UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
The Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary Proxy Statement
☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
☒ Definitive Proxy Statement
☐ Definitive Additional Materials
☐ Soliciting Material Pursuant to §240.14a-12

EVI Industries, Inc.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☒ No fee required.
☐ Fee paid previously with preliminary materials.
☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.

EVI INDUSTRIES, INC.
4500 Biscayne Blvd., Suite 340
Miami, Florida 33137

November 24, 2026

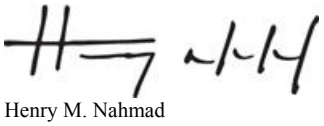
Dear Stockholder:

You are cordially invited to attend the 2026 Annual Meeting of Stockholders of EVI Industries, Inc., which will be held on December 15, 2026 at 11:00 a.m., Eastern time, for the purposes described in the attached Notice of Meeting and Proxy Statement. The Annual Meeting will be held in a virtual format only, via webcast at *meetnow.global/MLVZAJM*. While there will not be a physical meeting location and stockholders will not be able to attend the Annual Meeting in person, stockholders may attend the Annual Meeting virtually via the Internet.

Please read the attached Notice of Meeting and Proxy Statement so that you will know what we plan to do at the Annual Meeting and for information regarding how to attend the Annual Meeting virtually. Whether or not you plan to attend the Annual Meeting, we encourage you to promptly vote your shares in advance by Internet or telephone or by completing, signing, dating, and returning your proxy card or, if your shares are held in "street name," your voting instruction form. This way, your shares will be voted as you direct even if you do not or cannot attend and vote your shares electronically at the virtual Annual Meeting.

On behalf of your Board of Directors and our employees, I would like to express our appreciation for your continued support.

Sincerely,



Henry M. Nahmad
Chairman of the Board

EVI INDUSTRIES, INC.
4500 Biscayne Blvd., Suite 340
Miami, Florida 33137

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To Be Held on December 15, 2026

Notice is hereby given that the Annual Meeting of Stockholders of EVI Industries, Inc. (the "Company") will be held on December 15, 2026, commencing at 11:00 a.m., Eastern time, for the following purposes:

1. To elect six directors to the Company's Board of Directors to serve until the Company's 2027 Annual Meeting of Stockholders.

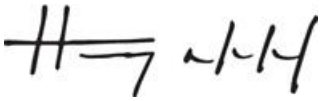
2. To transact such other business as may properly be brought before the Annual Meeting or any adjournment or postponement thereof.

In order to provide access to the Company's stockholders regardless of geographic location, the Annual Meeting will be held in a virtual format only, via webcast at *meetnow.global/MLVZAJM*. While there will not be a physical meeting location and stockholders will not be able to attend the Annual Meeting in person, stockholders may attend the Annual Meeting virtually via the Internet.

Please read the accompanying Proxy Statement, which forms a part of this Notice of Meeting, for additional information regarding the Annual Meeting, including the election of directors at the Annual Meeting and how to attend the Annual Meeting virtually.

Only record holders of the Company's Common Stock as of the close of business on November 17, 2026 are entitled to notice of, and to vote at, the Annual Meeting.

Sincerely yours,



Henry M. Nahmad
Chairman of the Board

Miami, Florida
November 24, 2026

IMPORTANT: EVEN IF YOU PLAN TO ATTEND THE VIRTUAL ANNUAL MEETING, YOU ARE ENCOURAGED TO VOTE YOUR SHARES IN ADVANCE BY INTERNET OR TELEPHONE OR BY COMPLETING, SIGNING, DATING AND RETURNING THE ENCLOSED PROXY CARD OR, IF YOUR SHARES ARE HELD IN "STREET NAME," YOUR VOTING INSTRUCTION FORM. THIS WAY, YOUR SHARES WILL BE VOTED AS YOU DIRECT EVEN IF YOU DO NOT OR CANNOT ATTEND AND VOTE YOUR SHARES ELECTRONICALLY AT THE VIRTUAL ANNUAL MEETING. NO POSTAGE IS REQUIRED FOR THE PROXY CARD IF MAILED IN THE UNITED STATES USING THE ENCLOSED ENVELOPE.

EVI INDUSTRIES, INC.
4500 Biscayne Blvd., Suite 340
Miami, Florida 33137

PROXY STATEMENT

The Board of Directors of EVI Industries, Inc. (the "Company") is soliciting proxies to be used at the 2026 Annual Meeting of Stockholders of the Company (the "Annual Meeting") to be on December 15, 2026 commencing at 11:00 a.m., Eastern time, and at any and all postponements or adjournments of the Annual Meeting, for the purposes set forth in the accompanying Notice of Meeting. In order to provide access to the Company's stockholders regardless of geographic location, the Annual Meeting will be held in a virtual format only, via webcast, with no physical, in-person meeting.

This Proxy Statement and the accompanying Notice of Meeting and proxy card are first being mailed to stockholders on or about November 24, 2026.

QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIALS AND THE ANNUAL MEETING

What is the purpose of the Annual Meeting?

At the Annual Meeting, stockholders will be asked to vote on the election of six directors to the Company's Board of Directors, each for a term expiring at the Company's 2027 Annual Meeting of Stockholders. In addition, although the Board of Directors is not aware of any other matters to be presented at the Annual Meeting, if any other matters are properly brought before the Annual Meeting, stockholders will be asked to consider and vote upon such matters.

Who is entitled to vote at the Annual Meeting?

Record holders of the Company's Common Stock as of the close of business on November 17, 2026 (the "Record Date") may vote at the Annual Meeting. As of the close of business on the Record Date, 14,680,450 shares of the Company's Common Stock were outstanding and, thus, will be eligible to vote at the Annual Meeting.

What are the voting rights of the holders of the Company's Common Stock?

Holders of the Company's Common Stock are entitled to one vote per share on the election of directors and any other matters considered at the Annual Meeting.

How can I attend the Annual Meeting?

In order to provide access to the Company's stockholders regardless of geographic location, the Annual Meeting will be held in a virtual format only, live via webcast. While there will not be a physical, in-person meeting for you to attend, the format of the virtual Annual Meeting has been designed in an attempt to provide stockholders the same rights and opportunities to participate in the Annual Meeting, including the right to vote and the ability to ask questions, as they would have at an in-person meeting.

You will be able to attend the Annual Meeting by accessing the webcast at *meetnow.global/MLVZAJM*.

If you are a shareholder of record, your 15-digit control number is set forth on your proxy card that accompanies this Proxy Statement.

If you hold your shares in "street name" through an intermediary, such as a bank or broker, you must register in advance in order to receive your 15-digit control number and attend the virtual Annual Meeting. To register, you must submit proof of your proxy power (legal proxy) reflecting your Company holdings, including the email from your broker or an attached image of the legal proxy, along with your name and email address to Computershare by email to legalproxy@computershare.com. The subject line of your email request for registration must be labeled as "Legal Proxy" and be received no later than 5:00 p.m., Eastern time, on December 10, 2026. After your registration materials are received and processed, you will receive a confirmation email from Computershare of your registration, which will contain your 15-digit control number necessary to access the meeting.

The meeting will begin promptly at 11:00 a.m., Eastern time, on December 15, 2026. It is recommended that you log in at least 15 minutes before the virtual Annual Meeting begins to ensure ample time to complete the check-in procedures and test your computer system. You should carefully review the procedures needed to gain admission in advance. The meeting site will contain a troubleshooting/online assistance link which will be available to you if you encounter any difficulties accessing the virtual Annual Meeting during check-in or during the meeting.

How do I submit questions for the Annual Meeting?

Stockholders who attend the virtual Annual Meeting, as described above, will be able to submit questions for the Annual Meeting on the virtual meeting site. Any questions must be confined to the specific matters to be considered at the Annual Meeting or otherwise relate to the business or performance of the Company. The question and answer session will follow the formal portion of the Annual Meeting and will be subject to time constraints. Questions may be grouped by topic, and substantially similar questions may be grouped and answered once.

What constitutes a quorum?

The presence, virtually in person or by proxy, of at least a majority of the shares of the Company's Common Stock issued and outstanding as of the close of business on the Record Date will constitute a quorum and, accordingly, will be necessary to transact business at the Annual Meeting. If there are not sufficient shares represented for a quorum, then the Annual Meeting may be adjourned or postponed from time to time until a quorum is established.

What is the difference between a stockholder of record and a "street name" holder?

If your shares are registered directly in your name with Computershare, the Company's stock transfer agent, you are considered the stockholder of record with respect to those shares. If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of the shares but not the stockholder of record, and your shares are held in "street name."

How do I vote my shares?

