



**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 3, 2026**

The 2026 Annual Meeting of Stockholders (the “Annual Meeting”) of Paragon Technologies, Inc., a Delaware corporation (the “Company”), will be held at the law offices of Greenberg Traurig, located at One Vanderbilt Avenue, New York, New York 10017, at 10:00 A.M., local (Eastern) time, on June 3, 2026, for the following purposes:

1. To elect the five directors named in the accompanying Proxy Statement to the 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, 2026;
3. To consider and vote on the recombination of the roles of Chairman of the Board and Chief Executive Officer of the Company; and
4. 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 April 24, 2026, 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 meeting will be available for inspection by a stockholder at the Annual Meeting and during normal business hours at the Company’s corporate offices during the ten-day period immediately prior to the Annual Meeting.

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 Company intends to hold the Annual Meeting in person. In the event it is not possible or advisable to hold the Annual Meeting in person, the Company will announce alternative arrangements for the meeting as promptly as practicable, which may include postponing or adjourning the Annual Meeting or holding the meeting solely by means of remote communication. Please monitor the Company’s page on the OTC Markets’ website at [www.otcmarkets.com](http://www.otcmarkets.com) for updated information. If you are planning to attend the Annual Meeting, please check the website one week prior to the meeting date. As always, we encourage you to vote your shares prior to 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 proxy card as soon as possible;**
- **Calling the toll-free number listed on the proxy card; or**
- **Accessing the Internet as instructed on the proxy card.**

Voting by proxy will not prevent you from voting your shares in person 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 custodian, you must obtain a legal proxy from such custodian in order to vote in person at the Annual Meeting.

April 30, 2026  
Easton, Pennsylvania

RONNELL RIVERA  
Chairman



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

## **ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON JUNE 3, 2026**

This Proxy Statement and the accompanying form of proxy are being mailed on or about April 30, 2026, 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” or “Board of Directors”) of proxies to be voted at the 2026 Annual Meeting of Stockholders (the “Annual Meeting”) to be held at the law offices of Greenberg Traurig, located at One Vanderbilt Avenue, New York, New York 10017, at 10:00 A.M., local (Eastern) time, on June 3, 2026, and at any adjournments or postponements thereof. The Company may engage a proxy solicitor, and the officers and other employees of the Company may engage in solicitation efforts for no additional compensation. The cost of such solicitation will be borne by the Company.

Only the holders of record of the outstanding shares of common stock of the Company as of the close of business on April 24, 2026, will be entitled to vote at the Annual Meeting. 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. A proxy may also be revoked by executing a later proxy or by attending the Annual Meeting and voting in person, provided written notice of such actions is given to the Secretary of the Company before the proxy is exercised.

At the close of business as of the above 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.

The shares represented by each properly executed proxy will be voted in the manner specified by the stockholder. If instructions are not given, the shares will be voted by the person named in the accompanying proxy for the election of directors, for the ratification of the appointment of the independent public accounting firm, for the approval of the recombination of the roles of Chairman of the Board and Chief Executive Officer of the Company (the “Recombination”), and in his discretion on any other matters properly coming before the Annual Meeting.

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 and broker non-votes 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 will have no effect on the outcome of the vote for the election of directors.

The affirmative vote of a majority of the votes cast on the proposal to ratify the appointment of the Company’s independent public accounting firm will constitute the ratification of the appointment of RSM US LLP as the Company’s independent public accounting firm for the fiscal year ending December 31, 2026. Abstentions and broker non-votes will have no effect on the result of the vote. Although stockholder ratification is not required, the Company considers such ratification to be a desirable corporate practice, and if the affirmative vote is less than a majority of the votes cast, the Board will consider the results of the vote on any future appointment.

Approval of the Recombination requires the affirmative vote of a majority in voting power of the shares present in person or by proxy at the Annual Meeting and entitled to vote on the proposal. Abstentions will

have the same effect as a vote against the proposal. Broker non-votes will have no effect on the result of the vote.

### **2025 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, 2025 is available on the OTC Markets' website at [www.otcmarkets.com](http://www.otcmarkets.com).

