



**PARAGON**  
TECHNOLOGIES

**PARAGON TECHNOLOGIES, INC.**  
101 Larry Holmes Drive, Suite 500, Easton, Pennsylvania 18042  
Telephone (610) 252-3205

## **NOTICE OF ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON JUNE 30, 2025**

The 2025 Annual Meeting of Stockholders (the "Annual Meeting") of Paragon Technologies, Inc., a Delaware corporation (the "Company"), will be held at the Gold Room of the Grand Eastonian Hotels & Suites, 140 Northampton Street, Easton, Pennsylvania 18042, at 10:00 a.m., Eastern Time, on June 30, 2025, for the following purposes:

1. To elect five directors to the Company's Board of Directors;
2. To ratify the appointment of RSM US LLP as the Company's independent public accounting firm for the fiscal year ending December 31, 2025;
3. To ratify the adoption of the Stockholder Rights Agreement, dated March 17, 2025, by and between Paragon Technologies, Inc. and Broadridge Corporate Issuer Solutions;
4. To vote on a stockholder proposal requesting that the Board of Directors adopt a policy providing for an independent chair of the Board of Directors; and
5. To transact such other business as may properly come before the Annual Meeting or at any adjournments or postponements thereof.

Only stockholders of record as of the close of business on May 12, 2025 (the "Record Date") will be entitled to notice of the Annual Meeting and to vote at the Annual Meeting and any adjournments or postponements thereof. A list of stockholders of the Company entitled to vote at the Annual Meeting will be available for inspection by a stockholder at the Annual Meeting as well as during ordinary business hours at the Company's corporate offices located at 101 Larry Holmes Drive, Suite 500, Easton, PA 18042 during the ten-day period immediately prior to the Annual Meeting.

As you may be aware, the Company has received notice from Hesham M. Gad, who owns approximately 28.4% of the Company's outstanding common stock as of the Record Date, that he intends to nominate five director candidates for election to the Company's Board of Directors at the Annual Meeting, two of whom the Board of Directors has recommended and are included in the Company's slate of nominees. Mr. Gad's other nominees are NOT endorsed by the Company's Board of Directors. You may receive proxy solicitation materials from Mr. Gad or other persons or entities affiliated with Mr. Gad, including an opposition proxy statement and proxy card. Please be advised that the Company is not responsible for the accuracy of any information provided by or relating to Mr. Gad and/or his director candidates in any proxy solicitation materials disseminated by Mr. Gad, or other persons on his behalf, or any other statements that he, or other persons on his behalf, may otherwise make.

The Company's Board of Directors recommends that you vote "FOR" all of the director nominees named in the accompanying Proxy Statement and form of proxy using only the **WHITE** proxy card or by following the instructions to vote your shares over the Internet or by telephone, or by attending the Annual Meeting and voting in person during the Annual Meeting.

The Board of Directors strongly urges you NOT to sign or return any proxy card or voting instruction form that Mr. Gad may send to you, even as a protest vote against Mr. Gad or any of Mr. Gad's director candidates. Even a "**WITHHOLD**" vote with respect to Mr. Gad's director candidates on his proxy card or voting instruction form will cancel any previously submitted **WHITE** proxy card vote or voting instructions. If you do sign a proxy card or voting instruction form sent to you by Mr. Gad, however, you have the right to change your vote by using the enclosed **WHITE** proxy card or by voting your shares over the Internet, by telephone, or in person at the Annual Meeting. Only the latest dated, valid proxy will be counted.

If you plan to attend the Annual Meeting, please inform the Company, in writing (by letter sent to the Company's corporate offices at the address listed above or by e-mail: [info@pgntgroup.com](mailto:info@pgntgroup.com)), prior to the Annual Meeting, of your intent to attend the Annual Meeting. If you choose to attend the Annual Meeting in person, you will be asked to present photo identification and proof that you own shares of the Company's common stock before entering the Annual Meeting.