Record stockholders. If you are a stockholder of record, you can give a proxy to be voted at the Annual Meeting by mailing the enclosed proxy card. If you return your proxy card by mail, please ensure you leave enough time for your proxy card to be mailed and received prior to the Annual Meeting. Stockholders of record may also vote by telephone or the Internet by following the instructions set forth on the enclosed proxy card. In addition, stockholders of record may attend the virtual Annual Meeting, as described above, and vote their shares electronically during the virtual Annual Meeting up until the closing of the polls. Even if you plan to attend the virtual Annual Meeting, you are encouraged to vote in advance by telephone or the Internet, or by signing, dating, and returning the enclosed proxy card, so that your vote will be counted if you later decide not to, or are otherwise unable to, attend the virtual Annual Meeting.

"Street name" holders. If you hold your shares in "street name," you will receive instructions from your broker, bank or other nominee as to how to vote your shares or submit instructions to vote your shares. You should instruct your broker, bank or other nominee how to vote your shares by following the directions provided by your broker, bank or other nominee. If you return your voting instruction form by mail, please ensure you leave enough time for your voting instruction form to be received by the deadline provided by your broker, bank or other nominee. If you are a "street name" holder, you may attend the virtual Annual Meeting and vote the shares beneficially held by you through your broker, bank or other nominee electronically at the virtual Annual Meeting only if you obtain a legal proxy from your broker, bank or other nominee and register to attend the virtual Annual Meeting as described above.

What are my choices when voting on the election of directors?

You may vote for all of the director nominees, or your vote may be withheld with respect to one or more of the director nominees. The proposal related to the election of directors is described in this Proxy Statement beginning on page 10.

What is the Board's voting recommendation?

The Board of Directors recommends that you vote your shares **FOR ALL** of the director nominees**.**

What if I do not specify on my proxy card how I want my shares voted?

If you execute and mail in your proxy card but do not specify on your proxy card how you want to vote your shares, your shares will be voted **FOR ALL** of the director nominees. In addition, although the Board of Directors is not aware of any other matters to be presented at the Annual Meeting, if any other matters are properly brought before the Annual Meeting, the individuals named in the enclosed proxy card (or their substitutes if they are unavailable) will vote the proxies in accordance with their judgment on those matters.

Can I change my vote?

Yes. You can change your vote or revoke your proxy at any time before your proxy is voted at the Annual Meeting. If you are the record owner of your shares, you can revoke your proxy by sending a signed written notice to the Company's President stating that you would like to revoke your proxy. Record holders can change their vote by submitting a new valid proxy bearing a later date, transmitting new voting instructions by telephone or the Internet, or by attending and voting their shares electronically at the virtual Annual Meeting as described above. See "How do I vote my shares? – Record Stockholders." However, attendance at the virtual Annual Meeting will not, in and of itself, constitute revocation of a previously executed proxy.

If you are not the record owner of your shares and your shares are held in "street name," you must contact your broker, bank or other nominee to find out how to change your vote.

What vote is required for a director to be elected?

The Company's directors are elected by plurality vote, meaning that the six director nominees receiving the greatest number of votes for election will be elected. A properly executed proxy marked to withhold a vote with respect to the election of one or more director nominees will not be voted with respect to the nominee or nominees indicated, although it will be counted for purposes of determining whether or not a quorum exists. Provided a quorum exists, failures to vote will not have any impact on the election of directors.

If my shares are held in street name, will my broker, bank or other nominee vote my shares for me?

No. If you hold your shares in "street name" through a broker, bank or other nominee, whether your broker, bank or other nominee may vote your shares in its discretion depends on the proposals before the Annual Meeting. The Company's Common Stock is listed for trading on the NYSE American. Under the rules of the NYSE American, if you do not provide your broker, bank or other nominee with voting instructions with respect to your shares, your broker, bank or other nominee will not have discretion to vote your shares for you on the election of directors or any other matters which may be considered at the Annual Meeting. Accordingly, it is important that "street name" holders give voting instructions to their broker, bank or other nominee by following the voting instructions received from their broker, bank or other nominee.

What are broker non-votes?

When a broker, bank or other nominee has discretion to vote on one or more proposals at a meeting but does not have discretion to vote on other matters at the meeting, the broker, bank or other nominee will inform the inspector of election that it does not have the authority to vote on certain matters with respect to shares held for beneficial owners who did not provide voting instructions on those matters. This is generally referred to as a "broker non-vote." Because brokers, banks and other nominees will not have discretion to vote on any items of business at the Annual Meeting if they have not received voting instructions from their clients, there will not be "broker non-votes" on any matter presented at the Annual Meeting.

Are there any other matters to be acted upon at the Annual Meeting?

The Company does not know of any matters to be presented or acted upon at the Annual Meeting other than the election of directors. If any other matter is presented at the Annual Meeting on which a vote may properly be taken, the shares represented by proxies will be voted in accordance with the judgment of the person or persons voting those shares.

CORPORATE GOVERNANCE

Board of Directors

Pursuant to the Company's Amended and Restated Bylaws and Delaware law, the Company's business and affairs are managed under the direction of the Company's Board of Directors. Directors are kept informed of the Company's business through discussions with management, including the Company's Chief Executive Officer and other officers, by reviewing materials provided to them, and by participating in meetings of the Board of Directors and its committees.

Controlled Company

The Company's Common Stock is listed for trading on the NYSE American. As described in further detail under "Certain Relationships and Related Transactions – Controlled Company" below, the Company's management, including Henry M. Nahmad, the Company's Chairman, Chief Executive Officer and President, and the Company's Board of Directors pursuant to stockholders agreements entered into in connection with business acquisitions previously effected by the Company, has the power to vote shares representing a majority of the total voting power of the Company. Accordingly, the Company is considered a "controlled company" under the rules of the NYSE American.

As a "controlled company," the Company is exempt from certain rules and requirements of the NYSE American related to corporate governance matters, including the rules requiring that (i) the Company's Board of Directors be comprised of at least a majority of independent directors, (ii) the compensation of the Company's executive officers be determined, or recommended to the Board of Directors for determination, either by a compensation committee comprised of independent directors or by a majority of the independent directors, and (iii) nominations for election to the Company's Board of Directors be either selected, or recommended for the Board of Directors' selection, by either a nominating committee comprised solely of independent directors or by a majority of the independent directors. However, the Company's Board of Directors is, and historically has been, comprised of a majority of independent directors. In addition, the Company has a standing Compensation Committee comprised solely of independent directors which, among other things, determines the compensation of the Company's Chief Executive Officer and determines, or recommends to the Board of Directors the determination of, the compensation of the Company's other executive officers.

Director Independence

The Company's Board of Directors has determined that David Blyer, Glen Kruger, Timothy P. LaMacchia and Hal M. Lucas, who together comprise a majority of the Board of Directors, are independent. For purposes of making its independence determinations, the Board of Directors used the definition of independence set forth in the rules of the NYSE American.

Meetings of the Board

The Company's Board of Directors met seven times during the fiscal year ended June 30, 2026 ("fiscal 2026") and, in addition, took certain actions by written consent without a meeting. Each member of the Board of Directors attended at least 75% of the meetings of the Board and committees on which he served during fiscal 2026.

It is the Company's policy that, absent extenuating circumstances, the Company's directors attend meetings of stockholders. All six of the Company's directors attended the Company's 2025 Annual Meeting of Stockholders.

Committees of the Board of Directors

Audit Committee

The Company's Board of Directors has a standing Audit Committee. The Audit Committee is comprised of Timothy P. LaMacchia, Chairman, and Glen Kruger. As permitted by the Audit Committee's charter and by the listing standards of the NYSE American due to the Company qualifying as a "smaller reporting company" under Regulation S-K promulgated by the SEC, the Audit Committee is permitted to be comprised of just two members.

The Board has determined that each member of the Audit Committee is "financially literate" and "independent" within the meaning of rules of the NYSE American (including, with respect to their independence, the additional independence requirements applicable to audit committee members thereunder) and applicable Securities and Exchange Commission ("SEC") rules and regulations. In addition, the Board has determined that Mr. LaMacchia qualifies as an "audit committee financial expert," as defined under Item 407 of Regulation S-K promulgated by the SEC. The Audit Committee held four meetings during fiscal 2026.

The Audit Committee operates under a written charter adopted by the Board. If the Audit Committee deems it to be appropriate, the Audit Committee may amend, or recommend to the full Board amendments to, the Audit Committee charter. The Audit Committee charter is posted in the "Investors – Governance – Governance Documents" section of the Company's website at *www.evi-ind.com*.