## **PROPOSAL #1: ELECTION OF DIRECTORS**

### **Committees of the Board; Corporate Governance**

The Board of Directors has a standing Audit Committee, Compensation Committee and Nominating Committee. The Audit Committee is composed of Mr. Kaufman (Chair), Ms. Leoni, and Mr. Duquette. The Compensation Committee is composed of Mr. Rivera (Chair), Mr. Duquette, and Mr. Kaufman. The Nominating Committee is composed of Mr. Gad (Chair), Mr. Rivera, and Ms. Leoni. Mr. Kaufman, Ms. Leoni, and Mr. Duquette are independent of the Company under NYSE, Nasdaq and U.S. Securities and Exchange Commission rules, including for serving on the Audit Committee.

During 2025, the Board of Directors met 15 times, the Audit Committee met 5 times, the Compensation Committee met 4 times, and the Nominating Committee met 3 times. During 2025, each director attended at least 75% of the aggregate of (i) all meetings of the Board of Directors and (ii) all meetings of the committees on which the director served during the period in which he served as a director.

Each of the Audit Committee, Compensation Committee and Nominating Committee has a charter that outlines the duties and responsibilities of the committee. The Company also maintains a “Code of Business Conduct and Ethics,” a “Disclosure Policy,” a “Policy on Conflicts of Interest, Political Contributions and Improper Payments to Third Parties,” and a “Policy Statement on Dealing with Company Information, Including Inside Information, Insider Securities Trading, and Conflicts of Interest.”

### **Our Director Nominees**

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

If the enclosed proxy is duly executed and received in time for the Annual Meeting, the person named therein will vote the shares represented thereby for the five persons nominated for election as directors unless authority is withheld.

If any nominee should refuse or be unable to serve, the proxy will be voted for such other person 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:

Hesham (Sham) M. Gad, 47, currently serves as Vice-Chairman, Chief Executive Officer and President of the Company. Mr. Gad has served as Chief Executive Officer of the Company from June 2014 through August 2024 and from and after July 2025, 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 “The Business of Value Investing: Six Essential Elements to Buying Companies Like Warren Buffet.” Mr. Gad is a graduate of the University of Georgia and the Stanford Graduate School of Business Executive Program.

David Duquette, 61, has served as Chief Executive Officer and Founder of Littoral Power Systems, Inc., a company that designs, manufactures, sells, and installs hydropower and marine energy equipment, and develops energy projects, since 2015. Previously, Mr. Duquette served as a Registered Securities Representative at InterSecurities Ltd., (d/b/a Prospect Capital), a financial services firm specializing in investment banking and advisory assignments in energy project finance, from 2013 to 2015. Prior to this, he was Principal at Sceata Group LLC, a private advisory firm specializing in advising hedge funds and asset managers on operations, marketing and distribution, from 2001 to 2013. He served as Executive Vice

President and General /Counsel at Semandex Networks, Inc. (“Semandex”), a software firm that developed semantic database applications for intelligence, defense and financial sectors, from 2008 to 2011. Mr. Duquette served as a Manager at Axios Energy, LLC, a biofuels technology firm, from 2007 to 2008, and as Co-Founder and Chairman of Flexible Medical Systems LLC, a medical device technology company, from 2005 to 2007. He received an A.B. from Princeton University and a J.D. from the University of Virginia School of Law.

James (Jim) Kaufman, 64, is a CPA and highly seasoned financial executive that brings a positive track record of value creation. Mr. Kaufman has over 20 years’ experience as a Senior Partner at Ernest & Young (EY), where he is involved in some of the firms most significant projects in Latin America and the U.S. including one of the largest IPO’s in U.S. history and the largest ever utility IPO. Prior to that, Mr. Kaufman served as Director of Group Audit at Diageo plc.

Elodie Leoni, 40, has served as Localization Project Lead at the Professional Association of Diving Instructors (“PADI”), the world’s largest recreational diver training organization operating in 186 countries worldwide, since February 2023. Previously, Ms. Leoni served as Project and Localization Specialist at PADI and held earlier roles in customer relations and technical support within the organization. Ms. Leoni received a B.A. in Letters from Université de Lorraine, France. She holds several professional certifications, including Project Management Professional (PMP) from the Project Management Institute, Six Sigma Black Belt from the Council of Six Sigma Certification (CSSC), and Certified ScrumMaster (CSM) from Scrum Alliance.

Ronell Rivera, 62, currently serves as President of SED International de Colombia S.A.S. (“SEDC”), an IT and mobility products distributor 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.