**The Board of Directors hopes you will be able to attend the Annual Meeting, but whether or not you plan to attend, please vote your shares by:**

- **Marking, signing, dating, and returning the enclosed **WHITE** proxy card as soon as possible;**
- **Calling the toll-free number listed on the **WHITE** proxy card; or**
- **Accessing the Internet as instructed on the **WHITE** proxy card.**

Voting by proxy will not prevent you from voting your shares in person at the Annual Meeting in the manner described in the accompanying Proxy Statement if you subsequently choose to attend the Annual Meeting. If you hold your shares in "street name" through a bank, broker, or other nominee, you must obtain a legal proxy from such nominee in order to vote in person at the Annual Meeting.

May 29, 2025  
Easton, Pennsylvania

DAVID LONTINI  
Chairman

## IMPORTANT

Your vote at this year's Annual Meeting is especially important, no matter how many or how few shares you own. Please sign and date the enclosed **WHITE** proxy card and return it in the enclosed postage-paid envelope promptly or follow the instructions on such proxy card to vote your shares over the Internet or by telephone.

All stockholders are invited to attend the Annual Meeting. Whether or not you expect to attend the Annual Meeting, the Company's Board of Directors respectfully urges you to sign, date and return the enclosed **WHITE** proxy card or follow the instructions to vote your shares over the Internet or by telephone as promptly as possible. The instructions for voting by Internet or telephone are provided on your proxy card. Stockholders who submit proxies may nevertheless attend the Annual Meeting, revoke their proxy and vote their shares during the Annual Meeting. "Street name" stockholders who wish to vote their shares during the Annual Meeting will need to obtain a legal proxy from the bank, broker or other nominee in whose name their shares are registered.

THE BOARD OF DIRECTORS STRONGLY URGES YOU NOT TO SIGN OR RETURN ANY PROXY CARD OR VOTING INSTRUCTION FORM THAT YOU MAY RECEIVE FROM MR. GAD OR ANY PERSON OTHER THAN THE COMPANY, EVEN AS A PROTEST VOTE AGAINST MR. GAD OR ANY OF MR. GAD'S NOMINEES. Any proxy card you sign and return from Mr. Gad for any reason could invalidate previous **WHITE** proxy cards sent by you or shares voted over the Internet or by telephone to support the Company's Board of Directors.

Only your latest dated, valid proxy will be counted. Any proxy may be revoked as described in this Proxy Statement.

### IMPORTANT!

**PLEASE VOTE THE WHITE PROXY CARD TODAY!**

**THE COMPANY'S BOARD OF DIRECTORS URGES YOU NOT TO SIGN ANY PROXY CARD OR COMPLETE ANY VOTING INSTRUCTION FORM SENT TO YOU BY MR. GAD.**

**Remember, you can vote your shares by telephone or *via* the Internet. Please follow the easy instructions on the enclosed WHITE proxy card.**

*If you have any questions or need assistance in voting your shares, please contact our proxy solicitor:*

### **Alliance Advisors LLC**

150 Clove Rd, #400  
Little Falls Township, NJ 07424  
Stockholders Call Toll-Free: (844) 202-6169  
Email: [Paragon@allianceadvisors.com](mailto:Paragon@allianceadvisors.com)



**PARAGON TECHNOLOGIES, INC.**  
**101 Larry Holmes Drive, Suite 500, Easton, Pennsylvania 18042**

## **ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON JUNE 30, 2025**

This Proxy Statement and the accompanying form of proxy are being mailed on or about May 29, 2025 to the stockholders of Paragon Technologies, Inc. (the “Company”). They are being furnished in connection with the solicitation by the Board of Directors of the Company (the “Board of Directors”) of proxies to be voted at the 2025 Annual Meeting of Stockholders (the “Annual Meeting”) to be held at the Gold Room of the Grand Eastonian Hotels & Suites, 140 Northampton Street, Easton, Pennsylvania 18042, at 10:00 a.m., Eastern Time, on June 30, 2025, and at any adjournments or postponements thereof.