Pursuant to its charter, the Audit Committee provides assistance to the Board in fulfilling the Board's oversight responsibilities with respect to accounting, auditing, financial reporting practices and legal compliance. Under its charter, the Audit Committee reviews the financial reports and other financial information provided by the Company to the SEC, the Company's systems of internal control over financial reporting, and the Company's auditing, accounting and financial reporting processes generally. The Audit Committee also is responsible for the appointment and retention of, and the Audit Committee reviews and appraises the performance, qualifications and independence of, the Company's independent registered public accounting firm, and the Audit Committee approves the fees and other compensation paid to the Company's independent registered public accounting firm. In addition, the Board has designated the Audit Committee with the responsibility of overseeing and reporting to the Board on management's handling of cybersecurity risks and on the adequacy and effectiveness of the Company's cybersecurity risk management strategy. The Audit Committee is also responsible for, among other things, reviewing and, if it determines to be advisable, approving related party transactions required to be disclosed under Item 404 of Regulation S-K promulgated by the SEC. A report from the Audit Committee is included in this Proxy Statement on page 25.

Compensation Committee

The Company's Board of Directors has a standing Compensation Committee. The Compensation Committee is comprised of Hal M. Lucas, Chairman, and David Blyer. The Company's Board of Directors has determined that each member of the Compensation Committee is "independent," within the meaning of the rules of the NYSE American (including the additional independence requirements applicable to compensation committee members thereunder). The Compensation Committee met twice during fiscal 2026.

The Compensation Committee operates under a written charter adopted by the Board. If the Compensation Committee deems it to be appropriate, the Compensation Committee will recommend to the full Board changes to the Compensation Committee charter. The Compensation Committee charter is posted in the "Investors – Governance – Governance Documents" section of the Company's website at *www.evi-ind.com*.

Among other responsibilities set forth in its charter, the Compensation Committee determines the compensation, including base salary and incentive compensation, of the Company's Chief Executive Officer and, with the input and assistance of the Company's Chief Executive Officer, determines, or recommends to the full Board, the compensation, including base salary and incentive compensation, of the Company's other executive officers. The Company's executive compensation program is designed to align the interests of the Company's executive officers with those of stockholders, reward performance and long-term value creation, recognize the individual performance, skills and responsibilities of each executive officer, and attract, retain, motivate and reward executive officers who have the experience and ability to conceive and successfully execute the Company's business strategies. The Compensation Committee reviews the Company's executive compensation practices as considered to be necessary with a goal of assuring the fairness of the Company's executive compensation and its support of the strategic goals of the Company. The Compensation Committee also recommends to the full Board, with the input and assistance of the Company's Chief Executive Officer, the compensation of the Company's directors and, subject to any permitted delegation, administers the Company's equity incentive plans and employee stock purchase plan.

Pursuant to its charter, the Compensation Committee has the authority to retain consultants to assist the Compensation Committee in its evaluation of executive compensation, as well as the authority to approve any such consultant's fees and retention terms. As described in further detail below, the Compensation Committee engaged Pearl Meyer, a third party executive compensation consulting firm, to assist the Compensation Committee with respect to its review and determination of the compensation of Henry M. Nahmad, the Company's Chief Executive Officer, during September 2025.

No Standing Nominating Committee

As described above, as a "controlled company" under the rules of the NYSE American, nominees for director of the Company are not required to be selected or recommended to the Board by either a standing nominating committee comprised solely of independent directors or by a majority of the Company's independent directors. The Company does not have a standing nominating committee nor are directors required to be selected or recommended by a majority of the Company's independent directors. Instead, the full Board of Directors participates in the consideration of director nominees. The Board believes this structure to be appropriate because, as described above, the Company's management has voting power over a majority of the Company's outstanding Common Stock and, therefore, is in a position to control the election of the Company's directors. The Board does not have a charter governing its nomination process.

While the Board will consider nominees recommended by stockholders, it has not actively solicited recommendations from stockholders. Although the Board has not established specific minimum qualifications, or specific qualities or skills for prospective nominees, the Board, in evaluating director nominees, generally considers, among other things, a potential nominee's financial and business experience, educational background, understanding of the Company's business and industry, skills that would complement rather than duplicate skills of existing Board members, demonstrated ability in his or her professional field, integrity and reputation, willingness to work productively with other members of the Board and represent the interests of stockholders as a whole, and time availability to perform the duties of a director. The Board considers these factors in light of the then-current size and composition of the Board. Although the Company does not have a formal diversity policy and does not follow any ratio or formula with respect to diversity in order to determine the appropriate composition of the Board, when considering a prospective nominee, the Board will generally take into account diversity of skills, experience and other qualities of the nominee that the Board believes can contribute to the success of the Company. No weight is assigned to any of the factors described above, and the Board may change its emphasis on certain of these factors from time to time in light of the needs of the Company at the time. The Board will evaluate nominees of stockholders using the same criteria as it uses in evaluating other nominees to the Board.

See "Bylaw Advance Notice Procedures," "Stockholder Proposals Intended for Inclusion in the Company's Proxy Materials for its 2027 Annual Meeting of Stockholders" and "Universal Proxy Rules" under "Additional Information" below for information regarding timing and other requirements relating to stockholder proposals and director nominations.

Leadership Structure

The business of the Company is managed under the direction of the Company's Board of Directors, which is elected by the Company's stockholders. The fundamental responsibility of the Board is to lead the Company by exercising its business judgment to act in what each director believes to be the best interests of the Company and its stockholders.

The Company's Board of Directors does not have any formal policy on whether the same person should serve as both the Chief Executive Officer and Chairman of the Board, as the Board believes that it should have the flexibility to make this determination at any given point in time in the way that it believes best to provide appropriate leadership for the Company at that time. The Board's current leadership structure combines the position of Chairman and Chief Executive Officer. The Board believes that in the context of its current operating and business environment, the combined role of Chairman and Chief Executive Officer is appropriate because it results in unified leadership, accountability and continuity, promotes strategic development and execution, and facilitates communication between management and the Board. Henry M. Nahmad has held the dual position of Chairman and Chief Executive Officer since March 2015.

Risk Oversight

The Company's Board of Directors is responsible for overseeing management and the business and affairs of the Company, which includes the oversight of risk. This oversight is conducted at the Board level as well as through (i) the Audit Committee, which oversees the Company's systems of internal control over financial reporting, accounting, legal compliance and risk management, and has been designated by the Board with the responsibility of overseeing and reporting to the Board on management's handling of cybersecurity risks and on the adequacy and effectiveness of the Company's cybersecurity risk management strategy, and (ii) the Compensation Committee, which oversees compliance with the Company's executive compensation plans and related laws and policies, and reviews compensation arrangements in an effort to, among other things, ensure that they do not encourage unnecessary or excessive risk taking. The Board as a whole has responsibility for overseeing management's handling of the Company's strategic and operational risks. As appropriate throughout the year, senior management reports to the Board the risks that it believes may be material to the Company, including those disclosed in the Company's Annual Reports on Form 10-K and other reports filed with the SEC. The goal of these processes is to achieve serious and thoughtful Board-level attention to the nature of the material risks faced by the Company and the adequacy of the Company's risk management processes and systems. While the Board recognizes that the risks which the Company faces are not static and that it is not possible to identify or mitigate all risk and uncertainty all of the time, the Board believes that the Company's approach to managing its risks provides the Board with the proper foundation and oversight perspective with respect to management of the material risks faced by the Company.

Executive Sessions of Non-Management Directors

The independent directors of the Company's Board of Directors meet at least annually, or more often as they determine to be necessary or advisable, in executive session without the presence of non-independent directors and management.

Stockholder Communications with the Board of Directors

Stockholders may communicate directly with the Company's Board of Directors or one or more specific directors by sending a written communication to the Board or the director(s) to whom the communication is directed, c/o the Company's President, 4500 Biscayne Blvd., Suite 340, Miami, Florida 33137. Except for communications that are (i) advertisements or promotional communications, (ii) related solely to complaints by users of the Company's products or services that are ordinary course of business customer service and satisfaction issues or (iii) clearly unrelated to the Company's business, industry or management, or Board or committee matters, the Company's President will forward the communication to the Board or the director(s) to whom it is addressed, as the case may be, and, if the communication is not specifically addressed to any one director or group of directors, make the communication available to each member of the Board at the Board's next regularly scheduled meeting. Each stockholder writing should include a statement indicating that he, she or it is a stockholder of the Company.

Insider Trading Policy

The Company has adopted an Insider Trading Policy governing transactions in the Company's securities (including purchases, sales and other dispositions of the Company's securities) by directors, officers and employees of the Company and its subsidiaries, as well as certain affiliates of such individuals, which the Company believes is reasonably designed to promote compliance with insider trading laws, rules and regulations, and the exchange listing standards applicable to the Company. A copy of the Company's Insider Trading Policy is filed as Exhibit 19 to the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2026.

