

HESHAM M. GAD

June 4, 2025

Dear Fellow Paragon Stockholders:

Hesham M. Gad (“Mr. Gad” or “I”) is the largest stockholder of Paragon Technologies, Inc., a Delaware corporation (“Paragon” or the “Company”), and is the direct beneficial owner of 495,400 shares of Common Stock, par value \$1.00 Per Share (the “Common Stock”), of the Company, 56,072 shares of which are held in record name. As of the date hereof, Mr. Gad and the other participants in his solicitation collectively beneficially own in the aggregate 495,660 shares of Common Stock, representing approximately 28.2% of the Company’s outstanding shares of Common Stock.

I believe that stockholders would greatly benefit from significant changes to the composition of the Company’s Board of Directors (the “Board”). As the Company’s largest stockholder and a loyal long-term investor and Board member, my interests are aligned with those of all Paragon stockholders. I believe there is significant value to be realized at Paragon. However, I am deeply concerned that the majority of the incumbent Board has not demonstrated a commitment to acting in the best interests of stockholders and has failed to deploy an effective strategy at the Company. Unfortunately, the majority of the incumbent directors have spent the past year doing what failing boards so often do, rewriting history and burning through stockholder capital to entrench themselves.

Today, Paragon stands at a critical juncture—not because of external forces or market challenges, but because a group of entrenched directors are waging a deceptive and self-serving campaign to seize control of your company. They offer no strategy, no experience, and no track record—only distractions, distortion, and destruction.

This proxy contest is not about personalities—it’s about performance, capital allocation, integrity, and the future of Paragon.

The Real Track Record – Built for Stockholders by Stockholders

During my 10-year tenure as CEO of Paragon from 2014 through August 2024, stockholders realized an 11% annualized return.

In 2017, when I assumed oversight of SI Systems, LLC (“SI Systems”) and complete capital allocation of all of Paragon, stockholders realized approximately 30% annualized return through August 2024, when Weiser began his personal campaign against me and removed me as CEO.

During my time running SI Systems beginning in 2017, both SI Systems and Paragon have been radically transformed:

- SI Systems went from unprofitable and leveraged, to a debt-free, cash-generating business that earned a total of \$5.7 million in profit before tax during my leadership, as compared to a total loss of \$224,000 over the prior six years.

How was this capital allocated?

- The acquisition of SED International de Colombia, which has delivered enormous profits and value for stockholders.
- The purchase of \$3.3 million in real estate assets, cash-flow positive from day one, and worth significantly more today than when acquired, which, if elected, we will monetize for stockholders.
- The creation of a \$4 million cash and U.S. Treasury portfolio, that will begin earning significant interest income for Paragon.

All of the above was achieved without raising outside capital or taking on debt, and with minimal stockholder dilution over a near seven-year period—a hallmark of prudent, shareholder-centric, and disciplined capital allocation and ultimately produced **a 30% annualized return** during that time.

These returns reflect real value—not speculation, not promises. Yet these results are ignored by the incumbent Board because they simply cannot compete with them.

Instead, they focus on smearing me personally and wasting millions of stockholder dollars attacking a small equity investment portfolio that comprises less than 10% of Paragon’s total assets.

Yet, over the past five months, it is this incumbent Board that has made the worst and most financially damaging capital allocation decisions out of the past 15 years – that’s financial vandalism, all in the pursuit of holding on to power.

Their harm to Paragon has not only been financial, and perhaps what is even more concerning, is the harm they are inflicting on the relationships with the critical personnel of the Company. They have burned the trust of one of Paragon’s most important leaders. In one of the most reckless and unethical moves yet, the incumbent directors nominated Mr. Ronell Rivera—a key value creator at Paragon—to their slate against his will and despite his explicit request to not be named in their proxy card.

Mr. Rivera made it expressly clear that he did not wish to be part of their slate. In a showing of blatant disregard for Mr. Rivera’s wishes, these directors have not only exhibited disrespect for a key executive, but they have also compromised the Company’s stability, as their conduct is likely to cause Mr. Rivera to exit Paragon if he is elected to serve with those incumbent directors. Mr. Rivera’s departure from the Company would likely result in severe damage to the Company and its stockholders, which would be completely avoidable. But avoiding unnecessary, costly harm to Paragon has seemingly never been a concern for these incumbent directors who will not experience any real financial loss due to their de minimis equity ownership.

