PARAGON
TECHNOLOGIES
101 Larry Holmes Drive, Suite 500
Easton, PA 18042

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Annual Report

For the period ending December 31, 2024
(the “Reporting Period”)

Outstanding Shares

The number of shares outstanding of our Common Stock was:

1,731,245	as of	December 31, 2024
1,726,745	as of	December 31, 2023

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: ☐ No: ☒

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☐ No: ☒

Change in Control:

Indicate by check mark whether a Change in Control of the company has occurred during this reporting period:

Yes: ☐ No: ☒

1). Name and address(es) of the issuer and its predecessors (if any)

The name of the issuer is Paragon Technologies, Inc. ("Paragon" or the "Company"). The Company changed its name from "SI Handling Systems, Inc." to "Paragon Technologies, Inc." on April 5, 2000.

Current state and date of incorporation or registration: The Company is currently incorporated in Delaware. The Company was originally incorporated in Pennsylvania on June 18, 1958 as SI Handling Systems, Inc. and changed its state of incorporation to Delaware on November 21, 2001.

Standing in this jurisdiction: The Company is active and in good standing in Delaware.

Prior incorporation information for the issuer and any predecessors during the past five years:
None

Describe any trading suspension or halt orders issued by the SEC or FINRA concerning the issuer or its predecessors since inception:

None

List any stock split, dividend, recapitalization, merger, acquisition, spin-off or reorganization either currently anticipated or that occurred within the past 12 months:

None

Address of the issuer's principal executive office:

101 Larry Holmes Drive, Suite 500
Easton, PA 18042

Address of the issuer's principal place of business:

☒ Check if principal executive office and principal place of business are the same address.

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?
No: ☒ Yes: ☐ If Yes, provide additional details below

2). Security Information

Transfer Agent:

Name:	Broadridge Shareholder Services
Phone, toll free:	(877) 830-4936
Phone, toll:	(720) 378-5591
Email:	Kayur.Patel@broadridge.com
Address:	P.O. Box 1342, Brentwood, NY 11717

Publicly Quoted or Traded Securities:

Trading symbol:	PGNT
Exact title and class of securities outstanding:	Common Stock
CUSIP:	69912T108
Par or stated value:	$1.00 per share

Total shares authorized:	4,000,000	as of	December 31, 2024
Total shares outstanding:	1,731,245	as of	December 31, 2024
Total number of shareholders of record:	154	as of	December 31, 2024

2). Security Information *(continued)*

Other classes of authorized or outstanding equity securities that do not have a trading symbol: none

***Security Description*:**

a) For common equity, describe any dividend, voting and preemption rights.

The Company's authorized capital stock consists of 4,000,000 shares of common stock, $1.00 par value per share. The holders of common stock are entitled to receive such dividends, if any, as may be declared from time to time by the Company's Board of Directors out of legally available funds. Holders of common stock are entitled to one vote for each share held of record on all matters to be voted on by the stockholders, including the election of directors. There is no cumulative voting with respect to the election of directors. Directors are elected by a plurality of the votes cast by the holders of common stock. Except as otherwise required by law or the Company's certificate of incorporation, as amended, or bylaws, as amended, all other matters brought to a vote of the holders of common stock are determined by the affirmative vote of the holders of a majority in voting power of the shares of common stock present in person or by proxy and entitled to vote.

In the event of the Company's liquidation, dissolution or winding up, the holders of common stock will be entitled to share ratably in the net assets legally available for distribution to stockholders after the payment of all of the Company's known debts and other liabilities. Holders of common stock have no preemptive, conversion, subscription or other rights, and there are no redemption or sinking fund provisions applicable to the common stock. All shares of common stock contain a restrictive legend because the shares are not registered with the Securities and Exchange Commission.

b) For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.

Not applicable

c) Describe any other material rights of common or preferred stockholders.

See above

d) Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.

Not applicable

3). Issuance History

A. Changes to the Number of Outstanding Shares for the two most recently completed fiscal years and any subsequent period.

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: ☐ Yes: ☒

Date of Transaction	Transaction Type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued ($/share) at issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to.	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing	Exemption or Registration Type.
Shares Outstanding Opening Balance: **Date**: January 1, 2023 Common: 1,716,745 Preferred: 0									
December 29, 2023	New Issuance	10,000 (3)	Common Stock	$9.00	No	Hesham M. Gad	Executive Compensation	Restricted, control security held by a director of the Company (1)	Unregistered (2)
January 1, 2024	New Issuance	1,500 (4)	Common Stock	$9.00	No	Jack H. Jacobs	Director Compensation	Restricted, control security held by a director of the Company (1)	Unregistered (2)
January 1, 2024	New Issuance	3,000 (4)	Common Stock	$9.00	No	Samuel S. Weiser	Director Compensation	Restricted, control security held by an officer and director of the Company (1)	Unregistered (2)
Shares Outstanding on Date of This Report: Ending Balance: **Date**: December 31, 2024 Common: 1,731,245 Preferred: 0									

(1). All shares of common stock issued by the Company contain a restrictive legend since the shares are not registered with the Securities and Exchange Commission. Common stock must be held by non-affiliates for one year for the restrictive legend to be removed. Affiliates remain subject to the restrictions under Rule 144 promulgated under the Securities Act of 1933, as amended (the Securities Act), as long as they are affiliates of the Company and for 90 days thereafter.

(2). Issued pursuant to an exemption from the registration requirements of the Securities Act, as provided by Rule 701, Regulation D and/or Section 4(a)(2) of the Securities Act, as applicable.

(3). On December 29, 2023, a stock grant of 10,000 shares was made to the former Chief Executive Officer and former Executive Chairman of the Company.

(4). On January 1, 2024, a stock grant of 1,500 shares and 3,000 shares, respectively, was made to the applicable non-employee directors of the Company as listed in the table for a total of 4,500 shares issued.

3). Issuance History *(continued)*

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

No: ☒ Yes: ☐

4). Issuer's Business, Products, and Services

A. Summary of the issuer's business operations

Principal Business

Paragon Technologies, Inc. (Paragon), a diversified holding company, is composed of three business segments: Automation, Distribution, and Real Estate. In addition, Paragon may also invest its cash balance in marketable securities through a Board-approved program. The wholly-owned subsidiaries of Paragon are the following:

- SI Systems, LLC (SI Systems), founded in 1968, is a recognized and innovative supply chain automation company that designs and installs specialized material handling automation systems that optimize our clients' supply chains.
- SED International de Colombia, S.A.S. (SEDC) is one of the leading technology distribution companies in Colombia. SEDC distributes IT equipment, consumer electronics, and appliances to businesses, retailers, and e-tailers. Additionally, SEDC also provides business services such as printing, electronic document management, electronic invoicing, and storage solutions.
- Ohana Homes Services, LLC (Ohana) seeks to acquire, invest in and manage real estate assets.
- Paragon also invests in marketable securities under an Investment Management Policy that sets forth investment parameters and restrictions that are approved and amended by the Board from time to time.

For detailed information regarding the Company's business activities, please see "Note 1 – Description of Business and Summary of Significant Accounting Policies" in the Notes to Consolidated Financial Statements included in this report, which is incorporated herein by reference.

Foreign Currency Exchange Fluctuations

The Company is exposed to foreign currency exchange rate risk resulting from its operations in Colombia. Certain of the Company's revenues and expenses have been, and are expected to continue to be, subject to the effect of foreign currency fluctuations, and these fluctuations may have a material adverse impact on the Company's operating results and asset values and could reduce stockholders' equity. The Company's financial results could be affected by factors such as changes in the foreign currency exchange rate or differing economic conditions in the Colombian markets as compared with the markets in the United States. The Company's earnings are affected by translation exposures from currency fluctuations in the value of U.S. dollar as compared to the Colombian peso.

4). Issuer’s Business, Products, and Services *(continued)*

B. List of subsidiaries, parents, or affiliated companies

The Company has the following wholly-owned subsidiaries:

(1) SI Systems, LLC;
(2) Ohana Home Services, LLC; and
(3) ARK Investments, LLC, which owns 80% of SEDC.

C. The issuer’s principal products or services

For information regarding our principal products or services and their markets, please see “Note 1 – Description of Business and Summary of Significant Accounting Policies” in the Notes to Consolidated Financial Statements included in this report, which is incorporated herein by reference.

5). Issuer's Facilities

Paragon Technologies, Inc.
101 Larry Holmes Drive, Suite 500
Easton, PA 18042

SI Systems leases a facility located at 101 Larry Holmes Drive in Easton, Pennsylvania. On May 1, 2020, the lease was modified in which the square footage was reduced to 5,628 square feet. The lease term is for six years, through April 30, 2026, with fixed monthly payments of $9,063 in year one and in each subsequent year the monthly payment increases by $250.

SI Systems believes that its Easton, Pennsylvania facility is adequate for its current operations. SI Systems' operations experience fluctuations in workload due to the timing and receipt of new orders and customer job completion requirements. Currently, SI Systems' facility is adequate to handle these fluctuations. In the event of an unusual demand in workload, SI Systems supplements its internal operations with outside subcontractors that perform services for SI Systems in order to complete contractual requirements for its customers. SI Systems will continue to utilize internal personnel and its own facility and, when necessary and/or cost effective, outside contractors to complete contracts in a timely fashion in order to address the needs of its customers.

On August 17, 2023, SI Systems executed a new lease for warehouse space located at 1855 Weaversville Road in Allentown, Pennsylvania. The area covered by the lease is 9,978 square feet. The initial term is four years commencing on March 15, 2024 and there is a renewal term of one independent and successive period of two years. The lease requires fixed monthly payments of $7,370 in year one and in each subsequent year the monthly payment increases by approximately 2.00%.

On May 10, 2024, SI Systems executed a four-year sublease commencing on June 15, 2024 for part of the warehouse space located at 1855 Weaversville Road. The square footage for the sublease is 4,000 square feet. The subtenant will have the option to extend the original term for an additional period of twenty-four months. The lease requires fixed monthly payments of $3,500 in year one and in each subsequent year the monthly payment increases by approximately 3.00%.

On January 1, 2019, SEDC executed a five-year lease agreement for a 44,530 square foot facility in Tocancipá (Cundinamarca), Colombia to serve as its new sales and administrative office and distribution facility. On December 13, 2023, SEDC renewed the lease for three years for a monthly payment in local currency of COL$68,610,941, equivalent of approximately $15,561 USD as of December 31, 2024.

5). Issuer's Facilities *(continued)*

On February 7, 2024, SI Systems executed a 19-month lease for an SI Systems office in Las Vegas, Nevada at a cost of $735 per month.

Ohana Home Services, LLC owns four residential properties in Las Vegas, Nevada, three of which are leased and one held for sale. On January 21, 2025 unit 3310 sold for $1,160,000.

6). All Officers, Directors, and Control Persons of the Company

The following information is as of December 31, 2024 unless otherwise indicated.

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	Residential Address (City / State Only)	Number of shares owned (1)	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Samuel S. Weiser	Director, Board Chairman, Interim Chief Executive Officer	C/O Paragon Technologies 101 Larry Holmes Drive Suite 500 Easton, PA 18042	7,000	Common Stock	0.4%	
Jack H. Jacobs (4)	Director	C/O Paragon Technologies 101 Larry Holmes Drive Suite 500 Easton, PA 18042	11,240	Common Stock	0.6%	
Hesham M. Gad (3)	Director, Owner of >5%	C/O Paragon Technologies 101 Larry Holmes Drive Suite 500 Easton, PA 18042	495,400	Common Stock	28.6%	
Donna Van Allen & Van Allen Investments	Owner of >5%	Winter Springs, FL	292,001	Common Stock	16.9%	Donna Van Allen Winter Springs, FL
Kevin Ting	Owner of >5%	Mission Viejo, CA	181,916	Common Stock	10.5%	
Janet M. Reaser	Treasurer (Principal Financial Officer)	C/O Paragon Technologies 101 Larry Holmes Drive Suite 500 Easton, PA 18042	None	--	--	
Ronell Rivera	Other (2)	Brandon, FL	260	Common Stock	0.0%	
Tim Eriksen (3)	Director	Custer, WA	10,950	Common Stock	0.6%	
Howard Brownstein (3)	Director	Villanova, PA	5,000	Common Stock	0.3%	
David Lontini (3)	Director	Ontario, Canada	5,000	Common Stock	0.3%	

(1) Share information as of February 28, 2025.
(2) Ronell Rivera serves as President of SEDC.
(3) December 19, 2024 Tim Eriksen, Howard Brownstein and David Lontini were appointed to the Board of Directors. On January 2, 2025, a stock grant of 5,000 shares was made to the newly elected non-employee directors of the Company including Mr. Gad.
(4) Jack H. Jacobs retired effective December 31, 2024.