Code of Business Conduct and Ethics

The Company has adopted a Code of Business Conduct and Ethics that applies to all of its directors, officers and employees. The Code of Business Conduct and Ethics is supplemented by a Senior Financial Officer Code of Ethics that applies to the Company's Chief Executive Officer and any other senior financial officers. The Code of Business Conduct and Ethics and the Senior Financial Officer Code of Ethics are posted in the "Investors – Governance – Governance Documents" section of the Company's website at *www.evi-ind.com*. Any amendments to, or waivers of, the Code of Business Conduct and Ethics or Senior Financial Officer Code of Ethics (in each case, to the extent applicable to the Company's principal executive officer, principal financial officer or principal accounting officer) will be posted on the Company's website or made available by other appropriate means as required or permitted under applicable rules and regulations of the SEC and the NYSE American.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), requires the Company's directors, executive officers and 10% stockholders to file initial reports of ownership and reports of changes in ownership of the Company's Common Stock and other equity securities, if any, with the SEC and the NYSE American. The Company's directors, executive officers and 10% stockholders are required to furnish the Company with copies of all Section 16(a) reports they file. Based on a review of the copies of such reports furnished to the Company and written representations from the Company's directors and executive officers that no other reports were required, the Company believes that its directors, executive officers and 10% stockholders complied with all Section 16(a) filing requirements applicable to them for fiscal 2026.

PROPOSAL NO. 1 - ELECTION OF DIRECTORS

The Company's Amended and Restated Bylaws provide that the Board of Directors shall consist of no less than three or more than nine directors, and for each director to serve for a term expiring at the Company's next annual meeting of stockholders. The specific number of directors is set from time to time by resolution of the Board. The Board of Directors currently consists of six directors.

The Board has nominated all six of its incumbent directors, Henry M. Nahmad, David Blyer, Glen Kruger, Timothy P. LaMacchia, Hal M. Lucas and Dennis Mack, for re-election at the Annual Meeting. Each of the director nominees is nominated to serve for a term expiring at the Company's 2027 Annual Meeting of Stockholders and has consented to serve for his term. If any director nominee should become unavailable to serve as a director, the Board may designate a substitute nominee. In that case, the persons named as proxies will vote for the substitute nominee designated by the Board.

Nominees for Election as Directors
for Terms Expiring at the Company's 2027 Annual Meeting of Stockholders

HENRY M. NAHMAD

Henry Nahmad, age 47, has served as a director of the Company and as Chairman, Chief Executive Officer and President of the Company since March 2015. Prior to joining the Company, Mr. Nahmad served as Chief Executive Officer of Chemstar Corp., a provider of food safety and sanitation solutions, from July 2009 to March 2014. From 2001 to 2004 and from 2007 to 2009, Mr. Nahmad worked in various capacities at Watsco, Inc., the largest distributor of HVAC/R products. The Board believes that Mr. Nahmad's knowledge, leadership skills, business relationships, and experience, including with respect to growth from acquisitions and other strategic transactions, make Mr. Nahmad a valuable member of the Board and benefit the Company, including with respect to its business, operations and growth strategy.

DAVID BLYER

David Blyer, age 66, has served as a director of the Company since 1998. Since April 2017, Mr. Blyer has served as President and Chief Executive Officer of Arreva LLC, which provides software to serve the fundraising and donor relationship management needs of nonprofit organizations. Arreva is the successor by merger to DonorCommunity Inc., a company founded by Mr. Blyer which provided a software platform to non-profit organizations to assist in their operational and fundraising activities. Mr. Blyer served as President and Chief Executive Officer of DonorCommunity from August 2010 until the time of its merger with Telosa Software to form Arreva. Mr. Blyer was Co-Chairman of Stone Profiles LLC (formerly Profiles in Concrete, Inc.), a manufacturer and installer of architectural cast stone for the residential and commercial construction markets, from January 2005 until March 2010. From July 2002 until January 2005, Mr. Blyer was an independent consultant. Mr. Blyer was Chief Executive Officer and President of Vento Software, Inc., a developer of software for specialized business applications, from 1994, when he co-founded Vento, until November 1999, when Vento was acquired by SPSS Inc., a computer software company that developed and distributed technology for the analysis of data in decision-making and which merged with a subsidiary of IBM in 2010. From November 1999 until December 2000, Mr. Blyer served as Vice President of Vento and, from January 2001 until July 2002, he served as President of the Enabling Technology Division of SPSS. The Board believes that Mr. Blyer brings to the Board broad experience in developing sales and marketing strategies, in addition to business operations skills gained through his founding and running of a number of diverse companies as well as his leading of a division of SPSS, which at the time was a publicly-held company. Mr. Blyer has an MBA in finance.

GLEN KRUGER

Glen Kruger, age 51, has served as a director of the Company since December 2019. Since October 2023, Mr. Kruger has served as Managing Director, Technology & Services Investment Banking at Raymond James & Associates, a leading global investment bank with expertise in mergers and acquisitions, and capital markets. Mr. Kruger previously served as a Managing Director, Technology Investment Banking at Houlihan Lokey from November 2021, when Houlihan acquired his predecessor firm GCA Global, which he joined in 2017. He received a BSc in Mechanical Engineering from the University of Natal (South Africa) and an MBA from Babson College. The Board believes that Mr. Kruger is a valuable contributor to the Board based on, among other things, his experience and expertise with respect to the capital markets and merger and acquisition transactions.

TIMOTHY P. LaMACCHIA

Timothy P. LaMacchia, age 64, has served as a director of the Company since December 2017. Mr. LaMacchia is a private investor. He was a Partner at Ernst & Young LLP from 2002 until his retirement in June 2017. Prior to joining Ernst & Young LLP, Mr. LaMacchia was a Partner at Arthur Andersen LLP, where he was employed since 1986. The Board believes that Mr. LaMacchia provides meaningful insight to the Board and makes important contributions to the Audit Committee, including as a result of his finance and accounting background.

HAL M. LUCAS

Hal M. Lucas, age 47, has served as a director of the Company since 2015. Mr. Lucas is an attorney in private practice. Mr. Lucas has served as President of Lucas Business Law P.A. since January 2026. He was a founding partner of the law firm of Lucas Savitz P.L. (and its predecessor), where Mr. Lucas practiced from 2011 to 2025. Prior to that time, Mr. Lucas was an attorney at the law firm of Astigarraga Davis Mullins & Grossman, P.A. from 2008 to 2011 and at the law firm of Bilzin Sumberg Baena Price & Axelrod LLP from 2004 to 2008. Mr. Lucas also served as Of Counsel to Astigarraga Davis Mullins & Grossman, P.A. from 2011 to 2013. Since 2019, Mr. Lucas has also served as a director and President of South Tip Holdings, LLC, a Miami, Florida-based hemp and CBD producer. He is also CEO of 392 Farms LLC, an affiliate of South Tip Holdings. Mr. Lucas obtained his Juris Doctor degree from The University of Texas School of Law and a Bachelor's degree in economics and international relations from The Johns Hopkins University. The Board believes that Mr. Lucas' experience in legal and business matters gained from his career as a practicing attorney and executive positions benefits the Company and makes him a valuable asset to the Board.

DENNIS MACK

Dennis Mack, age 82, has served as a director of the Company since 2016. Mr. Mack served as Executive Vice President of the Company from October 2016, when he was appointed to such position in connection with the Company's acquisition of Western State Design at that time, until December 2023. He continues to serve the Company in a non-executive position as strategic advisor to the Company's Chief Executive Officer. Mr. Mack founded Western State Design in 1974 and served as its President from its inception through 2020. The Board believes that it benefits from Mr. Mack's knowledge of the commercial laundry industry as well as his understanding of the Company's operations, prospects, products, customers, suppliers and employees.

The Board of Directors Recommends that Stockholders Vote "For" the Election of All Six Director Nominees.

IDENTIFICATION OF EXECUTIVE OFFICERS

The following individuals are executive officers of the Company as of the date of this Proxy Statement:

Name	Position
Henry M. Nahmad	Chairman, Chief Executive Officer and President
Tom Marks	Executive Vice President, Business Development and President of West Region
Robert H. Lazar	Chief Financial Officer and Chief Accounting Officer

All executive officers serve until they resign or are replaced or removed by the Board of Directors. Set forth below is certain biographical information for Messrs. Marks and Lazar. Biographical information for Mr. Nahmad is set forth in "Proposal No. 1 – Election of Directors" above.

Tom Marks, age 67, has served as Executive Vice President of the Company since October 2016 when he was appointed to such position in connection with the Company's acquisition of Western State Design at that time. In December 2018, his corporate title was changed to Executive Vice President, Business Development and he was named President of the Company's West Region in January 2021. Mr. Marks has also been employed by Western State Design since 1987, including as Executive Vice President since 2007.