Only the holders of record of the outstanding shares of common stock of the Company as of the close of business on May 12, 2025 (the “Record Date”) will be entitled to vote at the Annual Meeting and any adjournments or postponements thereof. At the close of business as of the Record Date, there were outstanding and entitled to vote 1,756,245 shares of the Company’s common stock. Each holder of shares has the right to one vote for each share standing in the holder’s name on the books of the Company as of the Record Date. Stockholders may vote by attending the Annual Meeting and voting in person, by delivering a signed proxy card prior to the Annual Meeting, or via telephone or the Internet by following the instructions on your proxy card prior to 11:59 p.m., Eastern Time, on June 29, 2025.

A stockholder giving a proxy may revoke it at any time by:

- giving written notice of such revocation to the Secretary of the Company before it is exercised;
- delivering a later dated proxy prior to the Annual Meeting;
- submitting a later proxy by telephone or the Internet prior to 11:59 p.m., Eastern Time, on June 29, 2025; or
- attending the Annual Meeting and voting in person.

The shares represented by each valid proxy will be voted in the manner specified by the stockholder. If instructions are not given, the shares will be voted by the person(s) named in the accompanying proxy for the election of the nominees named in this Proxy Statement and the accompanying form of proxy, for the ratification of the appointment of the independent public accounting firm, for the ratification of the adoption of the Stockholder Rights Agreement, dated March 17, 2025, by and between Paragon Technologies, Inc. and Broadridge Corporate Issuer Solutions (the “Rights Plan”), for the stockholder proposal requesting that the Board of Directors adopt a policy providing for an independent chair of the Board of Directors (the “Stockholder Proposal”), and in their discretion on any other matters properly coming before the Annual Meeting or at any adjournments or postponements thereof.

Under Delaware law and the Company’s Bylaws, the presence, in person or by proxy, of the holders of a majority in voting power of the outstanding shares of stock entitled to vote at the Annual Meeting will constitute a quorum for the purposes of the Annual Meeting. Abstentions, votes withheld, and broker non-votes, if any, will be treated as present for purposes of determining the presence of a quorum.

Directors are elected by a plurality of the votes cast at the Annual Meeting. Accordingly, directions to withhold authority and broker non-votes, if any, will have no effect on the outcome of the vote for the election of directors.

The affirmative vote of the holders of a majority in voting power of the shares of stock of the Company which are present in person or by proxy and entitled to vote thereon is required to approve the ratification

of the appointment of RSM US LLP as the Company's independent public accounting firm for the fiscal year ending December 31, 2025, the ratification of the adoption of the Rights Plan, and the approval of the Stockholder Proposal. Abstentions will have the same effect as votes "against" these proposals, and broker non-votes, if any, will have no effect on the votes on these proposals.

The Company has received notice from Hesham M. Gad, who owns approximately 28.4% of the Company's outstanding common stock as of the Record Date, that he intends to nominate five director candidates for election to the Company's Board of Directors at the Annual Meeting, two of whom the Board of Directors has recommended and are included in the Company's slate of nominees. The Company's Board of Directors does NOT endorse the election of Mr. Gad's other nominees. You may receive proxy solicitation materials from Mr. Gad or other persons or entities affiliated with Mr. Gad, including an opposition proxy statement and proxy card. Please be advised that the Company is not responsible for the accuracy of any information provided by or relating to Mr. Gad and/or his director candidates in any proxy solicitation materials disseminated by Mr. Gad, or other persons on his behalf, or any other statements that he, or other persons on his behalf, may otherwise make.

You may receive multiple mailings from Mr. Gad. You will also likely receive multiple mailings from the Company prior to the date of the Annual Meeting, so that the Company's stockholders have the Company's latest proxy information and materials to vote. Proxy cards provided by the Company will be **WHITE**.