This betrayal of trust with a key operator shows you exactly how little the incumbents understand about building a company—or respecting the people who actually create value.

For these reasons, I am seeking your support to elect my slate of director nominees at the Company’s upcoming 2025 annual meeting of stockholders (including any other meeting of stockholders held in lieu thereof, and any adjournments, postponements, reschedulings or continuations thereof, the “Annual Meeting”) scheduled to be held on June 30, 2025 at 10:00 a.m., Eastern Time at the Gold Room of the Grand Eastonian Hotels & Suites, 140 Northampton Street, Easton, Pennsylvania 18042.

Our slate of director candidates - David Duquette, Hesham M. Gad, James Kaufman, Elodie Leoni, and Ronell Rivera (collectively, the “Nominees”) – are highly-qualified, exceptionally capable, and ready to serve stockholders to help make Paragon a more valuable company.

The Company has an annually elected Board, and the terms of five (5) directors expire at the Annual Meeting. I am seeking your support at the Annual Meeting to elect only my Nominees. **Accordingly, the enclosed BLUE proxy card may only be voted for the Nominees and does not confer voting power with respect to any of the Company's director nominees. Stockholders who return the BLUE proxy card will only be able to vote for my five (5) Nominees.** You can only vote for the Company's director nominees by signing and returning a proxy card provided by the Company. Stockholders should refer to the Company's proxy statement for the names, backgrounds, qualifications and other information concerning the Company's nominees. Your vote to elect my Nominees will have the legal effect of replacing five (5) incumbent directors with my nominees. If all five (5) Nominees are elected, they would represent a majority of the directors on the Board.

I urge you to carefully consider the information contained in the attached Proxy Statement and then support my efforts by signing, dating and returning the enclosed **BLUE** proxy card today. The attached Proxy Statement and the enclosed **BLUE** proxy card are first being mailed to stockholders on or about June 4, 2025.

If you have already voted for the incumbent management slate, you have every right to change your vote by signing, dating and returning a later dated **BLUE** proxy card or by voting in person at the Annual Meeting.

If you have any questions or require any assistance with your vote, please contact Saratoga Proxy Consulting LLC, which is assisting me, at its address and toll-free numbers listed below.

Thank you for your support,

/s/ Hesham M. Gad

Hesham M. Gad

*If you have any questions, require assistance in voting your **BLUE** proxy card,
or need additional copies of Mr. Gad's proxy materials,
please contact:*



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HESHAM M. GAD

PROXY STATEMENT

2025 ANNUAL MEETING OF STOCKHOLDERS

To Be Held On June 30, 2025

Hesham M. Gad (“Mr. Gad” or “I”) is a stockholder of Paragon Technologies, Inc., a Delaware corporation (“Paragon” or the “Company”), and is the direct beneficial owner of 495,400 shares of Common Stock, par value \$1.00 Per Share (the “Common Stock”), of the Company, 56,072 shares of which are held in record name. As of the date hereof, Mr. Gad and the other participants in my solicitation collectively beneficially own in the aggregate 495,660 shares of Common Stock, representing approximately 28.2% of the Company’s outstanding shares of Common Stock.

I believe that stockholders would benefit from significant changes to the composition of the Company’s Board of Directors (the “Board”). I am therefore seeking your support at the Company’s upcoming 2025 annual meeting of stockholders (including any other meeting of stockholders held in lieu thereof, and any adjournments, postponements, reschedulings or continuations thereof, the “Annual Meeting”) scheduled to be held on June 30, 2025 at 10:00 a.m., Eastern Time at the Gold Room of the Grand Eastonian Hotels & Suites, 140 Northampton Street, Easton, Pennsylvania 18042, for the following purposes:

1. To elect Mr. Gad’s five (5) director nominees, David Duquette, Hesham M. Gad, James Kaufman, Elodie Leoni, and Ronell Rivera (each a “Nominee” and collectively, the “Nominees”), to serve until the 2026 annual meeting of stockholders and until their respective successors are duly elected and qualified;
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 vote on the Company’s proposal to ratify the adoption of the Stockholder Rights Agreement, dated March 17, 2025, by and between the Company and Broadridge Corporate Issuer Solutions (the “Rights Plan”);
4. To vote on a stockholder proposal requesting that the Board adopt a policy providing for an independent chair of the Board (the “Stockholder Proposal”); and
5. To transact such other business as may properly come before the Annual Meeting.