Robert H. Lazar, age 62, was appointed to serve as the Company's Chief Financial Officer in May 2017 after joining the Company as its Chief Accounting Officer and Vice President of Finance in January 2017. Mr. Lazar previously served as Chief Accounting Officer and Vice President of Finance for Steiner Leisure Limited, a provider of spa services and manufacturer and distributor of cosmetics, where he was employed since 2000. Prior to joining Steiner Leisure Limited, Mr. Lazar worked in various capacities at Arthur Andersen LLP, including as Senior Manager from 1995 to 2000.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Controlled Company

The Company's executive officers and directors, including the Company's Board of Directors pursuant to stockholders agreements entered into in connection with business acquisitions previously effected by the Company, may be deemed to beneficially own and have the power to vote a total of 7,762,078 shares of the Company's Common Stock, which represents approximately 52.9% of the total voting power of the Company. Included in these shares are a total of 5,371,585 shares which Henry M. Nahmad, the Company's Chairman, Chief Executive Officer and President, beneficially owns and has the power to vote, including (i) shares held directly by Mr. Nahmad, (ii) shares held by Symmetric Capital and Symmetric Capital II, which Mr. Nahmad, as the Manager of each such entity, has the power to vote, and (iii) restricted shares granted to Mr. Nahmad which he has the power to vote. Accordingly, the Company's management, including Mr. Nahmad and the Company's Board of Directors, collectively have the voting power to control the election of the Company's directors and any other matter requiring the affirmative vote or consent of a majority of the outstanding shares of the Company's Common Stock.

Related Person Transactions

Certain of the Company's subsidiaries lease warehouse and office space from one or more of the principals (or former principals) of the Company or its subsidiaries. These leases include the following:

On October 10, 2016, the Company's wholly-owned subsidiary, Western State Design, entered into a lease agreement pursuant to which it leases 17,600 square feet of warehouse and office space from an affiliate of Dennis Mack, a director and employee of the Company, and Tom Marks, Executive Vice President, Business Development and President of the West Region of the Company. The lease had an initial term of five years and provides for two successive three-year renewal terms at the option of the Company. The Company exercised its option to renew the lease for the first three-year renewal term, which commenced in October 2021, and the second three-year renewal term, which commenced in October 2024. Base rent for the first renewal term was $19,000 per month. Base rent for the second renewal term is $21,000 per month. In addition to base rent, Western State Design is responsible under the lease for costs related to real estate taxes, utilities, maintenance, repairs and insurance. Payments under this lease totaled approximately $252,000 and $244,000 during fiscal 2026 and the fiscal year ended June 30, 2025 ("fiscal 2025"), respectively.

On November 1, 2018, the Company's wholly-owned subsidiary, AAdvantage Laundry Systems, entered into a lease agreement pursuant to which it leases warehouse and office space from an affiliate of Mike Zuffinetti, former Chief Executive Officer of AAdvantage. Pursuant to the lease agreement, on January 1, 2019, the lease expanded to cover additional warehouse space. The lease had an initial term of five years and provides for two successive three-year renewal terms at the option of the Company. The Company exercised its option to renew the lease for the first three-year renewal term, which commenced in November 2023. Base rent for the initial term was $36,000 per month. Base rent for the first renewal term is $40,000 per month. In addition to base rent, AAdvantage is responsible under the lease for costs related to real estate taxes, utilities, maintenance, repairs and insurance. Payments under this lease totaled approximately $480,000 during fiscal 2026 and fiscal 2025.

On November 3, 2020, the Company's wholly-owned subsidiary, Yankee Equipment Systems, entered into a lease agreement pursuant to which it leases a total of 12,500 square feet of warehouse and office space from an affiliate of Peter Limoncelli, President of Yankee Equipment Systems. The lease had an initial term of three years and provides for three successive three-year renewal terms at the option of the Company. The Company exercised its option to renew this lease for the first three-year renewal term, which commenced in November 2023. Base rent for the initial term was $11,000 per month. Base rent for the first year of the renewal term was $12,500 per month. Base rent for the second year of the renewal term is $12,750 per month. Base rent for the third year of the renewal term is $13,000 per month. In addition to base rent, Yankee Equipment Systems is responsible under the lease for costs related to real estate taxes, utilities, maintenance, repairs and insurance. Payments under this lease totaled approximately $155,000 and $152,000 during fiscal 2026 and fiscal 2025, respectively.

On September 1, 2026, the Company's wholly-owned subsidiaries through which the Sudsies' business is operated, Garment Care Services FL, LLC, GCS 112-114 Plant FL, LLC and GCS 12711 Plant FL, LLC, entered into lease agreements under which they lease a total of approximately 15,431 square feet of retail and plant space, at four locations in South Florida from affiliates of Jason Loeb, President of the Company's garment care services division. Each lease has an initial term expiring on December 31, 2031 and provides for two automatic successive three-year renewal terms, unless the Company elects not to renew. Initial base rent under the four leases totals approximately $88,800 per month and increases 4% each January 1. Beginning in 2032, the base rent resets every three years to the greater of a 4% increase or fair market rent. In addition to base rent, Sudsies is responsible under the leases for costs related to real estate taxes, utilities, maintenance, repairs and insurance.

NAMED EXECUTIVE OFFICER COMPENSATION

Summary Compensation Table

The following table sets forth certain summary information concerning compensation which, for the fiscal years ended June 30, 2026 and 2025, the Company paid to, or accrued on behalf of, Henry M. Nahmad, the Company's Chairman, Chief Executive Officer and President, and Tom Marks and Robert H. Lazar, the Company's next two highest paid executive officers during the fiscal year ended June 30, 2026. Messrs. Nahmad, Marks and Lazar are sometimes hereinafter referred to individually as a "Named Executive Officer" and collectively as the "Named Executive Officers."

Name and Principal Positions(1)	Fiscal Year	Salary(2)	Bonus(3)	Stock Awards(4)	Option Awards	Non-Equity Incentive Plan Compen-sation	Change in Pension Value and Nonqualified Deferred Compensation Earnings	All Other Compensation	Total
Henry M. Nahmad	2026	$ 686,539	$ 850,000	$ 4,899,980	-	-	-	$ 58,160(5)	$ 6,494,679
Chairman, Chief Executive Officer and President	2025	$ 650,000	$ 650,000	$ 3,999,997	-	-	-	$ 50,838(5)	$ 5,350,835
Tom Marks	2026	$ 400,000	$ 300,000	$ 399,990	-	-	-	$ 10,500	$ 1,110,490
Executive Vice President, Business Development and President of West Region	2025	$ 400,000	$ 300,000	$ 399,988	-	-	-	$ 10,350	$ 1,110,338
Robert H. Lazar	2026	$ 300,000	$ 90,000	$ 249,973	-	-	-	$ 6,500	$ 646,473
Chief Financial Officer and Chief Accounting Officer	2025	$ 300,000	$ 60,000	$ 249,985	-	-	-	$ 6,500	$ 616,485

(1) The Company does not have an employment agreement with any of the Named Executive Officers. The compensation of the Named Executive Officers is determined by the Compensation Committee of the Board of Directors. Each Named Executive Officer receives an annual base salary and may receive bonuses, in cash and/or equity awards, pursuant to bonus plans which may be established from time to time by the Compensation Committee or otherwise at the discretion of the Compensation Committee. The Named Executive Officers are also provided certain benefits, including health and welfare benefits and the right to participate in the Company's participatory Section 401(k) Profit Sharing Plan described below on the same basis as the Company's other employees.

(2) Represents the annual base salary paid to the Named Executive Officer during the applicable fiscal year. Each Named Executive Officer's annual base salary is subject to adjustment from time to time at the discretion of the Compensation Committee. On September 29, 2025, Mr. Nahmad's annual base salary was increased from $650,000 to $700,000. Effective October 1, 2026, Mr. Nahmad's annual base salary was increased from $700,000 to $750,000.

(3) Represents discretionary cash bonuses paid upon the approval of the Compensation Committee, in each case, based upon a subjective evaluation of the performance of the Company and the applicable Named Executive Officer. See "Chief Executive Officer Compensation" below for information with respect to the bonuses paid to Mr. Nahmad, including the factors considered by the Compensation Committee in approving such bonuses and the restricted stock awards granted to Mr. Nahmad (as described in footnote 4 below). With respect to the bonuses paid to Mr. Marks and Mr. Lazar and the restricted stock units and awards granted to Mr. Marks and Mr. Lazar, respectively (as described in footnote 4 below), the Compensation Committee considered, among other things, the recommendations of Mr. Nahmad and the performance, financial condition and achievements of the Company. The bonus amount for Mr. Marks for each of fiscal 2026 and 2025 is comprised of a $150,000 discretionary cash bonus and a quarterly cash bonus of $37,500 (or a total of $150,000 of quarterly cash bonuses during each such fiscal year). The payment of the quarterly cash bonus to Mr. Marks is at the discretion of the Compensation Committee and may be modified or terminated at any time by the Compensation Committee.