The Company's Board of Directors recommends that you vote "FOR" all of the director nominees named in this Proxy Statement and the accompanying form of proxy using the **WHITE** proxy card or by following the instructions for voting over the Internet, by telephone, or in person at the Annual Meeting. The Company's Board of Directors strongly urges you NOT to sign or return any proxy card or voting instruction form sent to you by Mr. Gad. Voting to "WITHHOLD" with respect to any of Mr. Gad's director candidates on his proxy card is not the same as voting for the director nominees recommended by the Company's Board of Directors because a vote to "WITHHOLD" with respect to any of Mr. Gad's director candidates on his proxy card will revoke any proxy or voting instruction you previously submitted. If you have previously submitted a proxy card or voting instruction sent to you by Mr. Gad, you can revoke that proxy or voting instruction and vote for the director nominees recommended by the Company's Board of Directors and on the other matters to be voted on at the Annual Meeting by casting a later-dated vote using the enclosed **WHITE** proxy card or voting over the Internet, by telephone, or in person at the Annual Meeting. Only the latest dated, valid proxy you submit will be counted.

## **2024 ANNUAL REPORT**

Shares of the Company's common stock are quoted on the OTC Markets under the symbol "PGNT." The Company's Annual Report for the fiscal year ended December 31, 2024 is available on the OTC Markets' website at [www.otcmarkets.com](http://www.otcmarkets.com).

## IMPORTANT

Hesham M. Gad may send you solicitation materials in an effort to solicit your vote to elect up to five of his proposed director candidates to the Company's Board of Directors. **THE COMPANY'S BOARD OF DIRECTORS STRONGLY URGES YOU NOT TO SIGN OR RETURN ANY PROXY CARD OR VOTING INSTRUCTION FORM THAT YOU MAY RECEIVE FROM MR. GAD OR ANY PERSON OTHER THAN THE COMPANY, EVEN AS A PROTEST VOTE AGAINST MR. GAD OR MR. GAD'S DIRECTOR CANDIDATES.** Any proxy you sign or voting instruction you complete from Mr. Gad for any reason will revoke previous proxies submitted or voting instructions completed by you to support the Company's Board of Directors.

Your vote at this year's Annual Meeting is especially important, no matter how many or how few shares you own. Please sign and date the enclosed **WHITE** proxy card and return it in the enclosed postage-paid envelope or follow the instructions contained thereon to vote your shares over the Internet or by telephone promptly.

Only your latest dated, valid proxy or voting instruction form will be counted. Any proxy may be revoked at any time prior to its exercise at the Annual Meeting as described in this Proxy Statement.

## PROPOSAL #1: ELECTION OF DIRECTORS

### **Committees of the Board**

The Board of Directors has a standing Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee. The Audit Committee is composed of Howard Brownstein (Chair), David Lontini and Timothy Eriksen. The Compensation Committee is composed of David Lontini (Chair), Howard Brownstein and Timothy Eriksen. The Nominating and Corporate Governance Committee is composed of Timothy Eriksen (Chair), David Lontini and Howard Brownstein. Each of the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee has a charter that outlines the duties and responsibilities of the committee.

### **Our Director Nominees**

At the Annual Meeting, five nominees will be elected as directors of the Company to serve for a term of one year and hold office until their successors have been elected and qualified.

We have received notice from Hesham M. Gad, who owns approximately 28.4% of the Company's common stock, expressing his intention to nominate five director candidates for election to our Board of Directors at the Annual Meeting, two of whom the Board of Directors has recommended and are included in the Company's slate of nominees. Mr. Gad's other nominees are NOT endorsed by the Company's Board of Directors.

The Company's Board of Directors urges you NOT to sign or return any proxy card or complete any voting instruction that may be sent to you by Mr. Gad. Voting to "WITHHOLD" with respect to any of Mr. Gad's director candidates on its proxy card is not the same as voting for the Company's director nominees because a vote to "WITHHOLD" with respect to any of Mr. Gad's nominees on its proxy card will revoke any **WHITE** proxy you previously submitted. If you have already voted using Mr. Gad's proxy card, you have every right to change your vote by using the **WHITE** proxy card or by voting over the Internet or by telephone, or by attending the Annual Meeting and voting in person during the Annual Meeting. Only the latest dated, valid proxy that you submit will be counted. If you have any questions or require any assistance with voting your shares, please contact our proxy solicitor, Alliance Advisors, toll free at (844) 202-6169.