This Proxy Statement and the enclosed **BLUE** proxy card are first being mailed to stockholders on or about June 4, 2025.

This Proxy Statement is soliciting proxies to elect only my Nominees. Accordingly, the enclosed **BLUE** proxy card may only be voted for my Nominees and does not confer voting power with respect to any of the Company’s director nominees. Stockholders who return the **BLUE** proxy card will only be able to vote for Mr. Gad’s five (5) Nominees. See “Voting and Proxy Procedures” below for additional information. You can only vote for the Company’s director nominees by signing and returning a proxy card provided by the Company. Stockholders should refer to the Company’s proxy statement for the names, backgrounds, qualifications and other information concerning the Company’s nominees.

The participants in this solicitation intend to vote their shares **FOR** the election of the Nominees, **FOR** the appointment of RSM US LLP as the Company's independent public accounting firm for the fiscal year ending December 31, 2025, **AGAINST** the Company's proposal to ratify the adoption of the Rights Plan and **FOR** the Stockholder Proposal, as described herein.

The Company has set the close of business on May 12, 2025, as the record date for determining stockholders entitled to notice of and to vote at the Annual Meeting (the "Record Date"). The mailing address of the principal executive offices of the Company is 101 Larry Holmes Drive, Suite 500, Easton, Pennsylvania 18042. Stockholders of record at the close of business on the Record Date will be entitled to vote at the Annual Meeting. According to the Company, as of the Record Date, there were 1,756,245 shares of Common Stock outstanding.

I urge you to carefully consider the information contained in the Proxy Statement and then support my efforts by signing, dating and returning the enclosed **BLUE** proxy card today.

THIS SOLICITATION IS BEING MADE BY MR. GAD AND NOT ON BEHALF OF THE BOARD OR MANAGEMENT OF THE COMPANY. MR. GAD IS NOT AWARE OF ANY OTHER MATTERS TO BE BROUGHT BEFORE THE ANNUAL MEETING OTHER THAN AS DESCRIBED HEREIN. SHOULD OTHER MATTERS, WHICH MR. GAD IS NOT AWARE OF A REASONABLE TIME BEFORE THIS SOLICITATION, BE BROUGHT BEFORE THE ANNUAL MEETING, THE PERSONS NAMED AS PROXIES IN THE ENCLOSED **BLUE** PROXY CARD WILL VOTE ON SUCH MATTERS IN THEIR DISCRETION.

MR. GAD URGES YOU TO SIGN, DATE AND RETURN THE **BLUE** PROXY CARD IN FAVOR OF THE ELECTION OF THE NOMINEES.

IF YOU HAVE ALREADY SENT A PROXY CARD FURNISHED BY MANAGEMENT TO THE COMPANY, YOU MAY REVOKE THAT PROXY AND VOTE FOR THE ELECTION OF THE NOMINEES BY SIGNING, DATING AND RETURNING THE ENCLOSED **BLUE** PROXY CARD. THE LATEST DATED PROXY IS THE ONLY ONE THAT COUNTS. ANY PROXY MAY BE REVOKED AT ANY TIME PRIOR TO THE ANNUAL MEETING BY DELIVERING A WRITTEN NOTICE OF REVOCATION OR A LATER DATED PROXY FOR THE ANNUAL MEETING OR BY VOTING IN PERSON AT THE ANNUAL MEETING.

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

This Proxy Statement and my BLUE proxy card are available at

www.saratogaproxy.com/PGNT

IMPORTANT

Your vote is important, no matter how many shares of Common Stock you own. I urge you to sign, date, and return the enclosed BLUE proxy card today to vote FOR the election of the Nominees and in accordance with my recommendations on the other proposals on the agenda for the Annual Meeting.