(4) Represents the aggregate grant date fair value of (i) in the case of Mr. Nahmad, a restricted stock award of 173,635 shares of the Company's Common Stock granted to Mr. Nahmad during September 2025 (which is included in Mr. Nahmad's compensation for fiscal 2026) and a restricted stock award of 248,447 shares of the Company's Common Stock granted to Mr. Nahmad during September 2024 (which is included in Mr. Nahmad's compensation for fiscal 2025), (ii) in the case of Mr. Marks, 14,174 restricted stock units granted to Mr. Marks during September 2025, each of which represents a contingent right to receive one share of the Company's Common Stock upon vesting (which is included in Mr. Marks' compensation for fiscal 2026), and 24,844 restricted stock units granted to Mr. Marks during September 2024, each of which represents a contingent right to receive one share of the Company's Common Stock upon vesting (which is included in Mr. Marks' compensation for fiscal 2025), and (iii) in the case of Mr. Lazar, a restricted stock award of 8,858 shares of the Company's Common Stock granted to Mr. Lazar during September 2025 (which is included in Mr. Lazar's compensation for fiscal 2026) and a restricted stock award of 15,527 shares of the Company's Common Stock granted to Mr. Lazar during September 2024 (which is included in Mr. Lazar's compensation for fiscal 2025). Additional information regarding these grants, including the vesting schedules, is set forth below under "Outstanding Equity Awards at June 30, 2026" and, in the case of the grant to Mr. Nahmad, "Chief Executive Officer Compensation." Assumptions used in the calculation of the grant date fair value of the restricted stock awards and units are included in Note 17 to the Company's audited consolidated financial statements contained in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2026. Due to the long-term vesting of a majority of these restricted stock awards and units (subject to potential vesting acceleration under certain circumstances) and the risk of forfeiture until vesting, the present value of the restricted stock awards and units is significantly less than the grant date fair value presented in the table. Each equity award described above was made under the Company's 2015 Equity Incentive Plan, as amended (the "2015 Equity Incentive Plan"), upon the approval of the Compensation Committee. The 2015 Equity Incentive Plan expired as to the ability to grant future awards under such plan during November 2025. Subsequent equity awards, including those granted during September 2026 (as described below), have been granted under the Company's 2025 Equity Incentive Plan (the "2025 Equity Incentive Plan" and, together with the 2015 Equity Incentive Plan, the "Equity Incentive Plans").

(5) Includes $41,058 and $34,386 of payments for a vehicle lease during fiscal 2026 and fiscal 2025, respectively.

During September 2026, the Company, upon the approval of the Compensation Committee, (i) paid discretionary cash bonuses of $1,000,000 to Mr. Nahmad, $150,000 to Mr. Marks and $90,000 to Mr. Lazar, and (ii) granted (a) a restricted stock award of 248,352 shares of the Company's Common Stock to Mr. Nahmad, (b) 20,273 restricted stock units to Mr. Marks, each of which represents a contingent right to receive one share of the Company's Common Stock upon vesting, and (c) a restricted stock award of 12,671 shares of the Company's Common Stock to Mr. Lazar. The shares of restricted stock granted to Mr. Nahmad and Mr. Lazar and the restricted stock units granted to Mr. Marks are in each case scheduled to vest 50% on the ten-year anniversary of the grant date and 50% in four equal annual installments commencing in September 2027, subject to the terms and conditions of the Company's 2025 Equity Incentive Plan and the related restricted stock award or unit agreement, as the case may be. These cash bonuses and restricted stock awards and units are not reflected in the Summary Compensation Table above but will be included in the applicable Named Executive Officer's compensation for the fiscal year ending June 30, 2027. In making the compensation decisions with respect to Mr. Marks and Mr. Lazar, the Compensation Committee considered, among other things, the recommendations of Mr. Nahmad, the current and past compensation of Mr. Marks and Mr. Lazar, and their respective performance and the performance of the Company during fiscal 2026. In addition to approving the discretionary cash bonus and restricted stock award granted to Mr. Nahmad, the Compensation Committee also approved an increase in Mr. Nahmad's annual base salary from $700,000 to $750,000, effective October 1, 2026. See "Chief Executive Officer Compensation" below for additional information with respect to the compensation of Mr. Nahmad.

Chief Executive Officer Compensation

The compensation of Henry M. Nahmad, the Company's Chief Executive Officer, is determined by the Compensation Committee. Mr. Nahmad receives an annual base salary and may receive bonuses, in cash and/or equity awards, pursuant to bonus plans which may be established from time to time by the Compensation Committee or otherwise at the discretion of the Compensation Committee. He is also provided certain benefits, including health and welfare benefits and the right to participate in the Company's participatory Section 401(k) Profit Sharing Plan described below, on the same basis as the Company's other employees.

On September 29, 2025, Mr. Nahmad's annual base salary was increased from $650,000 to $700,000. As described above, effective October 1, 2026, Mr. Nahmad's annual base salary was increased to $750,000.

During September 2024, the Company paid to Mr. Nahmad a discretionary cash bonus of $650,000 and granted to Mr. Nahmad a restricted stock award of 248,447 shares of the Company's Common Stock. Subject to the terms and conditions of the Company's 2015 Equity Incentive Plan and the related restricted stock award agreement, 50% of the restricted shares will cliff vest on the tenth anniversary of the grant date and 50% of the restricted shares are scheduled to vest in four equal annual installments, with the first two installments having vested in September 2025 and September 2026. In approving the bonus and restricted stock award grant, the Compensation Committee considered, among other things, the current and past compensation of Mr. Nahmad and the achievements of the Company under the leadership and direction of Mr. Nahmad, including with respect to its financial performance, business acquisitions, technology and modernization investments and initiatives, supplier relationships and investor relations.

During September 2025, the Company paid to Mr. Nahmad a discretionary cash bonus of $850,000 and granted to Mr. Nahmad a restricted stock award of 173,635 shares of the Company's Common Stock. Subject to the terms and conditions of the Company's 2015 Equity Incentive Plan and the related restricted stock award agreement, 50% of the restricted shares will cliff vest on the tenth anniversary of the grant date and 50% of the restricted shares are scheduled to vest in four equal annual installments, with the first installment having vested in September 2026. In approving the bonus and restricted stock award grant (as well as the base salary increase described above), the Compensation Committee considered, among other things, the report of Pearl Meyer, a third party executive compensation consulting firm engaged by the Compensation Committee to assist it with respect to its review and determination of the compensation of Mr. Nahmad, as the Company's Chief Executive Officer, as well as the current and past compensation of Mr. Nahmad and his and the Company's performance and achievements during fiscal 2025.

In addition, as previously described, during September 2026, the Company paid to Mr. Nahmad a discretionary cash bonus of $1,000,000 and granted to Mr. Nahmad a restricted stock award of 248,352 shares of the Company's Common Stock. Subject to the terms and conditions of the Company's 2025 Equity Incentive Plan and the related restricted stock award agreement, 50% of the restricted shares will cliff vest on the tenth anniversary of the grant date and 50% of the restricted shares are scheduled to vest in four equal annual installments beginning in September 2027. In approving the bonus and restricted stock award grant (as well as the base salary increase described above), the Compensation Committee considered, among other things, the current and past compensation of Mr. Nahmad, the achievements of the Company during fiscal 2026, including with respect to the Company's buy-and-build growth strategy and technology, business optimization and other initiatives, and Mr. Nahmad's role and contributions with respect thereto.

See "Compensation Plans and Arrangements" below for information regarding the accelerated vesting of restricted stock awards in the event of Mr. Nahmad's death or Disability (as defined in his restricted stock award agreements) and the potential accelerated vesting in connection with any Change in Control of the Company (as defined in the Company's Equity Incentive Plans).

Outstanding Equity Awards at June 30, 2026

The following table sets forth certain information regarding restricted stock awards (or, in the case of Tom Marks only, restricted stock units) of the Company's Common Stock held by the Named Executive Officers as of June 30, 2026. Other than as set forth below, none of the Named Executive Officers held any restricted stock awards, restricted stock units or other equity-based awards, including stock options, of the Company at June 30, 2026.

	Stock Awards(1)			
Name	Number of shares or units of stock that have not vested (#)	Market value of shares or units of stock that have not vested ($)	Equity incentive plan awards: Number of unearned shares, units or other rights that have not vested (#)	Equity incentive plan awards: Market or payout value of unearned shares, units or other rights that have not vested ($)
Henry M. Nahmad	311,071 (2)	$ 4,597,629	-	-
	311,071 (2)	$ 4,597,629	-	-
	84,688 (3)	$ 1,251,689	-	-
	58,270 (4)	$ 861,231	-	-
	126,518 (5)	$ 1,869,936	-	-
	124,999 (6)	$ 1,847,485	-	-
	217,391 (7)	$ 3,213,039		
	173,635 (8)	$ 2,566,325		
Tom Marks	37,500 (9)	$ 554,250	-	-
	25,303(10)	$ 373,978	-	-
	13,889(11)	$ 205,279	-	-
	21,738(12)	$ 321,288		
	14,174(13)	$ 209,492		
Robert H. Lazar	18,088(14)	$ 267,341	-	-
	4,062(15)	$ 60,036	-	-
	7,727(16)	$ 114,205	-	-
	12,652(17)	$ 186,997	-	-
	4,166(18)	$ 61,573	-	-
	2,683(19)	$ 39,655	-	-
	13,586(20)	$ 200,801	-	-
	8,858(21)	$ 130,921	-	-

(1) The stock awards for each of Mr. Nahmad and Mr. Lazar represent restricted shares of the Company's Common Stock. The stock awards for Mr. Marks represent restricted stock units, each of which represents a contingent right to receive one share of the Company's Common Stock upon vesting. The vesting schedules set forth in the following footnotes are as of June 30, 2026 and, in each case, are subject to the terms and conditions of the applicable Company Equity Incentive Plan and the related restricted stock award agreement or restricted stock unit agreement, as the case may be, including as described under "Compensation Plans and Arrangements" below.

