annual Meeting

Vote by November 13, 2023

11:59 PM ET



## You invested in **MATRIX SERVICE COMPANY** and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on November 14, 2023.**

### Get informed before you vote

View the Notice & Proxy Statement, Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to October 31, 2023. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

#### Smartphone users

Point your camera here and vote without entering a control number



#### Vote Virtually at the Meeting\*

November 14, 2023

10:00 AM CST

Virtually at:

[www.virtualshareholdermeeting.com/MTRX2023](http://www.virtualshareholdermeeting.com/MTRX2023)

\*Please check the meeting materials for any special requirements for meeting attendance.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of Directors <b>Nominees:</b>	
1a. Jose L. Bustamante	✓ For
1b. Martha Z. Carnes	✓ For
1c. John D. Chandler	✓ For
1d. Carlin G. Conner	✓ For
1e. John R. Hewitt	✓ For
1f. Liane K. Hinrichs	✓ For
1g. James H. Miller	✓ For
2. To ratify the engagement of Deloitte & Touche LLP as the Company's independent registered public accounting firm for fiscal 2024.	✓ For
3. Advisory vote on named executive officer compensation.	✓ For
4. Advisory vote on frequency of future advisory votes on named executive officer compensation.	1 Year
5. To consider and vote upon a proposal to amend the Company's 2020 Stock and Incentive Compensation Plan to increase the number of shares of Common Stock of the Company authorized for issuance thereunder from 2,350,000 to 3,975,000.	✓ For

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Sign up for E-delivery".