6). All Officers, Directors, and Control Persons of the Company

Name, Other Positions or Offices with the Company and Principal Occupation for Past Five Years	Director Since	Age (as of Dec 31, 2024)
Samuel S. Weiser………………………………………………………………………	2012	64

Samuel S. Weiser has served as the Company's Chief Executive Officer and Chairman of the Company's Board of Directors since August 2024. Mr. Weiser has served as a director of the Company since 2012. Mr. Weiser is the Founder, President and Chief Executive Officer of Foxdale Management LLC, a consulting firm that provides operational consulting, strategic planning, and litigation support services in securities related disputes, which has been operating since 2003. Mr. Weiser is also the Founder and CEO of JMP OppZone Services, LLC, a fund administration and business support services firm focused exclusively on supporting investment activities in designated Opportunity Zones created as part of the Tax Cuts and Jobs Act of 2017. JMP began operations in May 2019. He also serves as the Chief Financial Officer of Altsmark, a software solution firm for the private capital sector, since January 2021. He previously served as an advisor to Sentinel Group Holdings, LLC, a business focused on sourcing unique private equity investments for family offices and high net worth investors, and as the CFO for WR Group Inc., a consumer products company focused on health and beauty industry segments. From August 2009 until April 2015, he was a member of the Board of Directors and from August 2014 until April 2015 was Executive Chairman of Premier Exhibitions, Inc., a provider of museum quality touring exhibitions then listed on Nasdaq. In addition, Mr. Weiser served as President and Chief Executive Officer of Premier Exhibitions, Inc. from November 2011 until June 2014. Mr. Weiser is a former partner at Ernst & Young LLP and Managing Director at Citigroup. Mr. Weiser was a member of SED International Holdings, Inc.'s Board of Directors from October 2013 until October 2014. Mr. Weiser received his B.A. in Economics from Colby College and an M.S. in Accounting from George Washington University.

Timothy Eriksen………………………………………………………………………	2024	56

Timothy Eriksen currently serves as a director of the Company. Mr. Eriksen founded Eriksen Capital Management LLC ("ECM"), an investment advisory firm, in 2005. Mr. Eriksen is the Managing Member of ECM and Cedar Creek Partners LLC ("CCP"), a hedge fund founded in 2006 that focuses primarily on micro-cap and small cap stocks. Prior to founding ECM, Mr. Eriksen worked for Walker's Manual, Inc., a publisher of books and newsletters on micro-cap stocks, unlisted stocks and community banks. Earlier in his career, Mr. Eriksen worked for Kiewit Pacific Co, a subsidiary of Peter Kiewit Sons, as an administrative engineer on the Benicia Martinez Bridge project. Mr. Eriksen has been a director of Solitron Devices Inc. (OTCMKTS: SODI) since 2015. He served on the Audit Committee from October 14, 2015, through July 22, 2016 when he resigned from the Audit Committee and was named Chief Executive Officer and Interim Chief Financial Officer of Solitron. He was an Interim CFO from 2016 through 2024. Mr. Eriksen served as a director and member of the Audit Committee of Novation Companies Inc. (OTCMKTS: NOVC) from April 2018 through August 2021. He was elected as director of TSR Inc. (NASDAQ: TSRI) on October 22, 2019, and appointed to the Audit, Nominating, Compensation, and Special Committee on December 30, 2019. He served as a director of TSR until its acquisition by Vienna Parent in June 2024. On August 31, 2021, Mr. Eriksen was elected to the board of PharmChem, Inc. (OTCMKTS: PCHM). He chose not to stand for re-election as a director of PharmChem at its 2023 meeting. On September 1, 2023, after a transaction where CCP became the largest shareholder of PharmChem, he was appointed to the board of PharmChem as Chairman. Mr. Eriksen received a B.A. from The Master's University and an M.B.A. from Texas A&M University.

6). All Officers, Directors, and Control Persons of the Company *(continued)*

Name, Other Positions or Offices with the Company and Principal Occupation for Past Five Years	Director Since	Age (as of Dec 31, 2024)
David Lontini…………………………………………	2024	44

David Lontini currently services as a director of the Company. Mr. Lontini currently is the Chairman of the Board for NASDAQ traded company, Check Cap Ltd. where he oversees all operations in the company. Mr. Lontini is also the lead on all litigation matters against the company. Mr. Lontini is also President of a Canadian construction consulting company. He oversees and manages Custom Home builds in the Greater Toronto Area and is the current President and Founder of Bradford United Soccer Academy where he has played a pivotal role in shaping the future of young athletes. Mr. Lontini began his career at a leading Insurance firm, Northbridge Financial Corporation and as a Business Development Manager at Maru/Matchbox. Mr. Lontini's role extended to ad testing, package testing, concept testing, brand tracking, customer segmentation, and uncovering emerging trends, reflecting his diverse skill set and adaptability. Mr. Lontini holds a B.A in Liberal Arts and Political Science, and Public Policy and Administration from York University. Mr. Lontini currently serves as the Director of Communications, social media, and advertising for the Bradford Soccer Club, where he actively participates in community outreach efforts on behalf of the club.

Howard Brownstein…………………………………………	2024	74

Howard Brownstein currently services as a director of the Company. Mr. Brownstein has served as an independent board member for over 50 years, including as board chair and chair of Audit, Nominating/Governance and Strategic Planning/Risk Assessment committees. In addition to the board of Paragon Technologies, he currently serves on the board of Merakey, a large nonprofit provider of education and human services, with over 10,000 employees, and as Board Chair of Community Council Health Systems, a large nonprofit provider of behavioral health and education services. For 13 years he served on the Board of P&F Industries, a publicly-held manufacturer/importer of tools and hardware, and chaired board committees. He served as Interim CEO & Board Chair of Universal Services Associates, a designer and manufacturer of museum exhibits, and on the board of Renew Financial, a leading provider of financing for home improvements, and chaired its Risk and Operating Committees. He also served on the Board of A.M. Castle & Co., a publicly-held global metals distributor and supply chain solutions provider, and was Audit Committee Chair of PICO Holdings, a publicly-held diversified holding company, and on the Board of LMG2, a $600Mil infrastructure entity in downtown Chicago. He previously served as sole board member of Betsey Johnson LLC, a privately-held designer and retailer of women's apparel, on the board of Special Metals Corporation, a $1 billion nickel alloy producer where he also chaired the Audit Committee, and on the board of Magnatrax Corporation, a $500 million manufacturer of metal buildings. He also served as board chair of the National Philanthropic Trust, the largest independent provider of donor-advised funds. Howard Brownstein previously served on the board of a regional bank, a retail department store, and nonprofit boards including chair of a United Way agency. Howard Brownstein is a nationally-known turnaround and crisis management professional, and is the President of The Brownstein Corporation which provides turnaround management and advisory services to companies and their stakeholders, as well as investment banking services, fiduciary services, and litigation consulting, investigations and valuation services. He is a Certified Turnaround Professional (CTP), and has been designated "Directorship Certified" and a "Board Leadership Fellow" by the National Association of Corporate Directors (NACD), where he is a regular faculty member. He has served on numerous boards of professional organizations, including the Turnaround Management Association (TMA), the Commercial Finance Association (now Secured Finance Network), and the American Bankruptcy Institute, and received TMA's "Outstanding Individual Contribution" award in 2007. He has published over 130 articles, books and chapters, and serves as a coordinating editor for *ABI Journal*. He has been a guest-lecturer at Harvard Business and Law Schools, Wharton, NYU, Villanova, and Northeastern. Howard Brownstein is a graduate of Harvard University, where he obtained J.D. and M.B.A. degrees, and of the University of Pennsylvania, where he obtained B.S. and B.A. degrees from the Wharton School and the College of Arts and Sciences. Mr. Brownstein is admitted to the bars of Pennsylvania, Massachusetts and Florida, but does not actively practice law. He also served in the U.S. Air Force Reserve, attaining the rank of First Lieutenant in the Medical Service Corps.

6). All Officers, Directors, and Control Persons of the Company *(continued)*

Name, Other Positions or Offices with the Company and Principal Occupation for Past Five Years	Director Since	Age (as of Dec 31, 2024)
Hesham M. Gad …………………………………………………………………………………..….....	2010	46

Hesham M. Gad currently services as a director of the Company. Mr. Gad previously served as Chief Executive Officer of the Company from June 2014, and as Executive Chairman of the Company's Board of Directors from March 2012, through August 2024. From 2013 to 2017, Mr. Gad served as Chairman and CEO of SED International Holdings, Inc., a multinational distributor of IT and computing products. Mr. Gad is the author of "The Business of Value Investing: Six Essential Elements to Buying Companies Like Warren Buffett." Mr. Gad is a graduate of the University of Georgia and the Stanford University Graduate School of Business Executive Program. Mr. Gad currently serves as an advisory Board Member on Serving Our Kids, a non-profit organization in Nevada which is dedicated to helping food insecure children improve their overall health, nutrition, and educational lifestyle.

The directors of the Company hold their positions until the next Annual Meeting of Stockholders.

The names, ages, and offices with the Company of its executive officers are as follows:

Name	Age*	Office
Samuel S. Weiser	64	Chairman, interim Chief Executive Officer, Paragon Technologies
Janet M. Reaser	54	Treasurer (Principal Financial Officer), Paragon Technologies

* As of December 31, 2024.

Ms. Reaser is an accounting professional with over 30 years' experience in general accounting, financial operations, and business analysis for both publicly held and privately held companies. From 2014 to 2017, Ms. Reaser held the position of Accounting Manager of Akrion Systems, LLC. Akrion Systems is a leading supplier of advanced wafer surface preparation solutions used in the fabrication of microelectronic devices. From 2007 to 2014, Ms. Reaser was the Assistant Controller of dancker, LLC, a leading interior solutions provider for architectural, furniture, technology, and logistical solutions for organizations across corporate, government, education, and healthcare markets. Ms. Reaser holds a B.S in Accounting from Fairleigh Dickinson University. Ms. Reaser has served as the Company's second-most senior financial executive for the six years prior to her appointment as the Company's Treasurer, most recently as Controller for the three years prior to her appointment as Treasurer, and was appointed as Treasurer of the Company, assuming the responsibilities of principal financial officer of the Company, effective as of October 9, 2023. Ms. Reaser also serves as Director of Finance and Treasurer of SI Systems, LLC.

6). All Officers, Directors, and Control Persons of the Company *(continued)*

Officer Termination

Audit Committee Investigation of Hesham M. Gad

On November 21, 2024, the Company announced that the Audit Committee of the Board of Directors engaged outside counsel to conduct an independent investigation (the "Investigation") relating to potentially improper conduct by Hesham M. Gad, a current director and former CEO of the Company ("Mr. Gad"). The Board of Directors previously replaced Mr. Gad as Chairman of the Board and Chief Executive Officer of Paragon on August 9, 2024, and on November 4, 2024, the Board of Directors terminated Mr. Gad as President of SI Systems, LLC and from any and all remaining positions he held with Paragon and its subsidiaries. The Audit Committee will examine any findings from the Investigation and determine any appropriate further actions. The Investigation is ongoing, and the Company is currently unable to predict the duration or outcome of the Investigation.

Hesham M. Gad v. Paragon Technologies, Inc., 2024-1195-JTL

On November 21, 2024, Mr. Gad brought a lawsuit against the Company in the Delaware Chancery Court seeking advancement of legal fees and expenses associated with any investigation of Mr. Gad's conduct while a member of the Board of Directors. Mr. Gad's lawsuit seeks to require the Company to pay certain expenses and legal fees Mr. Gad incurred and will incur in connection with any investigation of him and threatened legal proceedings against him. On December 27, 2024, the Court entered an order establishing the procedure for payment of and/or disputes concerning the advancement of certain fees incurred by Mr. Gad.