(2) These restricted shares are scheduled to vest on November 5, 2040, the date on which Mr. Nahmad will reach the age of 62.

(3) 67,751 of these restricted shares are scheduled to vest on November 5, 2040. As of June 30, 2026, the balance of these restricted shares was scheduled to vest in two remaining equal installments during October 2026 (which installment has since vested) and October 2027.

(4) 46,616 of these restricted shares are scheduled to vest on November 5, 2040. As of June 30, 2026, 11,654 of these restricted shares were scheduled to vest in two remaining equal installments during October 2026 (which installment has since vested) and October 2027.

(5) 101,215 of these restricted shares are scheduled to vest on September 27, 2032. As of June 30, 2026, the balance of these restricted shares was scheduled to vest, and they did vest, during September 2026.

(6) 83,333 of these restricted shares are scheduled to vest on October 9, 2033. As of June 30, 2026, the balance of these restricted shares was scheduled to vest in two remaining equal installments during October 2026 (which installment has since vested) and October 2027.

(7) 124,223 of these restricted shares are scheduled to vest on September 11, 2034. As of June 30, 2026, the balance of these restricted shares was scheduled to vest in three equal installments during September 2026 (which installment has since vested), September 2027, and September 2028.

(8) 86,817 of these restricted shares are scheduled to vest on September 11, 2035. As of June 30, 2026, the balance of these restricted shares was scheduled to vest in four equal installments during September 2026 (which installment has since vested), September 2027, September 2028, and September 2029.

(9) 30,000 of these restricted stock units are scheduled to vest on November 3, 2030. As of June 30, 2026, the balance of these restricted stock units was scheduled to vest in two remaining equal installments during October 2026 (which installment has since vested) and October 2027.

(10) 20,243 of these restricted stock units are scheduled to vest on September 27, 2032. As of June 30, 2026, the balance of these restricted stock units was scheduled to vest, and they did vest, during September 2026.

(11) 9,259 of these restricted stock units are scheduled to vest on October 9, 2033. As of June 30, 2026, the balance of these restricted stock units was scheduled to vest in two remaining equal installments during October 2026 (which installment has since vested) and October 2027.

(12) 12,422 of these restricted stock units are scheduled to vest on September 11, 2034. As of June 30, 2026, the balance of these restricted stock units was scheduled to vest in three equal installments during September 2026 (which installment has since vested), September 2027, and September 2028.

(13) 7,087 of these restricted stock units are scheduled to vest on September 11, 2035. As of June 30, 2026, the balance of these restricted stock units was scheduled to vest in four equal installments during September 2026 (which installment has since vested), September 2027, September 2028, and September 2029.

(14) These restricted shares are scheduled to vest on June 2, 2027.

(15) 3,250 of these restricted shares are scheduled to vest on October 28, 2029. As of June 30, 2026, the balance of these restricted shares was scheduled to vest in two remaining equal installments during October 2026 (which installment has since vested) and October 2027.

(16) 7,727 of these restricted shares are scheduled to vest on September 10, 2031.

(17) 10,121 of these restricted shares are scheduled to vest on September 27, 2032. As of June 30, 2026, the balance of these restricted shares was scheduled to vest, and they did vest, during September 2026.

(18) 2,778 of these restricted shares are scheduled to vest on October 9, 2033. As of June 30, 2026, the balance of these restricted shares was scheduled to vest in two remaining equal installments during October 2026 (which installment has since vested) and October 2027.

(19) 1,789 of these restricted shares are scheduled to vest on October 10, 2033. As of June 30, 2026, the balance of these restricted shares was scheduled to vest in two remaining equal installments during October 2026 (which installment has since vested) and October 2027.

(20) 7,763 of these restricted shares are scheduled to vest on September 11, 2034. As of June 30, 2026, the balance of these restricted shares was scheduled to vest in three equal installments during September 2026 (which installment has since vested), September 2027, and September 2028.

(21) These restricted shares are scheduled to vest on September 11, 2035.

As previously described, in addition to the restricted stock awards and units set forth in the table above, during September 2026, the Company, upon the approval of the Compensation Committee, granted (a) a restricted stock award of 248,352 shares of the Company's Common Stock to Mr. Nahmad, (b) 20,273 restricted stock units to Mr. Marks, each of which represents a contingent right to receive one share of the Company's Common Stock upon vesting, and (c) a restricted stock award of 12,671 shares of the Company's Common Stock to Mr. Lazar. The shares of restricted stock granted to Mr. Nahmad and Mr. Lazar and the restricted stock units granted to Mr. Marks are in each case scheduled to vest 50% on the ten-year anniversary of the grant date and 50% in four equal annual installments commencing in September 2027, subject to the terms and conditions of the Company's 2025 Equity Incentive Plan and the related restricted stock award or unit agreement, as the case may be.

Compensation Plans and Arrangements

As described above, no Named Executive Officer is a party to an employment agreement with the Company. In addition, the Company has no plans or arrangements with any Named Executive Officer which provide for the payment of retirement benefits, or benefits that would be paid primarily following retirement, other than the Company's participatory Section 401(k) Profit Sharing Plan, a deferred compensation plan under which the Company currently matches 50% of employee contributions up to 6% of an eligible employee's yearly compensation on a discretionary basis. Such compensation is tax deferred under Section 401(k) of the Internal Revenue Code of 1986, as amended (the "Code"). Further, the Company has no contracts, agreements, plans or arrangements that provide for the payment in the future to any Named Executive Officer following or in connection with his resignation, termination of employment, or a change in control of the Company. However, outstanding restricted stock awards and units of the Company's Common Stock, including those granted to the Named Executive Officers, will accelerate and immediately vest, to the extent not previously vested or forfeited, in the event of the award holder's death or Disability (as defined in the restricted stock award or unit agreements). In addition, pursuant to the Company's Equity Incentive Plans, all outstanding awards under the Company's Equity Incentive Plans will immediately vest or become exercisable upon a Change in Control (as defined in the applicable Company Equity Incentive Plans), subject to an exception with respect to awards held by Mr. Nahmad under certain circumstances (in which case the Compensation Committee would continue to have the discretion to cause the awards held by Mr. Nahmad to immediately vest or become exercisable, as the case may be, upon the occurrence of such Change in Control). In the event that vesting is accelerated, any unrecognized stock-based compensation expense would be immediately recognized. Had the restricted stock awards and units held by the Named Executive Officers as of June 30, 2026 vested upon their death or Disability or upon a Change in Control of the Company, in each case, occurring on June 30, 2026, the value of the accelerated vesting would have been approximately $23.5 million (based on the closing price of the Company's Common Stock on the NYSE American on June 30, 2026) and the Company would have recognized approximately $25.5 million of stock-based compensation.

Pay Versus Performance

As required by Item 402(v) of Regulation S-K, the Company is providing the following information about the relationship between executive compensation actually paid and certain financial performance of the Company. For the most recently completed fiscal year, the Company did not use any "financial performance measures" as defined in Item 402(v) of Regulation S-K to link compensation paid to the Named Executive Officers to the Company's performance.

Pay Versus Performance Table

The following table sets forth information concerning the compensation of the Named Executive Officers for each of the fiscal years ended June 30, 2026, 2025 and 2024, and the financial performance of the Company for each such fiscal year.

Pay Versus Performance

Year (a)	Summary Compensation Table Total for CEO (b)(1)	Compensation Actually Paid to CEO (c)(2)(4)	Average Summary Compensation Table Total for Non-CEO NEOs (d)(1)	Average Compensation Actually Paid to Non-CEO NEOs (e)(2)(4)	Value of Initial Fixed $100 Investment Based on Total Shareholder Return ("TSR") (f)(3)	Net Income (g)
2026	$ 6,494,679	$ (3,345,149)	$ 878,482	$ 278,878	$ 70	$ 7,718,000
2025	$ 5,350,835	$ 10,394,889	$ 863,412	$ 1,231,349	$ 102	$ 7,498,000
2024	$ 5,914,510	$ 2,104,643	$ 905,138	$ 643,094	$ 87	$ 5,646,000

(1) The Company's CEO for the fiscal years ended June 30, 2026, 2025 and 2024 is Henry M. Nahmad, and its Non-CEO NEOs for whom the average compensation is presented in this table for such fiscal years are Tom Marks and Robert H. Lazar.