- If your shares of Common Stock are registered in your own name, please sign and date the enclosed **BLUE** proxy card and return it to Mr. Gad, c/o Saratoga Proxy Consulting LLC (“Saratoga”) in the enclosed envelope today.
- If your shares of Common Stock are held in a brokerage account or bank, you are considered the beneficial owner of the shares of Common Stock, and these proxy materials, together with a **BLUE** voting form, are being forwarded to you by your broker or bank. As a beneficial owner, if you wish to vote, you must instruct your broker, trustee or other representative how to vote. Your broker cannot vote your shares of Common Stock on your behalf without your instructions.
- Depending upon your broker or custodian, you may be able to vote either by toll-free telephone or by the Internet. Please refer to the enclosed voting form for instructions on how to vote electronically. You may also vote by signing, dating and returning the enclosed voting form.

Since only your latest dated proxy card will count, I urge you not to return any proxy card you receive from the Company. Even if you return the management proxy card marked “withhold” as a protest against the incumbent directors, it will revoke any proxy card you may have previously sent to Mr. Gad. Remember, you can vote for my Nominees only on the **BLUE** proxy card. So please make certain that the latest dated proxy card you return is the **BLUE** proxy card.

PROPOSAL NO. 1

ELECTION OF DIRECTORS

The Board is currently composed of five (5) directors, each with a term expiring at the Annual Meeting. I am seeking your support at the Annual Meeting to elect my five (5) Nominees, David Duquette, Hesham M. Gad, James Kaufman, Elodie Leoni, and Ronell Rivera. Your vote to elect the Nominees will have the legal effect of replacing five (5) incumbent directors. If all five (5) of the Nominees are elected, they will constitute the entire Board. If fewer than three (3) of the Nominees are elected, they will comprise less than a majority of the Board and there can be no guarantee that the Nominees will be able to implement the actions that they believe are necessary to unlock stockholder value. There is no assurance that any of the Company's nominees will serve as directors if all or some of the Nominees are elected. The names, background and qualifications of the Company's nominees, and other information about them, can be found in the Company's proxy statement.

Set forth below is biographical information for each director nominee.

David Duquette, age 60, 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. Earlier in his career, Mr. Duquette served as a Partner at Saul Ewing LLP, a law firm, where he specialized in private equity, securities and corporate finance matters, from 2002 to 2005. Mr. Duquette served as a member of the board of directors of Marine Renewable Energy Collaborative of New England, an environmental organization, from June 2021 to November 2023. He received an A.B. from Princeton University and a J.D. from the University of Virginia School of Law.

Hesham M. Gad, age 47, currently serves as a member of the board of directors of Paragon Technologies, Inc. (OTC: PGNT), a holding company that acquires and invests in high quality businesses, including automation, distribution and real estate assets, since 2010. Previously, Mr. Gad served as Chief Executive Officer of Paragon, from 2014 to August 2024 and as Chairman of Paragon's board of directors, from 2012 to August 2024. As Chief Executive Officer of Paragon, Mr. Gad drove the operational and acquisition strategy decisions at Paragon. He has been instrumental in the successful reorganization of Paragon's wholly owned subsidiary, SI Systems, beginning in 2016. Mr. Gad's efforts included the direct recruitment of a new executive operational team, the renegotiation of substantially all of Paragon's legacy contracts, and overseeing and implementing Paragon's acquisition and growth strategy. Previously, Mr. Gad served as Chairman and Chief Executive Officer of SED International Holdings, Inc. (formerly OTC: SEDN), a multinational supply chain management provider and distributor of technology products, from 2013 to 2017, before Paragon's transformational acquisition of SED International de Colombia S.A.S. in 2017. Mr. Gad received his B.A. and M.B.A. from the University of Georgia and is a graduate of the Stanford University Graduate School of Business Executive Program.

James (Jim) Kaufman, age 64, has served as the Chief Financial Officer of Reliant Mission, a faith-based nonprofit organization, since April 2022. Previously, Mr. Kaufman served as a Senior Partner

at Ernst & Young Global Limited (“EY”), a global professional services firm, where he worked from 1998 to July 2020. While at EY, Mr. Kaufman served as the regional leader of Business Risk Services in Latin America and the Mid-Atlantic U.S. as well as the Global Client Service partner for some of the firm’s most valued clients. During his tenure at EY, Mr. Kaufman led the firm’s support of IPO readiness for American Water Works Company Inc. (NYSE: AWK), one of the largest IPOs in U.S. history and the largest utility IPO, with a current market capitalization exceeding \$25 billion. Earlier in his career, Mr. Kaufman served as Director of Group Audit at Diageo plc (NYSE: DEO), a global leader in alcoholic beverages, from 1994 to 1998. Mr. Kaufman received a B.A. in Accounting from Michigan State University and an M.A. in Accounting Information Systems from Florida International University. Mr. Kaufman is a Certified Public Accountant (inactive).