Request for Books and Records of Paragon Technologies, Inc.

On December 7, 2024, the Company received a request by Mr. Gad to inspect books and records pursuant to Section 220 of the Delaware General Corporation Law (the "DGCL") for the purpose of exercising his fiduciary duties as a member of the Board of Directors. The Company responded to this request and the matter is ongoing.

Hesham M. Gad v. Samuel S. Weiser, et al., 2024-1134-JTL

On November 1, 2024, Mr. Gad brought a lawsuit in the Delaware Chancery Court against current director Weiser and former director Jacobs as defendants and against the Company as nominal defendant. The complaint alleges violations of sections 228, 141(k), and 109 of the DGCL as well as breaches of fiduciary duties in connection with certain amendments made to the Company's bylaws. On December 10, 2024, Mr. Gad filed an amended complaint. On March 19, 2025, Mr. Gad filed a second amended complaint adding directors Lontini, Brownstein, and Eriksen as defendants and alleging that they breached their fiduciary duties in connection with the adoption by the Board on March 16, 2025, of a stockholder rights agreement. The Company disputes the allegations in the complaint, as amended, and intends to vigorously defend against the claims asserted. The Company anticipates the cost of this litigation to be covered primarily through the Directors and Officers liability coverage other than $500,000 retention which reflects the Company's obligation under the policy.

7). Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations).

   The executive officers and directors of the Company **have not**, in the past 10 years, been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations).

2. Been the subject of the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, financial- or investment-related, insurance or banking activities.

   The executive officers and directors of the Company **have not**, in the past 10 years, been the subject of the entry of an order, judgment, or decree, not subsequently reversed, suspended, or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, financial- or investment-related, insurance or banking activities.

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated.

   The executive officers and directors of the Company **have not,** in the past 10 years, been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated.

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above.

   The executive officers and directors of the Company **have not,** in the past 10 years, been named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above.

5. Been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

   The executive officers and directors of the Company **have not**, in the past 10 years, been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

7). Legal/Disciplinary History *(continued)*

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S. mail.

The executive officers and directors of the Company **have not**, in the past 10 years, been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or

preliminary injunction with respect to conduct alleged to have violated the false representation statue that applies to U.S. mail.

The Company has no information regarding beneficial owners of more than 5% of its common stock other than Mr. Gad, who is a member of the Company's Board of Directors.

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

There are no material pending legal proceedings incidental to any of the businesses or investments of the Company or to which the Company or any of its subsidiaries is a party or to which any of their property is subject, except as described under "Item 6. All Officers, Directors, and Control Persons of the Company – Officer Termination" above, which description is incorporated herein by reference.

Stockholder Rights Agreement

On March 16, 2025, the Board of Directors (the "Board") of Paragon Technologies, Inc. (OTC Pink: PGNT) ("Paragon Technologies" or the "Company") adopted a limited duration stockholder rights plan (the "Rights Plan"). Pursuant to the Rights Plan, Paragon Technologies will issue, by means of a dividend, one right ("Right") to purchase one Reference Security (as defined in the Rights Plan), subject to adjustment for each outstanding share of Paragon Technologies' common stock, par value $1.00 per share ("Common Stock"), to stockholders of record on the close of business on March 31, 2025. The Rights generally become exercisable only if a person or group (each, an "acquiring person") acquires beneficial ownership of 10% (or, in the case of a person or group qualifying as a passive investor, 20%) or more of the outstanding shares of the Common Stock in a transaction not approved or exempted by the Board. In that situation, each holder of the Right (other than the acquiring person, whose Rights will become void and will not be exercisable) will be entitled to purchase, at the exercise price, shares of the Common Stock at a 50% discount to the then-current market price. In addition, if Paragon Technologies is acquired in a merger or other business combination after an unapproved party acquires more than 20% of the outstanding shares of the Common Stock, each holder of the Right would then be entitled to purchase, at the then-current exercise price, shares of the acquiring company's stock at a 50% discount. The Board may, at its option, exchange each Right (other than Rights owned by the acquiring person that have become void) in whole or in part, at an exchange ratio of one share of the Common Stock per outstanding Right, subject to adjustment. The Rights Plan contains an exception for non-coercive offers made for all shares of the Company that treat all stockholders equally. Except as provided in the Rights Plan, the Board is entitled to redeem the Rights at $0.001 per Right.

7). Legal/Disciplinary History *(continued)*

If a person or group beneficially owns 10% (or, in the case of a person or group qualifying as a passive investor, 20%) or more of the outstanding shares of the Common Stock prior to Paragon Technologies' announcement of its adoption of the Rights Plan, then that person's or group's existing ownership percentage will be grandfathered, although, with certain exceptions, the Rights will become exercisable if at any time after the announcement of the adoption of the Rights Plan, such person or group increases its ownership of the Common Stock by more than 0.0001% of outstanding Common Stock

8). Third Party Service Providers

Name, address, telephone number, and e-mail address of each of the following outside providers:

Securities Counsel:

Name: Sean Donahue
Firm: Paul Hastings, LLP
Address 1: 2060 M Street NW
Address 2: Washington, DC 20036
Phone: (202) 551-1700
Email: Seandonahue@paulhastings.com

Accountant or Auditor

Name: Danielle Preston
Firm: RSM US LLP
Address 1: 518 Township Line Rd, Suite 300
Address 2: Blue Bell, PA 19422
Phone: (215) 641-8600
E-mail: Danielle.Preston@rsmus.com

Investor Relations:

Name: Alex Villalta
Firm: Alliance Advisors IR
Address 1: 800 Third Avenue – 17th Floor
Address 2: New York, NY 10022
Phone: (212) 838-3777
E-mail: ParagonIR@allianceadvisors.com

Other Means of Investor Communications (Twitter, Discord, LinkedIn, Facebook, etc.):

None.

Other Service Providers:

Name: Jose Luis Salgado
Firm: RSM Colombia
Nature of Services: Statutory Auditor: Colombia
Address 1: Avenida Calle 26 N 69D – 91
Address 2: Of. 303 / 306 / 702A Torre Peatonal
Address 3: Centro Empresarial Arrecife
Address 4: Bogotá, Colombia
Phone: +57 (1) 410 4122
E-mail: jose.salgado@rsmco.co

8). Third Party Service Providers *(continued)*

Name:	Carlos Rodríguez
Firm:	Jiménez, Higuita, Rodríguez
Nature of Services:	Colombia Value-Added Tax Service
Address 1:	Calle 93b No. 12-18 piso 4
Address 2:	Bogotá, Colombia
Phone:	+57 (1) 432 2099
E-mail:	carlos.rodriguez@jhrcorp.co

Name:	Monica Serrano
Firm:	BBGS Abogados Colombia Barrios Montenegro
Nature of Services:	Corporate Legal Services
Address 1:	Carrera 9 No. 80-15 Of. 604
Address 2:	Bogota, Colombia
Phone:	+57 601 555 1350
E-mail:	mserrano@bbgscolombia.co

9). Disclosure & Financial Information

A. This Disclosure Statement was prepared by:

Name:	Janet M. Reaser
Title:	Treasurer (Principal Financial Officer)
Relationship to Issuer:	Treasurer (Principal Financial Officer)

B. The following financial statements were prepared in accordance with:

☐ IFRS
☒ U.S. GAAP

C. The following financial statements were prepared by:

Name:	Janet M. Reaser
Title:	Treasurer (Principal Financial Officer)
Relationship to Issuer:	Treasurer (Principal Financial Officer)

Describe the qualifications of the person or persons who prepared the financial statements:

Ms. Reaser serves as the Company's Treasurer. Ms. Reaser has more than 30 years' experience in general accounting, financial operations, and business analysis for both publicly held and privately held companies. Ms. Reaser served as the Company's second-most senior financial executive for the six years prior to her appointment as Treasurer, most recently as Controller for the three years. For additional information regarding Ms. Reaser, see Item 6.

The following audited financial statements as of and for the year ended December 31, 2024 include:

RSM

RSM US LLP

Independent Auditor's Report

Board of Directors
Paragon Technologies, Inc.

Opinion

We have audited the consolidated financial statements of Paragon Technologies, Inc. and its subsidiaries which comprise the consolidated balance sheets as of December 31, 2024 and 2023, the related consolidated statements of income and comprehensive income, changes in stockholders' equity and cash flows for each of the three years in the period ended December 31, 2024, and the related notes to the consolidated financial statements (collectively, the financial statements).

In our opinion, based on our audits and the report of the other auditors, the accompanying financial statements present fairly, in all material respects, the financial position of Paragon Technologies, Inc. and its subsidiaries as of December 31, 2024 and 2023, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2024, in accordance with accounting principles generally accepted in the United States of America.

We did not audit the financial statements of SED International de Colombia (SED Colombia), an 80% owned subsidiary, which statements reflect total assets constituting 83% and 75%, respectively, of consolidated total assets at December 31, 2024 and 2023, and total revenues constituting 94%, 93% and 95%, respectively, of consolidated total revenues for each of the three years in the period ended December 31, 2024. Those statements, which were prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, were audited by other auditors, whose report has been furnished to us. We have applied audit procedures on the conversion adjustments to the financial statements of SED Colombia, which conform those financial statements to accounting principles generally accepted in the United States of America. Our opinion, insofar as it relates to the amounts included for SED Colombia, prior to these conversion adjustments, is based solely on the report of the other auditors.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Paragon Technologies, Inc. and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Paragon Technologies, Inc.'s ability to continue as a going concern within one year after the date that the financial statements are issued or available to be issued.

Auditor's Responsibilities for the Audit of the Financial Statements
Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Paragon Technologies, Inc.'s internal control. Accordingly, no such opinion is expressed.

- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.

- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Paragon Technologies, Inc.'s ability to continue as a going concern for a reasonable period.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

RSM US LLP

Blue Bell, Pennsylvania
March 31, 2025

Consolidated Balance Sheets
December 31, 2024 and 2023

(In Thousands, except Share Data)	December 31, 2024	December 31, 2023
Assets		
Current Assets		
Cash and Cash Equivalents	**$ 4,340**	$ 7,499
Trade Accounts Receivables, net	**20,997**	22,574
Contract Assets	**72**	146
Inventories		
Raw Materials	**313**	298
Finished Goods	**16,798**	20,322
Prepaid Expenses and Other Current Assets	**5,902**	6,142
Marketable Securities	**1,546**	1,601
Total Current Assets	**49,968**	58,582
Property and Equipment		
Real Estate	**2,400**	3,294
Real Estate Held for Sale	**894**	-
Machinery and Equipment	**656**	712
Software	**815**	732
Land	**13**	15
Leasehold Improvements	**257**	303
Total Property and Equipment	**5,035**	5,056
Accumulated Depreciation and Amortization	**(2,390)**	(2,203)
Property and Equipment, Net	**2,645**	2,853
Other Assets		
Operating Lease Right of Use Assets, net	**778**	992
Intangible Assets, net	**146**	213
Deferred Tax Asset	**1,394**	1,630
Total Other Assets	**2,318**	2,835
Total Assets	**$ 54,931**	$ 64,270

(Continued)

Consolidated Balance Sheets *(continued)*
December 31, 2024 and 2023

(In Thousands except Share Data) *Liabilities and Stockholders' Equity*	December 31, 2024	December 31, 2023
Current Liabilities		
Bank Loan, Line of Credit, net	**$ 11,711**	$ 10,467
Promissory Note	**-**	375
Accounts Payable	**12,170**	18,326
Contract Liabilities	**1,952**	1,406
Accrued Salaries, Wages, and Commissions	**433**	432
Accrued Product Warranties	**68**	33
Income Taxes Payable	**1,313**	1,926
Accrued Other Liabilities	**4,564**	7,706
Operating Lease Liabilities	**401**	408
Total Current Liabilities	**32,612**	41,079
Long-Term Liabilities		
Operating Lease Liabilities, net of current	**381**	588
Total Long-Term Liabilities	**381**	588
Total Liabilities	**32,993**	41,667
Commitments and Contingencies (Notes 1 and 10)		
Stockholders' Equity		
Common Stock, $1 par value; authorized 4,000,000 shares; issued and outstanding 1,731,245 as of December 31, 2024 and 1,726,745 shares as of December 31, 2023	**1,732**	1,727
Additional Paid-in Capital	**3,676**	3,640
Retained Earnings	**16,072**	14,957
Accumulated Other Comprehensive Loss	**(2,423)**	(917)
Total Paragon Technologies, Inc. and Subsidiaries Stockholders' Equity	**19,057**	19,407
Noncontrolling Interest in Subsidiary	**2,881**	3,196
Total Stockholders' Equity	**21,938**	22,603
Total Liabilities and Stockholders' Equity	**$ 54,931**	$ 64,270