## **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, 2026. Neither the Company's Bylaws nor other governing documents or law require 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 the results of the vote on any future appointments. 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.

One or more representatives of RSM US LLP are expected to be present at the Annual Meeting. They will have the opportunity to make a statement if they desire to do so and are also expected to be available to respond to appropriate questions from stockholders.

### **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, 2025 and 2024 were \$142,554 and \$133,944, respectively. In addition, RSM US LLP's professional fees for tax preparation services for fiscal years ended December 31, 2025 and 2024 were \$83,029 and \$89,545, 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, 2026.**

## **PROPOSAL #3: RECOMBINATION OF THE ROLES OF CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER OF THE COMPANY**

### **Our Proposal**

Paragon is submitting for stockholder consideration a proposal to combine the roles of Chairman of the Board and Chief Executive Officer.

Last year, stockholders voted for a leadership structure that separated the role of Chairman and Chief Executive Officer. That vote reflected the Company's unique circumstances at the time, including a Board composition that was relatively new, had limited institutional experience with the Company, and lower aggregate equity ownership. A company's leadership structure should remain responsive to a company's circumstances as they develop. Both combined and separate Chair and Chief Executive Officer structures are widely used, and each may be appropriate depending on a company's needs.

The current Board, a majority of whom are independent and collectively possess significant experience with the Company as well as meaningful equity ownership, will continue to oversee management and safeguard shareholder interests under either structure.

Paragon is in the process of executing its long-term strategy in becoming a diversified holding company. Accordingly, in the spirit of good governance, it is appropriate that stockholders, not the directors, have the opportunity to determine the leadership structure they believe best supports the Company's long-term objectives. Accordingly, this proposal is being submitted for stockholder consideration and vote.

PARAGON TECHNOLOGIES, INC.  
 101 LARRY HOLMES DRIVE  
 SUITE 500  
 EASTON, PA 18042



**SCAN TO**  
 VIEW MATERIALS & VOTE



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

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

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

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

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

KEEP THIS PORTION FOR YOUR RECORDS  
 DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

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

	For All	Withhold All	For All Except	To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	_____

1. Election of Directors

Nominees

01) Hesham M. Gad	02) David Duquette	03) James Kaufman	04) Elodie Leoni	05) Roneil Rivera
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The Board of Directors recommends you vote FOR proposal 2 and submits proposal 3.

	For	Against	Abstain
2. Proposal to ratify the appointment of RSM US LLP as the Company's Independent Public Accounting Firm for the fiscal year ending December 31, 2026.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. The Recombination of the chairman and CEO role.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**NOTE:** In their discretion, the Proxies are authorized to vote upon such other matters as may properly come before the meeting or at any adjournments or postponements thereof.

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

Signature [PLEASE SIGN WITHIN BOX]      Date

Signature (Joint Owners)      Date

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**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**

The Notice and Proxy Statement is available at [www.proxyvote.com](http://www.proxyvote.com)

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**PARAGON TECHNOLOGIES, INC.**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

The undersigned hereby appoints Ronell Rivera, as Proxy Holder, with the power to appoint his substitute, and hereby authorizes him to represent and to vote, as designated on the reverse side, all shares of common stock of Paragon Technologies, Inc. (the "Company"), held of record by the undersigned on April 24, 2026, at the Annual Meeting of Stockholders to be held on June 3, 2026, at 10:00 a.m., Eastern Time, and at any adjournments or postponements thereof.

**This Proxy, when properly executed, will be voted in the manner directed on the reverse side. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF ALL DIRECTORS NAMED HEREIN, FOR THE RATIFICATION OF THE APPOINTMENT OF RSM US LLP AS THE COMPANY'S INDEPENDENT PUBLIC ACCOUNTING FIRM AND FOR THE RECOMBINATION OF THE CHAIRMAN AND CEO ROLES. This Proxy may be voted, in the discretion of the Proxy Holder, upon such other business as may properly come before the Annual Meeting of Stockholders or any adjournments or postponements thereof. The Board of Directors does not presently know of any other matters to be presented at the Annual Meeting of Stockholders.**

Please vote, date and sign on the other side. No postage is required if this proxy is returned in the enclosed envelope and mailed in the United States.

**Continued and to be signed on reverse side**