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.

Ronell Rivera, age 61, currently serves as President of SED Internacional 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.

**MR. GAD STRONGLY URGES YOU TO VOTE “FOR” THE ELECTION OF THE NOMINEES
ON THE ENCLOSED BLUE PROXY CARD.**

PROPOSAL NO. 2

RATIFICATION OF THE APPOINTMENT OF INDEPENDENT PUBLIC ACCOUNTING FIRM

As discussed in further detail in the Company's proxy statement, the Board has selected RSM US LLP to serve as the Company's independent public accounting firm for the fiscal year ending December 31, 2025. One or more representatives of RSM US LLP are expected to be present at the Annual Meeting.

According to the Company's proxy statement, neither the 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 the appointment as a matter of good corporate practice. According to the Company's proxy statement, 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 will consider the results of the vote on any future appointments.

According to the Company's proxy statement, 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 ratify the appointment of RSM US LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2025. Abstentions and broker non-votes will have no effect on the outcome of the vote.

MR. GAD RECOMMENDS THAT STOCKHOLDERS VOTE "FOR" THIS PROPOSAL AND INTENDS TO VOTE HIS SHARES "FOR" THIS PROPOSAL.

PROPOSAL NO. 3

RATIFICATION OF ADOPTION OF THE RIGHTS PLAN

According to the Company's Stockholder Rights Agreement, dated March 17, 2025, and as discussed in the Company's proxy statement, the Rights Plan will expire on March 16, 2026, but only if stockholders vote to ratify its adoption at the Annual Meeting. If stockholders do not approve this proposal, the Rights Plan will automatically expire at the close of business on the first business day following the Annual Meeting.

As discussed in the Company's proxy statement, pursuant to a settlement agreement between the Company and me, the Company agreed to suspend enforcement of the Rights Plan's "AAU Provision," which allows the Board to aggregate the holdings of stockholders who are deemed to be acting pursuant to any agreement, arrangement, or understanding, whether formal or informal, for the purpose of acquiring, holding, voting or disposing of Company securities, or in connection with the nomination of directors or other business proposals. This suspension applies solely during the period leading up to and through the conclusion of the Annual Meeting. If this proposal is approved, that suspension will end, and the Board will regain the ability to trigger the Rights Plan based on loosely defined "understandings" between stockholders, even in the absence of formal agreements. I believe this mechanism further reveals the Board's intent to suppress stockholder collaboration and shield itself from accountability.

The Rights Plan imposes unnecessary restrictions on stockholder rights and serves primarily as an entrenchment mechanism for the incumbent Board. The Company has not identified any real threat that would justify such an extreme defensive measure. In my view, the Rights Plan was adopted in direct response to my efforts to refresh the Board and is designed to insulate the directors from accountability, not to protect stockholders. For these reasons, I strongly oppose the continuation of the Rights Plan and urge my fellow stockholders to vote **against** its approval.

According to the Company's proxy statement, 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 is required to approve the Rights Plan. Abstentions will have the same effect as a vote against the proposal. Broker non-votes will have no effect on the outcome of the vote.

MR. GAD STRONGLY URGES YOU TO VOTE "AGAINST" THIS PROPOSAL AND INTENDS TO VOTE HIS SHARES "AGAINST" THIS PROPOSAL.

PROPOSAL NO. 4

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

According to the Company's proxy statement, Kevin Ting, a stockholder of the Company, has submitted the following proposal for stockholders to consider at the Annual Meeting:

"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."

As discussed in the Company's proxy statement, the Board recommends that stockholders vote "FOR" the Stockholder Proposal.

According to the Company's proxy statement, 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 Stockholder Proposal. Abstentions will have the same effect as a vote against the proposal. Broker non-votes, if any, will have no effect on the outcome of the vote.