See Accompanying Notes to Consolidated Financial Statements

Consolidated Statements of Income and Comprehensive Income (Loss)
For the Years Ended December 31, 2024, 2023, and 2022

(In Thousands, except Share and Per Share Data)	December 31, 2024	December 31, 2023	December 31, 2022
Net Sales	**$ 126,470**	$ 125,274	$ 134,244
Held for Sale Asset Rental Income	**41**	-	-
Cost of Sales	**114,778**	113,244	120,267
Gross Profit on Sales	**11,733**	12,030	13,977
Operating Expenses			
Selling, General, and Administrative Expenses	**7,704**	8,198	6,388
Product Development Costs	-	-	12
Total Operating Expenses	**7,704**	8,198	6,400
Operating Income	**4,029**	3,832	7,577
Other Income (Expense)			
Interest Income	**236**	187	74
Interest Expense	**(849)**	(1,021)	(1,008)
Realized Gain (Loss) on Marketable Securities	**(749)**	(77)	935
Unrealized Gain (Loss) on Marketable Securities	**277**	(215)	(211)
Gain on Sale of Fixed Assets	**-**	1	-
Grant Income	**8**	13	18
Sublease Income	**23**	-	-
Total Other Expense	**(1,054)**	(1,112)	(192)
Income Before Taxes and Noncontrolling Interest	**2,975**	2,720	7,385
Income Tax Expense	**1,469**	1,174	2,085
Net Income Before Noncontrolling Interest	**1,506**	1,546	5,300
Net Income Attributable to Nonconcontrolling Interest	**391**	405	567
Net Income Attributable to Paragon Technologies, Inc. and Subsidiaries	**$ 1,115**	$ 1,141	$ 4,733
Basic and Diluted Income per Share	**$ 0.64**	$ 0.66	$ 2.76
Weighted Average Shares Outstanding	**1,731,245**	1,716,800	1,713,852
Dilutive Effect of stock options	**-**	-	-
Weighted Average Shares Outstanding Assuming Dilution	**1,731,245**	1,716,800	1,713,852
Net Income	**$ 1,506**	$ 1,546	$ 5,300
Other Comprehensive Income (Loss)			
Foreign Currency Translation	**(1,690)**	2,362	(1,571)
Comprehensive Income (Loss)	**$ (184)**	$ 3,908	$ 3,729

See Accompanying Notes to Consolidated Financial Statements

Consolidated Statements of Cash Flows
For the Years Ended December 31, 2024, 2023 and 2022

(In Thousands)	December 31, 2024	December 31, 2023	December 31, 2022
Cash Flows from Operating Activities			
Net Income	**$ 1,506**	$ 1,546	$ 5,300
Adjustments to Reconcile Net Income to Net Cash Used in Operating Activities			
Depreciation of Property and Equipment	**546**	569	472
Amortization of Intangible Assets	**67**	67	67
Change in Right of Use Assets	**214**	(16)	1,030
Realized (Gain) Loss on Investments	**749**	77	(935)
Unrealized (Gain) Loss on Investments	**(277)**	215	211
Gain on Sale of Property and Equipment	**-**	(1)	-
Stock Compensation	**41**	90	72
Deferred Taxes	**236**	(755)	85
(Increase) Decrease in Assets			
Trade Accounts Receivables, net	**1,577**	(7,822)	4,540
Contract Assets	**74**	(63)	(80)
Inventories	**3,509**	(1,451)	454
Prepaid Expenses and Other Current Assets	**240**	(1,876)	(275)
Increase (Decrease) in Liabilities			
Accounts Payable	**(6,156)**	4,390	(11,848)
Contract Liabilities	**546**	(947)	(119)
Operating Lease Liabilities	**(214)**	15	(1,026)
Accrued Salaries, Wages, and Commissions	**1**	24	21
Income Tax Payable	**(612)**	157	(470)
Accrued Product Warranties	**35**	(13)	(36)
Accrued Other Liabilities	**(3,141)**	4,485	1,116
Net Cash Used in Operating Activities	**(1,059)**	(1,309)	(1,421)
Cash Flow from Investing Activities			
Purchases of Property and Equipment	**(378)**	(202)	(202)
Proceeds from Sale of Property and Equipment	**-**	1	-
Purchases of Investments	**(2,666)**	(2,653)	(2,812)
Proceeds from Sale of Investments	**2,249**	2,103	3,068
Net Cash Provided by (Used in) Investing Activities	**(795)**	(751)	54
Cash Flow from Financing Activities			
Borrowings of Bank Loan, Line of Credit, net	**1,244**	2,133	4,969
Noncontrolling Interest Distribution	**(100)**	-	-
Repayments of Promissory Note	**(375)**	(750)	(281)
Net Cash Provided by Financing Activities	**769**	1,383	4,688

(Continued)

Consolidated Statements of Cash Flows *(continued)*
For the Years Ended December 31, 2024, 2023 and 2022

(In Thousands)	December 31, 2024	December 31, 2023	December 31, 2022
Effect of Exchange Rate on Cash and Cash Equivalents	**$ (2,072)**	$ 2,877	$ (1,897)
(Decrease) Increase in Cash and Cash Equivalents	**(3,159)**	2,200	1,424
Cash and Cash Equivalents at Beginning of Period	**7,499**	5,299	3,875
Cash and Cash Equivalents at End of Period	**$ 4,340**	$ 7,499	$ 5,299
Supplemental Disclosures of Cash Flow Information			
Cash Paid During the Period for Interest Expense	$ 887	$ 1,062	$ 910
Cash Paid (Refunded) During the Period for Income Taxes	$ (84)	$ 493	$ 510

Supplemental Disclosure of Noncash Operating, Investing, and Financing Activities
Operating Leases (Note 1) page 29

See Accompanying Notes to Consolidated Financial Statements

Consolidated Statements of Changes in Stockholders' Equity
For the Years Ended December 31, 2024, 2023 and 2022

(In Thousands, except Shares and Per Share Data)	Common Stock Shares	Common Stock Amount	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Noncontrolling Interest	Total Stockholders' Equity
Balance at January 1, 2022	1,704,745	$ 1,705	$ 3,500	$ 9,083	$ (1,524)	$ 1,843	$ 14,607
Net Income	-	-	-	4,733	-	567	5,300
Foreign Currency Translation	-	-	-	-	(1,571)	(393)	(1,964)
Stock Grant to Directors	12,000	12	60	-	-	-	72
Balance at December 31, 2022	1,716,745	$ 1,717	$ 3,560	$ 13,816	$ (3,095)	$ 2,017	$ 18,015
Net Income	-	-	-	1,141	-	405	1,546
Foreign Currency Translation	-	-	-	-	2,362	590	2,952
Stock Grant to Officer	10,000	10	80	-	-	-	90
Balance at December 31, 2023	1,726,745	$ 1,727	$ 3,640	$ 14,957	$ (733)	$ 3,012	$ 22,603
Net Income	**-**	**-**	**-**	**1,115**	**-**	**391**	**1,506**
Distribution	**-**	**-**	**-**	**-**	**-**	**(100)**	**(100)**
Foreign Currency Translation	**-**	**-**	**-**	**-**	**(1,690)**	**(422)**	**(2,112)**
Stock Grant to Directors	**4,500**	**5**	**36**	**-**	**-**	**-**	**41**
Balance at December 31, 2024	**1,731,245**	**$ 1,732**	**$ 3,676**	**$ 16,072**	**$ (2,423)**	**$ 2,881**	**$ 21,938**

See Accompanying Notes to Consolidated Financial Statements

Note 1 – Description of Business and Summary of Significant Accounting Policies

Description of Business

Paragon Technologies, Inc. (Paragon) and its subsidiaries (collectively, the Company) engage in diverse business activities including Automation, Distribution and Real Estate*.*

Automation

SI Systems, LLC (SI Systems) is a leading designer and integrator of specialized automation systems and solutions offering systems, software, and services for automated material handling and order processing applications to distribution centers, manufacturers, and warehouses worldwide. SI Systems' solutions, which include complete order fulfillment, assembly, and product advancing systems, optimize key areas of the supply chain by increasing productivity, production and order fulfillment accuracy, and providing safety enhancements.

SI Systems has two major product lines: Production & Assembly (PAS) and Order Fulfillment Solutions (OFS). The PAS product line consists of Towline conveyance which is used in manufacturing of heavy industrial products and in warehouses to move large products. The OFS product line represents technologies composed of patented A-Frame and Mobile-Matic robotic picking systems. The OFS solutions support automated picking solutions that increase customers' productivity by reducing warehousing labor, increasing picking speed and significantly improving fulfillment accuracy.

SI Systems' markets are diverse with customers in a wide range of industries. SI Systems distributes its products directly and through supply chain partners as well as integration partners.

Approximately 59% of SI Systems' business revenue was derived from new material handling system sales during the most recent three calendar years. The system sales are generally large contracts and SI Systems' dependence on these contracts can cause large and unexpected fluctuations in sales. Various external factors affect customers' decision-making process on capital investment in their current production or distribution sites. SI Systems believes that its business is not subject to seasonality. Since the Company recognizes revenue using a cost-to-cost method based on the continuous transfer of control to the customer over time for its systems contracts, fluctuations in SI Systems' sales and earnings occur with increases or decreases in major installations.

Distribution

SED International de Colombia, S.A.S. (SEDC) is one of the largest electronics distribution companies in Colombia with four (4) business units: Value, Transactional, Consumer Electronics, and Integrated Services.

The Value Business Unit focuses on enterprise sales and business projects, selling more specialized products with higher margins. The top products distributed by the Value Business Unit include servers, workstations, storage, networking, high end printers, high-end audio visual and power protection systems from the top 27 worldwide brands such as Hewlett Packard, Lenovo, Dell, Samsung, LG, Epson, and others.

The Transactional Business Unit distributes IT equipment to consumer resellers (both retailers and e-tailers), as well as direct to small and medium businesses. The top products distributed by the Transactional Business Unit include notebook computers, desktop computers, printers, projectors, gaming, and accessories.

The Consumer Electronics Business Unit sells consumer electronics and home appliances to the same customer segment as the Transactional Business Unit.

Finally, the Integrated Services Business Unit provides services such as managed services, printing, electronic documents management, electronic invoicing, and high-capacity storage solutions to businesses.

Note 1 - Description of Business and Summary of Significant Accounting Policies *(continued)*

Real Estate

Ohana Home Services, LLC (Ohana), a wholly owned subsidiary of Paragon, acquires, invests in, and manages residential real estate for income and capital appreciation purposes. Ohana intends to lease its real estate to generate positive cash flow for the foreseeable future and may seek to monetize its real estate holdings during favorable market conditions.

Other Investments

Paragon invests in marketable securities under an Investment Management Policy that sets forth investment parameters and restrictions that are approved and amended by the Board from time to time.

Concentrations of Credit Risk

In the years ended December 31, 2024, 2023 and 2022, the Company had one customer that individually accounted for 18.6%, 14.0% and 9.7% of sales, respectively.

As of December 31, 2024, one customer individually owed 11.4% of total trade accounts receivables. As of December 31, 2023, no customer individually accounted for greater than 10.0% of total trade accounts receivables.

The Company maintains its bank deposit accounts which, at times, may exceed insured limits at regulatory insured agencies. Investment balances are held in broker accounts and may be in excess of SIPC (Securities Investor Protection Corporation) limits.

