

## Management Certification

The undersigned, on behalf of **Janel Corporation** ("the Company"), certifies that the information provided herein is accurate and complete to the best of the Company's knowledge.

1. The Company is current in its disclosure obligations pursuant to the following reporting standard:

### SEC Reporting Obligations

The Company has a reporting obligation under Section 13 or 15(d) of the Exchange Act

The Company has a reporting obligation under Regulation A (Tier 2)

The Company has a reporting obligation under Regulation Crowdfunding (CF)

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### Other Reporting Obligations

The Company is a U.S. bank, bank holding company, or similar financial institution exempt from SEC registration, has a reporting obligation to a U.S. Bank Regulator and follows OTC Markets' Bank Reporting requirements.

The Company is exempt from SEC registration and is reporting under the Alternative Reporting Standard

2. Indicate below 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:

3. Indicate below whether the Company is subject to Bankruptcy or reorganization proceedings.

Yes:

No:

4. The Company has a Verified Company Profile on OTCMarkets.com.

5. The Company is duly organized and in good standing under the laws of the state or jurisdiction in which the Company is organized or does business.

6. The Company understands and acknowledges its obligations to report company-related actions pursuant to Exchange Act Rule 10b-17 and FINRA Rule 6490.

7. The Company understands and acknowledges its obligations to publicly disclose material information in a timely manner in accordance with applicable U.S. federal securities laws, including but not limited to Section 10(b) of the Exchange Act and Rule 10b-5 thereunder.

8. The Company's transfer agent and its address are listed below. If the Company acts as its own transfer agent, indicate that by listing the Company and its information in the fields provided.<sup>1</sup>

Transfer Agent: **Broadridge Corporate Issuers Solutions, LLC**

Address: **51 Mercedes Way, Edgewood, NJ 11717**

<sup>1</sup> OTCQX, OTCQB, and OTCID companies are required to retain a transfer agent that participates in the Transfer Agent Verified Shares Program. OTCID companies that act as their own transfer agent may submit data directly to OTC Markets.

9. The Company's most recent Annual Report was prepared by:

Below is a list all law firm(s) and attorney(s) (including internal counsel) that acted as the Company's primary legal counsel in preparing its most recent annual report or, if no attorney assisted in preparing the disclosure, the person(s) who prepared the disclosure and their relationship to the Company.

**Simpson Thacher & Bartlett LLP**

10. The Company's Officers, Directors and 5% Beneficial Owners are listed below:

The table below provides information regarding all officers and directors of the Company, or any person that performs a similar function, regardless of the number of shares they own. To the best of the Company's knowledge, it includes all individuals or entities beneficially owning 5% or more of any class of the issuer's equity securities. To identify holders of 5% or more, companies may obtain a recent copy of their shareholder list that includes Non-Objecting Beneficial Owners or "NOBOs." SEC Reporting companies may also research their beneficial ownership and insider transaction filings such as on Schedules 13G or 13D or on Forms 3, 4, and 5.

As of (latest practicable date): **DECEMBER 5, 2025**

**SEE EXCERPTED TABLE FROM SEC FORM 10-K filing, Item 12.**

## ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following tables set forth information concerning beneficial ownership of shares of Common Stock outstanding as of December 5, 2025. For purposes of calculating beneficial ownership, Rule 13d-3 of the Exchange Act requires inclusion of shares of common stock that may be acquired within sixty days of the stated date. Unless otherwise indicated in the footnotes to a table, beneficial ownership of shares represents sole voting and investment power with respect to those shares.

### Certain Beneficial Owners

The following table reflects the names and addresses of the only persons or entities known to the Company to be the beneficial owners of 5% or more of the outstanding shares of the Company's common stock as of December 5, 2025.

Name and address of Beneficial Owner <sup>(1)</sup>	Shares Beneficially Owned	Percent of Class
Oaxaca Group L.L.C. <sup>(2)</sup>	485,302	40.9%
John Eidingen	186,704	15.7%
John J. Gonzalez, II <sup>(3)</sup>	103,569	8.6%
van Kesteren Foundation <sup>(4)</sup>	85,000	7.2%
Brendan Killackey	61,300	5.2%

(1) The address of each person and entity included in this table is 80 Eighth Avenue, New York, NY 10011.

(2) Reflects 439,993 shares held by Oaxaca Group L.L.C. and 45,309 shares beneficially owned by Dominique Schulte as custodian for shares owned by Ms. Schulte's minor children. On December 2, 2025, Darren Seirer, Ms. Schulte's spouse, was admitted as a member of Oaxaca Group L.L.C. Dominique Schulte and Darren Seirer, Ms. Schulte's spouse, are the sole members of Oaxaca Group L.L.C. and share beneficial ownership of the shares held by Oaxaca Group L.L.C.

(3) Includes 7,500 shares of common stock issuable upon the exercise of stock options that may be exercised within 60 days of December 5, 2025.

(4) Mr. van Kesteren, a director of the Company, and his wife are members of the Board of Directors of the van Kesteren Foundation. Mr. van Kesteren disclaims beneficial ownership of the shares of the Company's common stock held by the van Kesteren Foundation.

### Directors and Executive Officers

The following table sets forth information with respect to the beneficial ownership of the shares of common stock as of December 5, 2025 by each "named executive officer", each current director and each nominee for election as a director and all directors and executive officers of the Company as a group. An asterisk (\*) indicates ownership of less than 1%.

Name of Beneficial Owner	Shares Beneficially Owned	Percent of Class
Darren C. Seirer <sup>(3)</sup>	439,993	37.1%
John Eidingen	186,704	15.7%
John J. Gonzalez, II <sup>(1)</sup>	103,569	8.6%
Gerard van Kesteren <sup>(1)</sup>	45,499	3.8%
Gregory J. Melsen <sup>(1)</sup>	19,375	1.6%
Karen M. Ryan <sup>(1)</sup>	14,444	1.2%
Gregory B. Graves <sup>(2)</sup>	10,507	1.0%
Nathan Shandy	100	*
All directors and executive officers as a group (8 persons)	<b>820,191</b>	<b>69.0%</b>

(1) Includes 7,500 shares of common stock issuable upon the exercise of stock options that may be exercised within 60 days of December 5, 2025.

(2) Includes 5,000 shares of common stock issuable upon the exercise of stock options that may be exercised within 60 days of December 5, 2025.

(3) Reflects 439,993 shares held by Oaxaca Group L.L.C. On December 2, 2025, Darren Seirer, Ms. Schulte's spouse, was admitted as a member of Oaxaca Group L.L.C. Darren Seirer, and Dominique Schulte, Mr. Seirer's spouse, are the sole members of Oaxaca Group L.L.C. and share beneficial ownership of the shares held by Oaxaca Group L.L.C.



				instrument to shares)				

Total Outstanding  
Balance:

Total Shares:

Any additional material details, including footnotes to the table are below :

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**Signature:**

Name of Principal Executive Officer or Principal Financial Officer: Nathan C. Shandy

Title: Chief Financial Officer, Treasurer, Secretary

Date: 12/05/2025

Signature: /s/ Nathan C. Shandy

(Digital Signatures should appear as "/s/ [OFFICER NAME]")