**MR. GAD RECOMMENDS THAT STOCKHOLDERS VOTE “FOR” THIS PROPOSAL AND
INTENDS TO VOTE HIS SHARES “FOR” THIS PROPOSAL.**

VOTING AND PROXY PROCEDURES

Only stockholders of record on the Record Date will be entitled to notice of and to vote at the Annual Meeting. Stockholders who sell shares of Common Stock before the Record Date (or acquire them without voting rights after the Record Date) may not vote such shares of Common Stock. Stockholders of record on the Record Date will retain their voting rights in connection with the Annual Meeting even if they sell such shares of Common Stock after the Record Date. Based on publicly available information, I believe that the only outstanding class of securities of the Company entitled to vote at the Annual Meeting is the shares of Common Stock.

Shares of Common Stock represented by properly executed **BLUE** proxy cards will be voted at the Annual Meeting as marked and, in the absence of specific instructions, will be voted **FOR** the election of the Nominees to the Board, **FOR** the ratification of the selection of RSM US LLP as the Company's independent public accounting firm for the fiscal year ending December 31, 2025, **AGAINST** the Company's proposal to ratify the adoption of the Rights Plan, and **FOR** the Stockholder Proposal.

According to the Company's proxy statement for the Annual Meeting, the current Board intends to nominate five (5) candidates for election as directors at the Annual Meeting. This Proxy Statement is soliciting proxies to elect only my Nominees. Accordingly, the enclosed **BLUE** proxy card may only be voted for the Nominees and does not confer voting power with respect to the Company's nominees. Stockholders should refer to the Company's proxy statement for the names, backgrounds, qualifications and other information concerning the Company's nominees. In the event that some of the Nominees are elected, there can be no assurance that the Company nominees who get the most votes and are elected to the Board will choose to serve on the Board with the Nominees who are elected.

QUORUM; BROKER NON-VOTES; DISCRETIONARY VOTING

A quorum is the minimum number of shares of Common Stock that must be represented at a duly called meeting in person or by proxy in order to legally conduct business at the meeting. According to the Company's proxy statement, 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 are counted as present and entitled to vote for purposes of determining a quorum. Shares represented by "broker non-votes" also are counted as present and entitled to vote for purposes of determining a quorum. However, if you hold your shares in street name and do not provide voting instructions to your broker, your shares will not be voted on any proposal on which your broker does not have discretionary authority to vote (a "broker non-vote").

If you are a stockholder of record, you must deliver your vote by mail or attend the Annual Meeting in person and vote in order to be counted in the determination of a quorum.

If you are a beneficial owner, your broker will vote your shares pursuant to your instructions, and those shares will count in the determination of a quorum.

REVOCATION OF PROXIES

Stockholders of the Company may revoke their proxies at any time prior to exercise by attending the Annual Meeting and voting in person (although attendance at the Annual Meeting will not in and of itself constitute revocation of a proxy) or by delivering a written notice of revocation. The delivery of a subsequently dated proxy which is properly completed will constitute a revocation of any earlier proxy.

The revocation may be delivered either to Mr. Gad in care of Saratoga at the address set forth on the back cover of this Proxy Statement or to the Company at 101 Larry Holmes Drive, Suite 500, Easton, Pennsylvania 18042, or any other address provided by the Company. Although a revocation is effective if delivered to the Company, Mr. Gad requests that either the original or photostatic copies of all revocations be mailed to Mr. Gad in care of Saratoga at the address set forth on the back cover of this Proxy Statement so that Mr. Gad will be aware of all revocations and can more accurately determine if and when proxies have been received from the holders of record on the Record Date of a majority of the outstanding shares of Common Stock. Additionally, Saratoga may use this information to contact stockholders who have revoked their proxies in order to solicit later dated proxies for the election of the Nominees.

**IF YOU WISH TO VOTE FOR THE ELECTION OF THE NOMINEES TO THE BOARD,
PLEASE SIGN, DATE AND RETURN PROMPTLY THE ENCLOSED BLUE PROXY CARD IN
THE POSTAGE-PAID ENVELOPE PROVIDED.**

HESHAM M. GAD

June 4, 2025