Principles of Consolidation

The consolidated financial statements include the accounts of Paragon Technologies, Inc. and its wholly owned subsidiaries SI Systems, LLC (SI Systems); Ohana Home Services, LLC (Ohana); and ARK Investments, LLC (ARK). ARK owns 80% of SED International de Colombia, S.A.S. (SEDC).

Use of Estimates

The preparation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates. The judgments made in assessing the appropriateness of the estimates and assumptions utilized by management in the preparation of the consolidated financial statements are based on historical and empirical data and other factors germane to the nature of the risk being analyzed. Materially different results may occur if different assumptions or conditions were to prevail. Estimates and assumptions are mainly utilized to establish the appropriateness of the inventory reserve, warranty reserve, deferred tax valuation allowance, and revenue recognition on fixed price contracts.

Note 1 - Description of Business and Summary of Significant Accounting Policies *(continued)*

Cash and Cash Equivalents

For purposes of reporting cash flows, cash and cash equivalents include cash on hand, cash on deposit, amounts invested on an overnight basis with a bank or broker/dealer, and other highly-liquid investments purchased with an original maturity of three months or less.

Trade Accounts Receivables and Allowance for Credit Losses

Trade accounts receivables are stated at outstanding balances, less an allowance for credit losses. The Company measures expected credit losses under Accounting Standards Codification (ASC) 326. Estimating credit losses based on risk characteristics requires significant judgment by the Company. Significant judgments include but are not limited to assessing current economic conditions and the extent to which they would be relevant to the existing characteristics of the Company's financial assets, the estimated life of financial assets and the level of reliance on historical experience in light of economic conditions.

Accounts receivable are carried at original invoice amount, less an estimate made for credit losses, based on a review of all outstanding amounts on a monthly basis. Management determines the allowance for credit losses by identifying troubled accounts and by using historical risk characteristics that are meaningful to estimating credit losses and any new risk characteristics that arise in the natural course of business applied to an aging of accounts. Accounts receivable are written off when deemed uncollectible. Recoveries of accounts receivable previously written off are recorded when received. Interest is not charged on past due accounts.

The overall determination of the allowance also considers credit insurance coverage and deductibles. SEDC maintains credit insurance, which protects the Company from credit losses exceeding certain deductibles (subject to certain terms and conditions). The allowance for credit losses as of December 31, 2024 and 2023 was $480,118 and $491,125, respectively.

Inventories

For SI Systems, inventories primarily consist of materials purchased or manufactured for stock and for SEDC, inventories consist of finished goods. Inventories are stated at the lower of cost (first-in, first-out method) or net realizable value. Certain SEDC vendors allow for either return of goods within a specified period (usually 45 to 90 days) or for credits related to price protection. However, for certain other vendors and inventories, the Company is not protected from the risk of inventory loss. Therefore, in determining the net realizable value of inventories, the Company identifies slow moving or obsolete inventories that (a) are not protected by vendor agreements from risk of loss and (b) are not eligible for return under various vendor return programs. Based upon these factors, the Company estimates the net realizable value of inventories and records any necessary adjustments as a charge to cost of sales. If inventory return privileges were discontinued in the future, or if vendors were unable to honor the provisions of certain contracts which protect SEDC from inventory losses, including price protections, the risk of loss associated with obsolete, slow moving, or impaired inventories would increase. The inventory reserve as of December 31, 2024 and 2023 was $138,755 and $142,775, respectively.

Note 1 - Description of Business and Summary of Significant Accounting Policies *(continued)*

Marketable Securities

Unrealized gains and losses for equity securities are included in earnings. Realized gains or losses, determined on the basis of the cost of the specific securities sold, are included in earnings.

The approximate fair values of equity securities were as follows:

	Equity Securities			
(In Thousands)	Amortized Costs	Gross Unrealized Gains	Gross Unrealized Loss	Fair Value
December 31, 2024:	**$ 1,732**	**$ 69**	**$ (255)**	**$ 1,546**
December 31, 2023:	$ 2,065	$ 8	$ (472)	$ 1,601

Fair value accounting guidance provides a consistent definition of fair value, which focuses on exit price in an orderly transaction (that is, not a forced liquidation or distressed sale) between market participants at the measurement date under current market conditions. If there has been a significant decrease in the volume and level of activity for the asset or liability, a change in valuation technique or the use of multiple valuation techniques may be appropriate. In such instances, determining the price at which willing market participants would transact at the measurement date under current market conditions depends on the facts and circumstances and requires the use of significant judgment. The fair value is a reasonable point within the range that is most representative of fair value under current market conditions.

In accordance with this guidance, the Company groups its financial assets and financial liabilities generally measured at fair value in three levels, based on the markets in which the assets and liabilities are traded, and the reliability of the assumptions used to determine fair value.

Level 1 - Valuation is based on quoted prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date. Level 1 assets and liabilities generally include debt and equity securities that are traded in an active exchange market. Valuations are obtained from readily available pricing sources for market transactions involving identical assets or liabilities.

Level 2 - Valuation is based on inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. The valuation may be based on quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the asset or liability.

Level 3 - Valuation is based on unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which determination of fair value requires significant management judgment or estimation.

Note 1 - Description of Business and Summary of Significant Accounting Policies *(continued)*

Marketable Securities *(continued)*

For financial assets measured at fair value on a recurring basis, the fair value measurements by level within the fair value hierarchy used were as follows:

	Total Marketable Securities			
(In Thousands)	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2024:	**$ 1,546**	**$ 1,546**	**$ -**	**$ -**
December 31, 2023:	$ 1,601	$ 1,601	$ -	$ -

Real Estate Held for Sale Assets

On January 21, 2025, Ohana sold unit 3310 for $1,160,000, realizing a positive net gain on the transaction. The property had initially been purchased with the intention of leasing the real estate to generate consistent cash flow. However, due to favorable market conditions, an opportunity arose to sell the property at a profit. This was a strategic decision to capitalize on the current market climate rather than continuing with the original plan of holding the property for rental income. The sale will result in a shift in the company's asset portfolio and could positively impact its financial position, given the gain from the transaction.

Property and Equipment

Property and equipment acquired in business combinations are recorded at fair value; additions are recorded at cost. Property and equipment are depreciated on the straight-line method over the estimated useful lives of individual assets. The Company capitalizes costs incurred to develop commercial software products or enhancements to software products where such enhancement extends the life of the products. The range of lives used in determining depreciation rates for machinery and equipment and software is generally three to seven years and 15 years for real estate. Maintenance and repairs are charged to operations; betterments and renewals are capitalized. Upon sale or retirement of machinery and equipment, the cost and related accumulated depreciation are removed from the accounts and the resultant gain or loss, if any, is credited or charged to earnings.

Leases

The Company reports on its operating leases in accordance with ASC 842 which includes Accounting Standards Update (ASU) 2016-02, *Leases*, and all the related amendments and requires all leases longer than 12 months to be recorded as assets and liabilities on balance sheet.

ASC 842 provides practical expedients for an entity's ongoing accounting. The Company elected the short-term lease recognition exemption for all leases that qualify. A short-term lease is one with a term of 12 months or less, including any optional periods that are reasonably certain of exercise. For those leases that qualify, the exemption allows the Company to not recognize right-of-use (ROU) assets or lease liabilities, including not recognizing ROU assets or lease liabilities for existing short-term leases at transition. Short-term lease costs are recognized as rent expense on a straight-line basis over the lease term consistent with the Company's prior accounting. The Company also elected the practical expedient to not separate lease and non-lease components for all current lease categories.

Note 1 - Description of Business and Summary of Significant Accounting Policies *(continued)*

Leases *(continued)*

The Company leases certain office, factory, and warehouse space, land, and other equipment, principally under non-cancelable operating leases.

The Company determines if an arrangement is a lease at inception of the contract. The Company's key decisions in determining whether a contract is or contains a lease include establishing whether the supplier has the ability to use other assets to fulfill its service or whether the terms of the agreement enable the Company to control the use of a dedicated asset during the contract term. In the majority of the Company's contracts where it must identify whether a lease is present, it is readily determinable that the Company controls the use of the assets and obtains substantially all of the economic benefit during the term of the contract.

ROU assets and operating lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term at the commencement date. The Company's lease payments are typically fixed or contain fixed escalators. The Company has elected to not separate lease and non-lease components for all of its current lease categories; therefore, all consideration is included in the lease liabilities.

For the Company's leases that do not include an implicit rate, the Company uses its incremental borrowing rates based on the information available at the commencement date in determining the present value of future payments. The Company's incremental borrowing rates are based on the term of the lease, the economic environment of the lease, and the effect of collateralization.

The Company's lease terms range from one to six years and may include options to extend the lease or terminate the lease after the initial non-cancelable term. The Company does not include options in the determination of the lease term for the majority of leases as sufficient economic factors do not exist that would compel it to continue to use the underlying asset beyond the initial non-cancelable term.

Lease related assets and liabilities are separately identified on the consolidated balance sheets as operating lease right of use assets, net and operating lease liabilities.

The components of lease expense for the years ended December 31 were as follows:

(In Thousands)	**2024**	**2023**	**2022**
Lease Expenses			
Operating Lease Cost	**$ 460**	$ 680	$ 1,014
Short-Term Lease Cost	**5**	4	3
Sublease Income, Gross	**(23)**	-	-
Total	**$ 442**	$ 684	$ 1,017

Note 1 - Description of Business and Summary of Significant Accounting Policies *(continued)*

Leases *(continued)*

Other information related to leases for the years ended December 31 were as follows:

(In Thousands)	2024	2023	2022
Supplemental Cash Flow Information			
Cash Used for Operating Activities related to Operating Leases	**$ 432**	$ 736	$ 880
Operating Lease Right of Use Assets Obtained			
Operating Leases	**$ 366**	$ 657	$ 21
Weighted Average Remaining Lease Terms (Years)			
Operating Leases	**2.2**	2.7	2.2
Weighted Average Discount Rate			
Operating Leases	**7.2%**	5.1%	5.4%

Future undiscounted cash flows for each of the next four years and a reconciliation to the lease liabilities recognized on the consolidated balance sheets are as follows as of December 31 (In Thousands):

2025	$ 414
2026	326
2027	96
2028	14
Total Lease Payments	**$ 850**
Interest	(68)
Present Value of Lease Liabilities	**$ 782**

Intangible Assets

As a result of the acquisition of SEDC in 2017, intangible assets of a trade name and customer relationships were recognized at fair value, both of which have a useful life of ten years. The details of the intangible assets and the related amortization are shown in Note 5.

Long-Lived Assets

The Company reviews the recovery of the net book value of long-lived assets whenever events and circumstances indicate that the net book value of an asset may not be recoverable. In cases where undiscounted expected future cash flows are less than the net book value, an impairment loss is recognized equal to an amount by which the net book value exceeds the fair value of assets. There were no impairments recognized in the years ended December 31, 2024, 2023 or 2022.

Note 1 - Description of Business and Summary of Significant Accounting Policies *(continued)*

Foreign Currency Translation

The financial statements of the foreign operations are measured in their local currency and then translated to U.S. dollars. All consolidated balance sheets accounts have been translated using the current rate of exchange at the consolidated balance sheets date or historical rates of exchange, as applicable. Results of operations have been translated using the average monthly exchange rates. Translation gains or losses resulting from the changes in exchange rates from year to year are accumulated in a separate component of stockholders' equity and are reported in the consolidated statements of comprehensive income. Realized foreign currency transaction gains and losses are included in the accompanying consolidated statements of operations.

Revenue and Cost Recognition

The primary revenue sources for SI Systems are fixed price systems contracts, sales of parts or equipment, and individual support service contracts. SI Systems recognizes revenue using the following steps:

A. Identification of the contract with a customer;

B. Identification of the performance obligations in the contract;

C. Determination of the transaction price;

D. Allocation of the transaction price to the performance obligations in the contract; and

E. Recognition of revenue when, or as, performance obligations are satisfied.

Revenue on a significant portion of SI Systems' contracts is recognized using a cost to cost method based on the continuous transfer of control to the customer over time. SI Systems transfers control for the system contracts, in two ways: (1) SI Systems' performance creates or enhances an asset that the customer controls as the customized asset is created or enhanced for the Towline brand and (2) SI Systems has an enforceable right to payment for both the Towline and Dispensing brands. The entire contract is the performance obligation. Typically, the Company would not sell the design, implementation, and installation individually. In addition, the warranty would not be sold separately, and it is not a service agreement. The customer would not benefit from the individual good or service on its own. There is no alternative use for the customer.