The shares represented by each valid proxy will be voted in the manner specified by the stockholder. If instructions are not given, the person named therein will vote the shares represented thereby for the election of the nominees named in this Proxy Statement and the accompanying form of proxy.

If any nominee should refuse or be unable to serve, the proxy will be voted for such substitute nominee as shall be designated by the Board of Directors. The Board of Directors has no knowledge that any of the nominees will refuse or be unable to serve.

Information concerning the nominees for election as directors is set forth below:

**David Lontini**, 44, has been a director of the Company since 2024. Mr. Lontini currently is the Chairman of the Board for Nasdaq-listed company, Check Cap Ltd. 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**, 74, has been a director of the Company since 2024. 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 Magnatrx 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.

**Timothy Eriksen**, 56, has been a director of the Company since 2024. 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.

**Ronell Rivera**, 61, currently serves as President of SED International de Colombia S.A.S. (“SEDC”), an IT and mobility products distributor and the largest subsidiary of Paragon Technologies, Inc., since 2016, and where he previously served as General Manager, from 2009 to 2011, after founding SEDC in 1997. Mr. Rivera has also served as President and Founder of El-Gibhor International LLC, a business solutions firm specializing in helping small and medium-sized businesses launch, reorganize, and expand operations in the U.S. and Latin America, since 2016, and Vice President of Business Development at ClearSurf International (“ClearSurf”), a fixed wireless internet service provider, since 2015, and where he previously served as Managing Director, from 2003 to 2004. Before and after his service at ClearSurf, Mr. Rivera held several senior roles at SED International Holdings, Inc. (formerly OTC: SEDN), a multinational supply chain management provider and distributor of technology products, from 2011 to 2015, and from 1995 to 2003 including, among others, interim Chief Operating Officer, General Manager, Latin American Business, and Senior Vice President of Latin America. Mr. Rivera also served as Channel Sales Manager at Lexmark International, Inc. (formerly NYSE: LXX), a developer, manufacturer, and supplier of printing and imaging solutions for offices and homes, from 2004 to 2009.

**Elodie Leoni**, age 39, has served as Localization Project Lead at the Professional Association of Diving Instructors (“PADI”), the world’s largest private ocean exploration organization, which operates in 186 countries worldwide, since February 2023. Previously, Ms. Leoni served as Project and Localization Specialist at PADI, from March 2020 to February 2023, and as Tech Support Administration, Customer Relations Representative, from 2016 to March 2020. At PADI, Ms. Leoni’s responsibilities include managing a cross-functional team of about 87 employees, working with AI tools, improving workflow efficiencies and fostering collaboration among global stakeholders. Further, Ms. Leoni has helped lead a series of groundbreaking initiatives which have significantly contributed to PADI’s growth and innovation. Ms. Leoni received a B.A. in Letters from Université de Lorraine, France. Ms. Leoni also completed a Localization Project Management program at the Localization Institute, and obtained a Certified ScrumMaster (CSM) certification from Scrum Alliance, Inc.

### **Recommendation**

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE ELECTION OF THE FIVE NOMINEES NAMED HEREIN AS DIRECTORS OF THE COMPANY.**

## **PROPOSAL #2: RATIFICATION OF THE APPOINTMENT OF INDEPENDENT PUBLIC ACCOUNTING FIRM**

### **Our Proposal**

The Board of Directors has selected RSM US LLP to serve as the Company's independent public accounting firm for the fiscal year ending December 31, 2025. Neither the Company's governing documents nor applicable law require that the Company obtain stockholder ratification of the selection of RSM US LLP as the Company's independent public accounting firm. However, the Company is asking stockholders to ratify this appointment as a matter of good corporate practice. If ratification by the stockholders of the appointment of RSM US LLP as the Company's independent public accounting firm is not obtained, the Board of Directors will consider this input in its selection of an auditor for the following year. Even if the appointment is ratified, the Board of Directors, in its discretion, may appoint a different independent public accounting firm at any time during the year if the Board of Directors determines that such a change would be in the best interests of the Company and its stockholders.