The Company accounts for system contracts on an over time basis, electing an input method of estimated costs as a measure of performance completed. The selection of the measurement of progress using estimated costs was based on a thorough consideration of alternatives of various output and input measures, including contract milestones and labor hours. However, the Company has determined that other input and output measures are not an appropriate measure of progress as they do not accurately align with the transfer of control on its customized product solutions. The selection of costs incurred as a measure of progress aligns the transfer of control to the overall production of the customized system.

For systems contracts accounted for over time using estimated costs as a measure of performance completed, the Company relies on the estimates around the total estimated costs to complete the contract (Estimated Costs at Completion). Total Estimated Costs at Completion include direct labor, material, and subcontracting costs. Due to the nature of the efforts required to be performed to meet the underlying performance obligation, determining Estimated Costs at Completion may be complex and subject to many variables. The Company has a standard and disciplined quarterly process in which management reviews the progress and performance of open contracts in order to determine the best estimate of Estimated Costs at Completion. As part of this process, management

Note 1 - Description of Business and Summary of Significant Accounting Policies *(continued)*

Revenue and Cost Recognition *(continued)*

reviews information including, but not limited to, any outstanding key contract matters, progress towards completion, the project schedule, identified risks and opportunities, and the related changes in estimates of costs. The risks and opportunities include management's judgment about the ability and cost to achieve the project schedule, technical requirements, and other contract requirements. Management must make assumptions and estimates regarding labor productivity and availability, the complexity of work to be performed, the availability and cost of material, and performance by subcontractors, among other variables. Based on this analysis, any quarterly adjustment to net sales or cost of sales, and the related impact on operating income, are recorded as necessary in the period they become known. When estimates of total costs to be incurred on a contract exceed estimates of total revenue to be earned, a provision for the entire loss on the contract is recorded in the period in which the loss is determined.

Payment terms for system contracts include an initial payment at the time the contract is executed, with future payments dependent upon the completion of certain contract phases or targeted milestones. In the event of contract cancellation, SI Systems is entitled to payment for all work performed through the point of cancellation. Likewise, in the event of contract cancellation prior to earning revenue equal to or greater than the initial payment, SI Systems is generally not required to refund the unused portion.

For SI Systems' revenue for sales of parts or equipment, the contract is the customer purchase order that outlines the transaction price. The performance obligation is the shipment of the products ordered by the customer, which aligns with SI Systems' standard sales terms that title to the goods transfers to the customer upon shipment of the items. Based on the simplified nature of these contracts, total revenue related to the sale is attributable to the satisfaction of the performance obligation, which occurs upon shipment.

SI Systems offers its Order Fulfillment customers support contracts. The support contracts cover a customer's single distribution center or warehouse where SI Systems' products are installed. As part of its support contracts, SI Systems provides analysis, consultation, and technical information to the customer's personnel on matters relating to the operation of its Order Fulfillment System and related equipment and/or peripherals. For SI Systems' revenue for individual support services, the contract is the customer purchase order that outlines the transaction price. Support contracts are prepaid and typically cover a one-year period. Revenue is recognized ratably over the course of the contract term. SI Systems is entitled to payment regardless of what level of support is required and regardless of the outcome. The performance obligation is related to the promise to have a resource available. SI Systems' software support service (in the form of availability to the customer) is provided over the life of the contract and revenue is recognized accordingly.

SEDC recognizes revenue from contracts with customers under ASC 606. The primary revenue source for SEDC revenue is distribution of IT hardware products.

Note 1 - Description of Business and Summary of Significant Accounting Policies *(continued)*

Revenue and Cost Recognition *(continued)*

SEDC recognizes revenue using the following steps:

A. Identification of the contract with a customer;

B. Identification of the performance obligations in the contract;

C. Determination of the transaction price;

D. Allocation of the transaction price to the performance obligations in the contract; and

E. Recognition of revenue when, or as, performance obligations are satisfied.

SEDC's revenues primarily result from the sale of various technology products and services. SEDC recognizes revenue as control of products is transferred to customers, which generally happens upon shipment. Products sold by SEDC are delivered via shipment from SEDC's facilities or by electronic delivery of keys for non-hardware products. SEDC considers customer purchase orders, which in some cases are governed by master agreements, to be the contracts with a customer. All revenue is generated from contracts with customers. The Company considers shipping as costs to fulfill the sales of products. Shipping revenue is included in net sales when control of the product is transferred to the customer, and the related shipping costs are included in cost of sales. Shipping is not considered a separate performance obligation but is part of the product sales.

For SEDC's integrated services contracts, the performance obligation is to lease equipment and related technology (e.g., antivirus software) for a specified number of months per the contract. The customer is invoiced monthly, and revenue and the related cost are recognized in the same month. Therefore, there is no contract asset or liability related to the integrated services.

Taxes imposed by governmental authorities on the Company's revenue producing activities with customers, such as value added tax, are pass through amounts and are not recorded in the consolidated statements of operations.

The Company disaggregates its revenue from contracts with customers by geographic location, major product lines, and timing of revenue recognition. See details in the tables following.

Note 1 - Description of Business and Summary of Significant Accounting Policies *(continued)*

Disaggregation of Total Net Sales for the Year Ended December 31, 2024

(in Thousands)	Automation	Distribution	Real Estate	Total
Primary Geographical Market				
North America	$ 7,037	$ -	$ 170	**$ 7,207**
Latin America	10	119,294	-	**119,304**
	$ 7,047	**$ 119,294**	**$ 170**	**$ 126,511**
Major Goods/Service Lines				
Material Handling Systems	$ 5,230	$ -	$ -	**$ 5,230**
Software Support	980	-	-	**980**
Parts and Equipment	837	-	-	**837**
Transactional	-	75,625	-	**75,625**
Consumer Electronics	-	17,885	-	**17,885**
Value	-	25,010	-	**25,010**
Services	-	774	-	**774**
Residential Real Estate Rental Income	-	-	170	**170**
	$ 7,047	**$ 119,294**	**$ 170**	**$ 126,511**
Timing of Revenue Recognition				
Goods Transferred at a Point in Time	$ 837	$ 119,109	$ -	**$ 119,946**
Goods and Services Transferred over Time	6,210	185	170	**6,565**
	$ 7,047	**$ 119,294**	**$ 170**	**$ 126,511**

Note 1 - Description of Business and Summary of Significant Accounting Policies *(continued)*

Disaggregation of Total Net Sales for the Year Ended December 31, 2023

(in Thousands)	Automation	Distribution	Real Estate	Total
Primary Geographical Market				
North America	$ 7,829	$ -	$ 181	**$ 8,010**
Latin America	47	117,217	-	**117,264**
	$ 7,876	**$ 117,217**	**$ 181**	**$ 125,274**
Major Goods/Service Lines				
Material Handling Systems	$ 5,048	$ -	$ -	**$ 5,048**
Software Support	1,151	-	-	**1,151**
Parts and Equipment	1,677	-	-	**1,677**
Transactional	-	76,411	-	**76,411**
Consumer Electronics	-	15,151	-	**15,151**
Value	-	23,690	-	**23,690**
Services	-	1,965	-	**1,965**
Residential Real Estate Rental Income	-	-	181	**181**
	$ 7,876	**$ 117,217**	**$ 181**	**$ 125,274**
Timing of Revenue Recognition				
Goods Transferred at a Point in Time	$ 1,677	$ 116,899	$ -	**$ 118,576**
Goods and Services Transferred over Time	6,199	318	181	**6,698**
	$ 7,876	**$ 117,217**	**$ 181**	**$ 125,274**

Note 1 - Description of Business and Summary of Significant Accounting Policies *(continued)*

Disaggregation of Total Net Sales for the Year Ended December 31, 2022

(in Thousands)	Automation	Distribution	Real Estate	Total
Primary Geographical Market				
North America	$ 9,012	$ -	$ 172	**$ 9,184**
Latin America	8	125,023	-	**125,031**
Europe and Asia	29	-	-	**29**
	$ 9,049	**$ 125,023**	**$ 172**	**$ 134,244**
Major Goods/Service Lines				
Material Handling Systems	$ 6,237	$ -	$ -	**$ 6,237**
Software Support	1,163	-	-	**1,163**
Parts and Equipment	1,649	-	-	**1,649**
Transactional	-	84,219	-	**84,219**
Consumer Electronics	-	18,008	-	**18,008**
Value	-	21,383	-	**21,383**
Services	-	1,413	-	**1,413**
Residential Real Estate Rental Income	-	-	172	**172**
	$ 9,049	**$ 125,023**	**$ 172**	**$ 134,244**
Timing of Revenue Recognition				
Goods Transferred at a Point in Time	$ 1,649	$ 124,473	$ -	**$ 126,122**
Goods and Services Transferred over Time	7,400	550	172	**8,122**
	$ 9,049	**$ 125,023**	**$ 172**	**$ 134,244**

Note 1 - Description of Business and Summary of Significant Accounting Policies *(continued)*

Contract Balances

(in Thousands)	December 31, 2024	December 31, 2023	December 31, 2022
Trade Account Receivables, net	$ 20,997	$ 22,574	$ 14,752
Contract Assets	72	146	83
Contract Liabilities	1,952	1,406	2,353

Payment terms on system contracts are typically tied to implementation milestones associated with progress on contracts while revenue recognition is over time based on a cost-to-cost method of measuring performance. The Company may recognize a contract asset or contract liability, depending on whether revenue has been recognized in excess of billings or billings in excess of revenue. The Company does not record a financing component to contracts when it expects, at contract inception, that the period between the transfer of a promised good or service and related payment terms is less than a year, applying practical expedients available under the accounting standards.

SI Systems records advance payments for unearned support contracts in the consolidated balance sheets as a contract liability that is in excess over amounts recognized as revenue at the end of each period. Revenue on individual support contracts is deferred and recognized on a straight-line basis over the one-year term of each individual support contract.

Revenue recognized during the year ended December 31, 2024, which was previously included in contract liabilities as of December 31, 2023, was $1,376,400.

Revenue recognized during the year ended December 31, 2023, which was previously included in contract liabilities as of December 31, 2022, was $2,248,300.

There were no impairment losses recognized on customer receivables or contract assets during the years ended 2024, 2023 and 2022. SI Systems' contract costs include all direct material, subcontract and labor costs, and those indirect costs related to contract performance, including but not limited to costs such as indirect labor, supplies, tools, repairs, and depreciation. Selling, general, and administrative costs are charged to expense as incurred.

Product Development Costs

The Company expenses product development costs as incurred. Our development projects are primarily related to sales, predominantly software related, and generally involved customization to customer's operating requirements. Product development costs related to enhancing the overall performance and marketability of the company's products are capitalized as incurred and amortized over the useful life of the product enhancement.

Note 1 - Description of Business and Summary of Significant Accounting Policies *(continued)*

Accrued Product Warranty

SI Systems products are warranted against defects in materials and workmanship for varying periods of time depending on customer requirements and the type of system sold, with a typical warranty period of one year. SI Systems provides an accrual for estimated future warranty costs and potential product liability claims based upon a percentage of cost of sales, typically one and one-half percent of the cost of the system being sold. A detailed review of the liability needed for products still in the warranty period is performed each quarter.

A roll-forward of warranty activities is as follows:

(in Thousands)	Beginning Balance January 1	Additions (Reductions) Included in Cost of Sales	Claims	Ending Balance December 31
2024:	**$ 33**	**$ 35**	**$ -**	**$ 68**
2023:	46	(13)	-	33

Income Taxes

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the consolidated financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Income tax expense is the tax payable or refundable for the period, plus or minus the change during the period in deferred tax assets and liabilities.

Tax benefits for uncertain tax positions are recognized when it is more-likely-than-not that the position will be sustained upon examination based on its technical merits. The Company classifies interest and penalties related to unrecognized tax benefits as a component of income tax expense. To the extent interest and penalties are not assessed with respect to uncertain tax positions, amounts accrued will be reduced and reflected as a reduction of the overall income tax provision. As of December 31, 2024 and 2023, the Company determined that it had no uncertain tax positions.

SI Systems is subject to U.S. Federal income tax, as well as income tax of multiple state jurisdictions. With few exceptions, the Company is no longer subject to U.S. Federal, state, and local income tax examinations by tax authorities for years before 2021.

SEDC is no longer subject to income tax examinations for tax years ended before December 31, 2017. However, management and its tax advisors estimate that no significant differences may result from such contingent examinations that justify any additional accrual to cover the possibility of any expenses deemed as not allowed by the local tax authority.

Note 1 - Description of Business and Summary of Significant Accounting Policies *(continued)*

Stock-Based Compensation

The Company currently does not have a stock-based compensation plan in place. The Company records stock-based compensation expense over the requisite service period. Restricted stock awards that are service-based are recorded as equity and amortized into compensation expense on a straight-line basis over the vesting period. The Company's previous stock-based compensation plans and related compensation expense are discussed more fully in Note 6.

Earnings Per Share

Basic and diluted earnings (loss) per share for the years ended December 31, 2024, 2023, and 2022 are based on the weighted average number of shares outstanding.

Reclassification

Certain prior year amounts have been reclassified to be comparable with current year's presentation.

Note 2 – Segment Information

Segment Information for the years ended December 31 was as follows:

	2024						
(in Thousands)	Automation	Distribution	Real Estate	Investments	Corporate	Eliminations	Consolidated
Net Sales to Unaffiliated Customers	$ 7,047	$ 119,294	$ 170	$ -	$ -	$ -	$ 126,511
Cost of Revenue	4,453	110,325	-	-	-	-	114,778
Gross Profit	2,594	8,969	170	-	-	-	11,733
Operating Income (Loss)	1,676	4,079	(201)	-	(1,525)	-	4,029
Foreign Currency Transaction Gain	-	243	-	-	-	-	243
Interest Expense	-	(849)	-	-	-	-	(849)
Interest Income	2	77	-	157	-	-	236
Depreciation and Amortization	(79)	(314)	(220)	-	-	-	(613)
Investment Loss	-	-	-	(472)	-	-	(472)
Income Tax Expense	-	(1,269)	-	-	(200)	-	(1,469)
Net Income (Loss) Attributable to Paragon Technologoes, Inc. and Subsidiaries	1,275	1,566	(201)	(316)	(1,209)	-	1,115
Non Controlling Interest	-	(391)	-	-	-	-	(391)
Total Assets at December 31, 2024	3,909	44,477	2,246	1,561	2,738	-	54,931

Note 2 – Segment Information *(continued)*

Segment Information for the years ended December 31 was as follows:

	2023						
(in Thousands)	Automation	Distribution	Real Estate	Investments	Corporate	Eliminations	Consolidated
Net Sales to Unaffiliated Customers	$ 7,876	$ 117,217	$ 181	$ -	$ -	$ -	$ 125,274
Cost of Revenue	4,554	108,690	-	-	-	-	113,244
Gross Profit	3,322	8,527	181	-	-	-	12,030
Operating Income (Loss)	2,275	4,299	(177)	-	(2,565)	-	3,832
Foreign Currency Transaction Loss	-	(1,457)	-	-	-	-	(1,457)
Interest Expense	-	(1,021)	-	-	-	-	(1,021)
Interest Income	2	58	-	127	-	-	187
Depreciation and Amortization	(74)	(342)	(220)	-	-	-	(636)
Investment Loss	-	-	-	(292)	-	-	(292)
Income Tax Benefit (Expense)	-	(1,215)	-	-	41	-	(1,174)
Net Income (Loss) Attributable to Paragon Technologoes, Inc. and Subsidiaries	2,262	1,621	(177)	(166)	(2,399)	-	1,141
Non Controlling Interest	-	(405)	-	-	-	-	(405)
Total Assets at December 31, 2023	1,050	53,226	2,542	1,944	5,508	-	64,270

	2022						
(in Thousands)	Automation	Distribution	Real Estate	Investments	Corporate	Eliminations	Consolidated
Net Sales to Unaffiliated Customers	$ 9,049	$ 125,023	$ 172	$ -	$ -	$ -	$ 134,244
Cost of Revenue	4,917	115,350	-	-	-	-	120,267
Gross Profit	4,132	9,673	172	-	-	-	13,977
Operating Income (Loss)	2,858	5,548	(167)	-	(662)	-	7,577
Foreign Currency Transaction Loss	-	(1,299)	-	-	-	-	(1,299)
Interest Expense	-	(1,008)	-	-	-	-	(1,008)
Interest Income	6	32	-	36	-	-	74
Depreciation and Amortization	(65)	(254)	(220)	-	-	-	(539)
Investment Gain	-	-	-	724	-	-	724
Income Tax Expense	-	(1,638)	-	-	(447)	-	(2,085)
Net Income (Loss) Attributable to Paragon Technologoes, Inc. and Subsidiaries	3,290	2,272	(167)	760	(1,422)	-	4,733
Non Controlling Interest	-	(567)	-	-	-	-	(567)
Total Assets at December 31, 2022	1,796	37,694	2,895	5,224	2,579	-	50,188

Note 3 – Financing Arrangements

During 2024 and 2023, the Company had a $750,000 line of credit facility with its principal bank to be used primarily for working capital purposes. The line of credit facility contains various nonfinancial covenants and is secured by all of the Company's trade accounts receivables and inventories. The maturity date of the line of credit is December 31, 2050. The availability on the line of credit was $750,000 as of December 31, 2024. Interest on the line of credit facility is based on the Wall Street Journal Prime Rate plus 1.00%. The outstanding borrowings were $0 as of both December 31, 2024 and 2023.

SEDC currently maintains short-term working capital lines of credit at nine local banks.

Below is a detail of these lines of credit as of December 31, 2024 and 2023:

December 31, 2024			**Line of Credit**		**Borrowings**		**Availability**	
Bank Name	**Currency**	**Rate**	**in 000 Pesos**	**in USD**	**in 000 Pesos**	**in USD**	**in 000 Pesos**	**in USD**
Davivienda	USD	TBD	$ 10,000,000	$ 2,268,011	$ -	$ -	$ 10,000,000	$ 2,268,011
Bancoomeva	Local	TBD	5,000,000	1,134,005	-	-	5,000,000	1,134,005
Bancolombia	USD	5.77%	25,217,997	5,719,469	25,169,064	5,708,371	48,933	11,098
BBVA	USD	6.66%	10,000,000	2,268,011	3,774,232	856,000	6,225,768	1,412,011
Scotiabank	USD	5.20%	15,000,000	3,402,016	8,377,385	1,900,000	6,622,615	1,502,016
Agrario	USD	TBD	3,747,778	850,000	-	-	3,747,778	850,000
de Bogota	USD	6.06%	16,313,855	3,700,000	2,336,850	530,000	13,977,005	3,170,000
AV Villas	USD	TBD	5,850,000	1,326,786	-	-	5,850,000	1,326,786
de Occidente	USD	6.65%	12,000,000	2,721,613	11,979,765	2,717,024	20,235	4,589
			$ 103,129,630	**$ 23,389,911**	**$ 51,637,296**	**$ 11,711,395**	**$ 51,492,334**	**$ 11,678,516**

December 31, 2023			**Line of Credit**		**Borrowings**		**Availability**	
Bank Name	**Currency**	**Rate**	**in 000 Pesos**	**in USD**	**in 000 Pesos**	**in USD**	**in 000 Pesos**	**in USD**
Davivienda	USD	7.37%	$ 10,000,000	$ 2,616,397	$ 3,967,670	$ 1,038,100	$ 6,032,330	$ 1,578,297
Bancoomeva	Local	TBD	5,000,000	1,308,198	-	-	5,000,000	1,308,198
Bancolombia	USD	7.27%	18,005,125	4,710,855	9,276,115	2,427,000	8,729,010	2,283,855
BBVA	USD	7.18%	10,000,000	2,616,397	7,521,503	1,967,924	2,478,497	648,473
Scotiabank	Local	TBD	15,000,000	3,924,595	-	-	15,000,000	3,924,595
Agrario	USD	6.67%	3,248,743	850,000	3,232,488	845,747	16,255	4,253
de Bogota	USD	7.17%	9,746,228	2,550,000	7,835,203	2,050,000	1,911,025	500,000
AV Villas	Local	TBD	5,500,000	1,439,018	-	-	5,500,000	1,439,018
de Occidente	USD	7.13%	9,000,000	2,354,757	8,173,968	2,138,634	826,032	216,123
			$ 85,500,096	**$ 22,370,217**	**$ 40,006,947**	**$ 10,467,405**	**$ 45,493,149**	**$ 11,902,812**

Note 3 – Financing Arrangements *(continued)*

SEDC also had an accounts receivables factoring credit agreement with one local bank, AV Villas, as of December 31, 2024 and 2023. Below are the details of the respective agreements.

December 31, 2024		AR Factoring Agreement		Borrowings		Availability	
Bank Name	Rate	in 000 Pesos	in USD	in 000 Pesos	in USD	in 000 Pesos	in USD
AV Villas	TBD	$ 5,000,000	$ 1,134,005	$ -	$ -	$ 5,000,000	$ 1,134,005

December 31, 2023		AR Factoring Agreement		Borrowings		Availability	
Bank Name	Rate	in 000 Pesos	in USD	in 000 Pesos	in USD	in 000 Pesos	in USD
AV Villas	TBD	$ 5,000,000	$ 1,308,198	$ -	$ -	$ 5,000,000	$ 1,308,198

In January 2021, Ohana entered into purchase agreements for two residential properties in Las Vegas, Nevada, one for a purchase price of $900,000 and another for a purchase price of $894,000, consisting of an initial down payment of $150,000 and $144,000, respectively, and a promissory note for each in the amount of $750,000 each bearing an interest rate of 0.0%. For one of the properties, the promissory note was to be repaid in eight equal installments of $93,750, with the first payment due on the first day of January 2022 and payments continuing the same day of each consecutive quarter, until October 1, 2023. The note was fully repaid as of October 1, 2023. For the second property, a promissory note is to be repaid in eight equal installments of $93,750, with the first payment due on the first day of January 2023 and payments continuing the same day of each consecutive quarter, until October 1, 2024. The note was fully repaid as of October 1, 2024.

Note 4 – Uncompleted Contracts

Costs and estimated earnings and billings on uncompleted contracts were as follows:

(in Thousands)	December 31, 2024	December 31, 2023	December 31, 2022
Costs and Estimated Earnings and Billings on Uncompleted Contracts	$ 8,874	$ 6,382	$ 6,023
Billings To-Date	(10,754)	(7,642)	(8,293)
	$ (1,880)	$ (1,260)	$ (2,270)
Uncompleted Contracts on Balance Sheet under the following captions:			
Contract Assets	$ 72	$ 146	$ 83
Contract Liabilities	(1,952)	(1,406)	(2,353)
	$ (1,880)	$ (1,260)	$ (2,270)

Note 5 – Intangible Assets

Intangible assets were as follows:

(in Thousands)	December 31, 2024 Acquisition Expense	Accumulated Amortization	Net Book Value
Trade Name	$ 537	$ 420	$ 117
Customer Relations	135	106	29
	$ 672	$ 526	$ 146

(in Thousands)	December 31, 2023 Acquisition Expense	Accumulated Amortization	Net Book Value
Trade Name	$ 537	$ 367	$ 170
Customer Relations	135	92	43
	$ 672	$ 459	$ 213

Note 6 – Stock Options and Nonvested Stock

Stock Compensation

During the year ended December 31, 2024, 4,500 shares were granted to the Company's non-employee directors. Stock-based compensation expense recognized during the year ended December 31, 2024, was $40,500 for these director stock grants.

During the year ended December 31, 2023, 10,000 shares were granted to the Company's Chief Executive Officer and Executive Chairman as incentive compensation in his role as Chief Executive Officer of the Company. Stock-based compensation expense recognized during the year ended December 31, 2023, was $90,000 for the stock grant.