The shares represented by each valid proxy will be voted in the manner specified by the stockholder. If instructions are not given, the person named therein will vote the shares represented thereby for the ratification of the appointment of the independent public accounting firm.

### **Fees Paid to Our Independent Public Accounting Firm**

RSM US LLP's professional fees and expenses to conduct the audit of the Company's financial statements for the fiscal years ended December 31, 2024 and 2023 were \$133,944 and \$129,400, respectively. In addition, RSM US LLP's professional fees for tax preparation services for fiscal years ended December 31, 2024 and 2023 were \$89,545 and \$82,960, respectively.

### **Recommendation**

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE RATIFICATION OF  
THE APPOINTMENT OF RSM US LLP AS THE COMPANY'S INDEPENDENT PUBLIC ACCOUNTING  
FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2025.**

## PROPOSAL #3: RATIFICATION OF ADOPTION OF THE RIGHTS PLAN

### **Our Proposal**

On March 17, 2025, the Board of Directors adopted the Rights Plan. Pursuant to the Rights Plan, the Company issued, 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 the Company's common stock, par value \$1.00 per share ("Common Stock"), to stockholders of record on the close of business on March 31, 2025. Pursuant to its terms, the Rights Plan will automatically expire on the day after the Annual Meeting, unless approved by stockholders at the Annual Meeting, in which case it will expire in one year, on March 16, 2026.

The Board of Directors continues to believe that maintaining the Rights Plan will protect the Company and its stockholders from efforts by a single stockholder or group of stockholders to obtain control without paying a control premium. The Rights Plan is similar to other rights plans adopted by publicly held companies and is intended to promote the fair and equal treatment of all stockholders and to allow stockholders to realize the long-term value of their investment. In addition, the Rights Plan provides several recognized stockholder protections, including:

- The rights issued pursuant to the Right will be exercisable only if any person (or any persons acting as a group) acquires 10% (or, in the case of a person or group qualifying as a passive investor, 20%) or more of the Common Stock in a transaction not approved or exempted by the Board of Directors;
- The Rights Plan has an exception for non-coercive offers made for all shares of the Company that treat all stockholders equally, including a qualifying offer clause;
- The Rights Plan does not contain any dead-hand, slow-hand, no-hand or similar features that would limit the ability of a future board of directors to redeem the Rights; and
- The Rights Plan does not preclude the Board from considering an offer that recognizes the full value of the Company.

Pursuant to the Rights Plan, 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 of Directors. 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 the Company 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. As noted above, 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. The ownership of persons or groups who beneficially owned 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 the Company's announcement of its adoption of the Rights Plan is grandfathered, although, with certain exceptions, the Rights will become exercisable if such person or group thereafter increases its ownership of the Common Stock by more than 0.0001% of outstanding Common Stock.

Pursuant to a settlement agreement between the Company and Mr. Gad, the Company suspended

enforcement of Section 1(g)(iii) of the Rights Plan (the “AAU Provision”) from April 15, 2025 through the conclusion of the Annual Meeting. The AAU Provision generally attributes to each person party to an agreement, arrangement or understanding for the purpose of acquiring, holding, voting, disposing of any securities of the Company or relating to or in connection with the nomination or proposal of business beneficial ownership of shares beneficially owned by the other parties, other than one arising solely from a revocable proxy or consent given in response to a public proxy or consent solicitation statement. If this proposal is approved, enforcement of the AAU provision will no longer be suspended.