Note 7 - Employee Benefit Plans

The Company has a defined contribution Retirement Savings Plan (the Savings Plan) for its U.S. employees. Employees age 21 and above are eligible to participate in the Savings Plan. The Company matching contribution for the years ended December 31, 2024, 2023 and 2022 was $14,125, $7,129 and $12,150, respectively. The Savings Plan also contains provisions for profit sharing contributions in the form of cash as determined annually by the Company's Board of Directors. There were no profit-sharing contributions for the years ended December 31, 2024, 2023 and 2022.

Note 8 – Chairman's Compensation and Directors' Fees Paid

For each of the fiscal years ended December 31, 2022 and 2023 Mr. Gad was paid $150,000 in cash in four equal quarterly installments in advance of each quarter for his roles as chairman of the board and director. The other directors were paid $36,000 in cash in four equal quarterly installments in advance of each quarter.

For the fiscal year December 31, 2024 Mr. Gad was paid $124,467 in cash for his role as chairman of the board and director. On August 9, 2024, Mr. Gad was removed as chairman and chief executive officer of the company.

On August 9, 2024, Mr. Weiser was appointed as chairman of the board and interim chief executive officer. For the fiscal year 2024, Mr. Weiser was paid $93,427.

For the fiscal year ended December 31, 2024, the other director was paid $40,000 in cash in four equal quarterly installments in advance of each quarter.

For the fiscal year ending December 31, 2025, Mr. Weiser is expected to be paid $215,000 for his role as interim chief executive officer.

For the fiscal year ending December 31, 2025, Mr. Lontini is expected to be paid $50,000 for his role as chairman of the board.

For the fiscal year ending December 31, 2025, the other directors are expected to be paid $30,000.

For the years ended the fiscal year 2022 and the fiscal year 2023 Mr. Gad received compensation for his role as President of SI Systems, LLC, a subsidiary of the Company of $155,500 and $156,000, respectively.

For the fiscal year 2024 Mr. Gad received compensation for his role as President of SI Systems, LLC, a subsidiary of the Company of $132,000. Mr. Gad also received a monthly insurance and benefit stipend from the Company, not to exceed $2,100 per month.

On December 29, 2023, the Board approved a cash award of $25,000 and 10,000 shares of the Company's common stock for Mr. Gad in connection with the incentive compensation plan currently in place for Mr. Gad as Chief Executive Officer of the Company for fiscal years 2020 through 2025, as a "stock price appreciation" component of the incentive compensation plan was achieved during fiscal year 2023. For the year ended December 31, 2022, the Board approved a cash award of $84,300.

On December 29, 2023, the Board also approved the following grants of common stock to Colonel Jacobs and Mr. Weiser as director compensation: (i) equity grants to Mr. Weiser of 3,000 shares of common stock of the Company on January 1, 2024, 2,000 shares to be issued on June 30, 2024, and 2,000 shares to be issued on June 30, 2025, in each case subject to Mr. Weiser's continued service as a director of the Company through the date of the applicable grant; and (ii) equity grants to Colonel Jacobs of 1,500 shares of the Company's common stock on January 1, 2024, 1,000 shares to be issued on June 30, 2024, and 1,000 shares to be issued on June 30, 2025, in each case subject to Colonel Jacobs' continued service as a director of the Company through the date of the applicable grant.

In March 2022, the Board approved the following Incentive Compensation Program for Mr. Gad: (i) if SI Systems' operating profits increased by 10% from 2021, Mr. Gad would receive a bonus equal to 10% of compensation paid by SI Systems to Mr. Gad, and for each additional 5% increase in profits, his bonus would increase by 5%, up to a maximum of 30%; and (ii) if Paragon's operating profits increased by 10% from 2021, Mr. Gad would receive a bonus equal to 10% of compensation paid by Paragon to Mr. Gad, and for each additional 5% increase in profits, his bonus would increase by 5%, up to a maximum of 25%. Pursuant to the CEO Incentive Compensation Program, the Board approved and authorized the payment of a bonus to Mr. Gad in the aggregate amount of $84,300 ($37,500 for Paragon and $46,800 for SI Systems), for fiscal year 2022, based on the 2022 financial results and Mr. Gad's performance.

Note 8 – Chairman's Compensation and Directors' Fees Paid *(continued)*

On June 19, 2024, the Board voted unanimously to approve a modification to the compensation arrangement for Mr. Weiser and Mr. Jacobs. The equity grant scheduled to be issued to Mr. Weiser on June 30, 2024, was replaced in its entirety with a cash payment of $7,000. The equity grant scheduled to be issued to Mr. Jacobs on June 30, 2024, was replaced in its entirety with a cash payment of $3,500.

On December 19, 2024 Tim Eriksen, Howard Brownstein and David Lontini were appointed to the Board of Directors. On January 2, 2025, a stock grant of 5,000 shares was made to the newly elected non-employee directors of the Company including Mr. Gad.

Note 9 - Income Taxes

The provision for income tax expense (benefit) as of December 31 consisted of the following:

(In Thousands)	2024	2023	2022
Federal			
Current	**$ 222**	$ (50)	$ 415
Deferred	**(38)**	16	(60)
	$ 184	$ (34)	$ 355
State			
Current	**$ 42**	$ (10)	$ 104
Deferred	**(5)**	2	(12)
	$ 37	$ (8)	$ 92
Foreign			
Current	**$ 970**	$ 1,989	$ 1,481
Deferred	**279**	(773)	157
	$ 1,249	$ 1,216	$ 1,638
	$ 1,470	$ 1,174	$ 2,085

The Company had federal net operating loss of $0 at December 31, 2024. The Company had state net operating losses of approximately $1,279,000 at December 31, 2024, expiring at various times based on individual state limits.

Note 9 - Income Taxes *(continued)*

The reconciliation between the U.S. federal statutory rate and the Company's effective income tax rate for the years ended December 31 are as follows:

(In Thousands)	2024	2023	2022
Computed tax expense at statutory rate of 21%	**$ 661**	$ 548	$ 1,551
Increase (Reduction) in taxes resulting from:			
State Income Taxes, net of Federal Benefit	**13**	-	86
Permanent Differences	**4**	18	4
Valuation Differences	**101**	75	153
Miscellaneous Items	**691**	533	291
	$ 1,470	$ 1,174	$ 2,085

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and liabilities at December 31 are presented below:

(In Thousands)	2024	2023	2022
Deferred Tax Assets			
Net Operating Loss Carry-Forward	**$ 81**	$ 111	$ 121
Capital Loss Carry-Forward	**200**	19	-
Inventory Reserve	**42**	42	57
Accrued Warranty Costs	**16**	8	12
Unrealized Loss on Investments	**130**	210	154
Operating Lease Liabilities	**103**	90	130
Accruals for Other Expenses, not yet deductible for tax purposes	**1,135**	1,412	630
Machinery and Equipment, principally due to difference in depreciation	**125**	78	62
Total Gross Deferred Tax Assets	**1,832**	1,970	1,166
Less: Valuation Allowance	**(330)**	(229)	(154)
Deferred Tax Assets, net of Allowance	**1,502**	1,741	1,012
Deferred Tax Liabilities			
Change in Right of Use Asset	**(102)**	(89)	(130)
Prepaid Expenses	**(6)**	(22)	(7)
Total Gross Deferred Tax Liabilities	**(108)**	(111)	(137)
Net Deferred Tax Asset	**$ 1,394**	$ 1,630	$ 875

Note 9 - Income Taxes *(continued)*

Valuation allowances are provided to reduce the carrying amount of deferred tax assets when it is more-likely-than-not that some portion or all of the deferred tax assets will not be realized. When assessing the realizability of deferred tax assets, management considers whether it is more-likely-than-not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income in the appropriate taxing jurisdictions during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income, taxable income in carryback years, and tax planning strategies in making this assessment. As of December 31, 2024, and 2023, based upon taxable income, a valuation allowance was only deemed appropriate on the unrealized loss on investments.

Undistributed earnings of the Company's foreign subsidiary were approximately $13,476,000 as of December 31, 2024. Under existing laws, such earnings will not be subject to U.S. income tax when distributed and will not be subject to foreign withholding tax until distributed as dividends. A portion of the earnings that have already been subject to US income tax are no longer considered permanently reinvested. The tax cost of repatriating said earnings is not material to the financial statements and, as such, the Company has concluded that deferred income tax is not warranted on this balance. If all of the earnings were not considered to be permanently reinvested, additional deferred tax of approximately $2,156,000 would have been provided.

Note 10 – Contingencies

From time to time, the Company is involved in various claims and legal actions arising in the ordinary course of business. There were no material pending actions as of December 31, 2024 other than those noted below. The Company assesses its liabilities and contingencies in connection with outstanding legal proceedings utilizing the latest information available. Where it is probable that the Company will incur a loss and the amount of the loss can be reasonably estimated, the Company records a liability in its consolidated financial statements. These legal accruals may be increased or decreased to reflect any relevant developments on a quarterly basis. Where a loss is not probable or the amount of the loss is not estimable, the Company does not record an accrual, consistent with applicable accounting guidance. In the opinion of management, while the outcome of such claims and disputes cannot be predicted with certainty, the Company's ultimate liability in connection with these matters is not expected to have a material adverse effect on the Company's results of operations, financial position or cash flows, and the amounts accrued for any individual matter are not material. However, legal proceedings are inherently uncertain. As a result, the outcome of a particular matter or a combination of matters may be material to the Company's results of operations for a particular period, depending upon the size of the loss or our income for that particular period.

Hesham M. Gad v. Paragon Technologies, Inc., 2024-1195-JTL

On November 21, 2024, Mr. Gad brought a lawsuit against the Company in the Delaware Chancery Court seeking advancement of legal fees and expenses associated with any investigation of Mr. Gad's conduct while a member of the Board of Directors. Mr. Gad's lawsuit seeks to require the Company to pay certain expenses and legal fees Mr. Gad incurred and will incur in connection with any investigation of him and threatened legal proceedings against him. On December 27, 2024, the Court entered an order establishing the procedure for payment of and/or disputes concerning the advancement of certain fees incurred by Mr. Gad.

Hesham M. Gad v. Samuel S. Weiser, et al., 2024-1134-JTL

On November 1, 2024, Mr. Gad brought a lawsuit in the Delaware Chancery Court against current director Weiser and former director Jacobs as defendants and against the Company as nominal defendant. The complaint alleges violations of sections 228, 141(k), and 109 of the DGCL as well as breaches of fiduciary duties in connection with certain amendments made to the Company's bylaws. On December 10, 2024, Mr. Gad filed an amended complaint. On March 19, 2025, Mr. Gad filed a second amended complaint adding directors Lontini, Brownstein, and Eriksen as defendants.

Note 10 – Contingencies *(continued)*

and alleging that they breached their fiduciary duties in connection with the adoption by the Board on March 16, 2025, of a stockholder rights agreement. The Company disputes the allegations in the complaint, as amended, and intends to vigorously defend against the claims asserted. The Company anticipates the cost of this litigation to be covered primarily through the Directors and Officers liability coverage other than $500,000 retention which reflects the Company's obligation under the policy.

Note 11 - Stock Repurchase Program

On May 14, 2015, the Company's Board of Directors approved a program to repurchase up to $250,000 of its outstanding stock. There were no stock repurchases during the years ended December 31, 2024, 2023 and 2022.

Note 12 - Subsequent Events

Events and transactions for items that should potentially be recognized or disclosed in these consolidated financial statements occurring subsequent to the consolidated balance sheets date of December 31, 2024, have been evaluated through March 31, 2025, the date which these consolidated financial statements were available to be issued.

10). Issuer Certification

Principal Executive Officer

I, **Samuel S. Weiser**, certify that:

1. I have reviewed this Disclosure Statement for **Paragon Technologies, Inc**.;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

March 31, 2025

/s/ Samuel S. Weiser

Samuel S. Weiser
Chief Executive Officer (Principal Executive Officer)

Principal Financial Officer

I, **Janet M. Reaser**, certify that:

1. I have reviewed this Disclosure Statement for **Paragon Technologies, Inc**.;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

March 31, 2025

/s/Janet M. Reaser

Janet M. Reaser
Treasurer (Principal Financial Officer)