This description of the Rights Plan does not purport to be complete and is qualified in its entirety by reference to the Rights Agreement available on the OTC’s website at: <https://www.otcm Markets.com/news-otcapi/news/document/content/id?id=80843>.

The shares represented by each valid proxy will be voted in the manner specified by the stockholder. If instructions are not given, the person named therein will vote the shares represented thereby for the ratification of the adoption of the Rights Plan.

### **Recommendation**

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE RATIFICATION OF THE ADOPTION OF THE RIGHTS PLAN.**

## **PROPOSAL #4: STOCKHOLDER PROPOSAL REQUESTING THAT THE BOARD OF DIRECTORS ADOPT A POLICY PROVIDING FOR AN INDEPENDENT CHAIR OF THE BOARD OF DIRECTORS**

### **Kevin Ting, a stockholder of the Company, has submitted the following proposal:**

“Resolved: The shareholders request the Board of Directors to adopt as policy, and amend the governing documents as necessary, in order that two separate people hold the office of Chairman of the Board of Directors and the office role of the CEO as follows:

- Whenever possible, the Chairman of the Board shall be an Independent Director.
- The Board has the discretion to select a temporary Chairman of the Board who is not an Independent Director to serve while the Board is seeking an Independent Chairman of the Board.
- This policy could be phased in when there is a leadership transition.
- The Chairman should not be a former CEO of the company.

### **Supporting Statement:**

We believe:

- The primary duty of the Board of Directors is to provide independent oversight of the CEO and management of the company on behalf of shareholders.
- The role of the CEO and management is to run the company.
- There is a potential conflict of interest for a CEO to be his/her own overseer as Chairman of the Board while managing the business.
- Shareholders are best served by an independent Board Chair who can provide a balance of power between the CEO and the Board, empowering strong Board leadership.

The Chief Executive Officer of Paragon Technologies is also the Chairman of the Board. We believe the combination of these two roles, each with separate and different responsibilities, in a single person weakens a corporation's governance structure.”

### **Statement of Support from the Board of Directors: The Board of Directors recommends that stockholders vote FOR this proposal.**

Our Board of Directors has determined that adopting a policy providing for an independent chair of the Board of Directors represents a “good corporate governance” practice and is in the best interests of the Company and its stockholders. Earlier this year, the Board took action to separate the Chairman and CEO positions. Assuming that Proposal 4 receives an affirmative vote of the holders of a majority in voting power of the shares of stock of the Company which are present in person or by proxy and entitled to vote on the adoption of the Stockholder Proposal, our Board of Directors intends to take the necessary steps to adopt an independent chair policy following the Annual Meeting.

The shares represented by each valid proxy will be voted in the manner specified by the stockholder. If instructions are not given, the person named therein will vote the shares represented thereby for the Stockholder Proposal.

**Recommendation**

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE APPROVAL OF  
THE STOCKHOLDER PROPOSAL REQUESTING THAT THE BOARD OF DIRECTORS ADOPT A POLICY  
PROVIDING FOR AN INDEPENDENT CHAIR OF THE BOARD OF DIRECTORS.**

[END OF DOCUMENT]

# **WHITE PROXY CARD**

**Paragon Technologies, Inc.**

**ANNUAL MEETING OF STOCKHOLDERS**

**June 30, 2025**

**THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS**

The undersigned hereby appoints David Lontini and Timothy Eriksen, and each of them, as proxies, each with the power to appoint his substitute, and hereby authorizes them to represent and to vote all of the shares of Common Stock of Paragon Technologies, Inc., that the undersigned is entitled to vote at the Annual Meeting of Stockholders to be held at 10:00 a.m., Eastern Time on Monday, June 30, 2025, at the Gold Room of the Grand Eastonian Hotels & Suites, 140 Northampton Street, Easton, Pennsylvania 18042, and any adjournment or postponement thereof.

**THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED AS DIRECTED HEREIN. IF NO SUCH DIRECTIONS ARE MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF THE NOMINEES LISTED ON THE REVERSE SIDE TO THE BOARD OF DIRECTORS AND FOR PROPOSALS 2, 3, AND 4. IN THEIR DISCRETION, THE NAMED PROXIES (AND THEIR SUBSTITUTES) ARE AUTHORIZED TO VOTE UPON SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF, INCLUDING, WITHOUT LIMITATION, THE ELECTION OF A SUBSTITUTE NOMINEE IF ANY NOMINEE NAMED HEREIN IS UNWILLING OR UNABLE TO SERVE, IF ELECTED. ALL PROXIES PREVIOUSLY GIVEN BY THE UNDERSIGNED ARE HEREBY REVOKED.**

**PLEASE MARK, SIGN, DATE, AND RETURN THIS PROXY CARD PROMPTLY USING THE ENCLOSED REPLY ENVELOPE.**

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

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▲ PLEASE DETACH ALONG PERFORATED LINE AND MAIL IN THE ENVELOPE PROVIDED. ▲

**Important Notice Regarding the Availability of Proxy Materials for the  
Annual Meeting of Stockholders to be held June 30, 2025.**

**The Proxy Statement and our 2024 Annual Report to Stockholders are available at:  
<http://web.viewproxy.com/paragon/2025>**



The Board of Directors recommends that you vote "FOR" each of the following nominees:

Proposal 1. Election of Directors:

NOMINEES:	FOR ALL <input type="checkbox"/>	WITHHOLD ALL <input type="checkbox"/>	FOR ALL EXCEPT <input type="checkbox"/>
(1) David Lontini			
(2) Howard Brownstein			
(3) Timothy Eriksen			
(4) Ronell Rivera			
(5) Elodie Leoni			

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

DO NOT PRINT IN THIS AREA  
(Stockholder Name & Address Data)

Please indicate if you plan to attend this meeting.  
Yes ☐ No ☐

Address Change/Comments: (If you noted any Address Changes and/or Comments above, please mark box.) ☐

CONTROL NUMBER



Please mark your votes like this ☒  
The Board of Directors recommends you vote "FOR" the following:

Proposal 2. To ratify the appointment of RSM US LLP as the Company's independent public accounting firm for the fiscal year ending December 31, 2025.

FOR ☐ AGAINST ☐ ABSTAIN ☐

Proposal 3. To ratify the adoption of the Stockholder Rights Agreement, dated March 17, 2025, by and between Paragon Technologies, Inc. and Broadridge Corporate Issuer Solutions, LLC.

FOR ☐ AGAINST ☐ ABSTAIN ☐

Proposal 4. To vote upon a stockholder proposal requesting that the Board adopt a policy providing for an independent chair of the Board.

FOR ☐ AGAINST ☐ ABSTAIN ☐

Date \_\_\_\_\_

Signature \_\_\_\_\_

Signature (if held jointly) \_\_\_\_\_

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

▲ PLEASE DETACH ALONG PERFORATED LINE AND MAIL IN THE ENVELOPE PROVIDED. ▲

THIS PROXY CARD SHOULD BE SIGNED AND DATED.

CONTROL NUMBER



PROXY VOTING INSTRUCTIONS

Please have your 11-digit control number ready when voting by Internet or Telephone.



INTERNET

Vote Your Proxy on the Internet  
prior to 11:59 p.m., Eastern Time,  
on June 29, 2025:  
Go to [www.fcrvote.com/PGNTAM](http://www.fcrvote.com/PGNTAM)

Have your white proxy card  
available when you access the  
above website. Follow the prompts  
to vote your shares.



TELEPHONE

Vote Your Proxy by Phone  
prior to 11:59 p.m., Eastern Time,  
on June 29, 2025:  
Call 1 (866) 402-3905

Use any touch-tone telephone to  
vote your proxy. Have your white  
proxy card available when you call.  
Follow the voting instructions to  
vote your shares.



MAIL

Vote Your Proxy by Mail:

Mark, sign, and date your white  
proxy card, then detach it, and  
return it in the postage-paid  
envelope provided.