(2) Compensation actually paid to the Company's NEOs represents the "Total" compensation reported in the Summary Compensation Table for the applicable fiscal year, as adjusted as follows:

	2026		2025		2024	
Adjustments	CEO	Average Non-CEO NEOs	CEO	Average Non-CEO NEOs	CEO	Average Non-CEO NEOs
Deduction for amounts reported under the "Stock Awards" column in the Summary Compensation Table for applicable fiscal year	$ (4,899,980)	$ (324,982)	$ (3,999,997)	$ (324,987)	$ (4,500,009)	$ (375,015)
Fair value of awards granted during applicable fiscal year that remained unvested as of applicable fiscal year end, determined as of applicable fiscal year end	$ 2,566,325	$ 170,206	$ 5,423,598	$ 440,650	$ 3,153,340	$ 261,597
Increase (deduction) for awards granted during prior fiscal year that were outstanding and unvested as of applicable fiscal year end, determined based on change in fair value from prior fiscal year end to applicable fiscal year end	$ (8,699,756)	$ (568,914)	$ 3,156,826	$ 215,771	$ (3,037,976)	$ (210,661)
Increase (deduction) for awards granted during prior fiscal year that vested during applicable fiscal year, determined based on change in fair value from prior fiscal year end to vesting date	$ 706,554	$ 90,413	$ 29,171	$ 4,756	$ 246,595	$ 38,937
Dollar value of any dividends (or dividend equivalents) or other earnings paid on unvested awards during the fiscal year that are not otherwise reflected in the fair value of the award or in any other component of total compensation	$ 487,029	$ 33,673	$ 434,456	$ 31,747	$ 328,183	$ 23,098
Total Adjustments	**$ (9,839,828)**	**$ (599,604)**	**$ 5,044,054**	**$ 367,937**	**$ (3,809,867)**	**$ (262,044)**

(3) Cumulative TSR is calculated by dividing the sum of the cumulative amount of dividends for the measurement period, assuming dividend reinvestment, and the difference between the Company's share price at the end and the beginning of the measurement period by the Company's share price at the beginning of the measurement period. During October 2023, the Company paid a special cash dividend on its common stock of $0.28 per share. During October 2024, the Company paid a special cash dividend on its common stock of $0.31 per share. During October 2025, the Company paid a special cash dividend on its common stock of $0.33 per share.

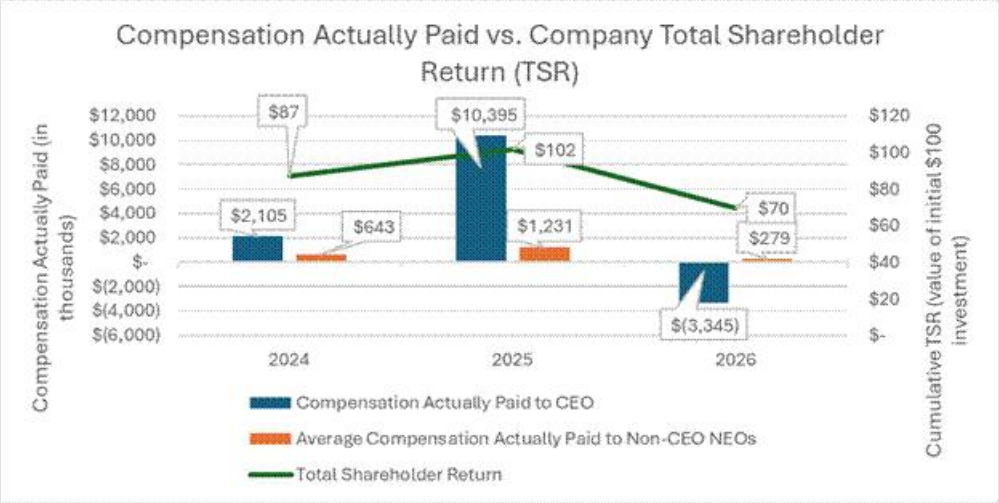
(4) Compensation actually paid for fiscal 2024 and 2025 has been revised from the amounts reported in the Company's 2025 proxy statement to correct a calculation error. For awards granted during the fiscal year that remained unvested at fiscal year end, the prior calculation used the change in fair value from grant date to year end, rather than the full year-end fair value.

Relationship Between Financial Performance Measures

While the Company utilizes several performance measures in order to align executive compensation with Company performance, all of those Company measures are not presented in the Pay Versus Performance table above. Moreover, the Company generally seeks to incentivize long-term performance, and therefore does not specifically align the Company's performance measures with compensation actually paid (which, for all purposes hereof, shall be as computed in accordance with SEC rules) for a particular year. In accordance with SEC rules, the Company is providing the following descriptions of the relationships between information presented in the Pay Versus Performance table.

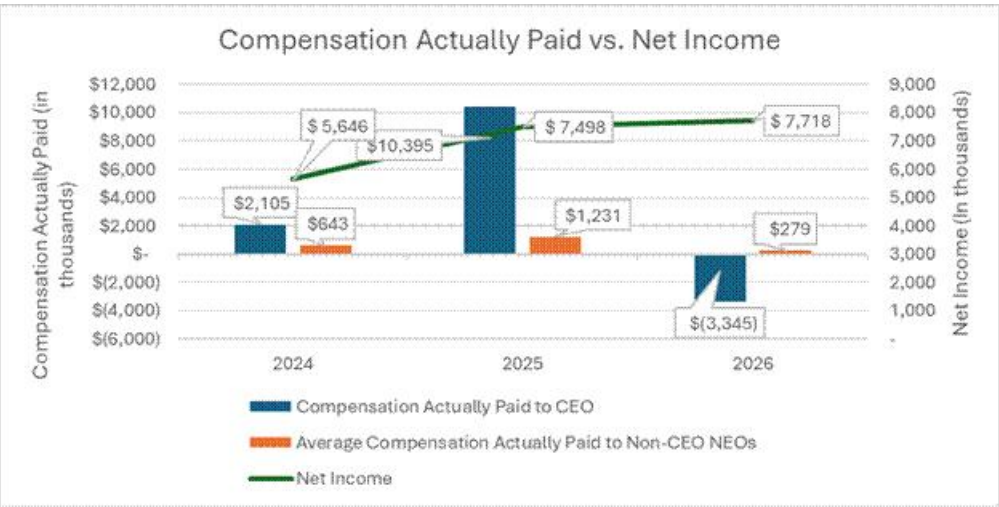
Compensation Actually Paid and Cumulative Total Shareholder Return

The following chart sets forth the relationship between the compensation actually paid to the Company's Chief Executive Officer, the average of the compensation actually paid to the other Named Executive Officers, and the Company's cumulative total shareholder return over the three most recently completed fiscal years.



Compensation Actually Paid and Net Income

The following chart sets forth the relationship between the compensation actually paid to the Company's Chief Executive Officer, the average of the compensation actually paid to the other Named Executive Officers, and the Company's net income for the three most recently completed fiscal years.



DIRECTOR COMPENSATION

The Compensation Committee, with the input and assistance from the Company's Chief Executive Officer, recommends director compensation to the full Board of Directors. The Board of Directors approves director compensation based on factors it considers to be appropriate, market conditions and trends, and the recommendation of the Compensation Committee.

The compensation program for the Company's non-employee directors is intended to assist the Company in attracting and retaining qualified directors, reward non-employee directors for their service on the Board and its committees through both equity awards and cash fees, and align the interests of the non-employee directors with those of stockholders. Pursuant to the program, each non-employee director currently receives an annual grant of $50,000 of restricted stock units (based on the closing price of the Company's Common Stock on the date of grant), which generally vest in four equal annual installments beginning on the first anniversary of the grant date. Each restricted stock unit represents a contingent right to receive one share of the Company's Common Stock upon vesting. In addition, the Company's compensation program for its non-employee directors includes a cash component, pursuant to which (i) each non-employee director currently receives an annual cash fee of $5,000, (ii) the Chairman of the Audit Committee currently receives an additional annual cash fee of $20,000, (iii) each other member of the Audit Committee currently receives an additional annual cash fee of $5,000, (iv) the Chairman of the Compensation Committee currently receives an additional annual cash fee of $10,000, and (v) each other member of the Compensation Committee currently receives an additional annual cash fee of $7,000. Board members may also receive cash fees to compensate them for their service with respect to special committee assignments.

The Company does not provide any tax gross-ups to its non-employee directors, all of whom are responsible for their respective tax obligations relating to their compensation for Board and committee service. Directors are also reimbursed for their reasonable out-of-pocket expenses incurred in connection with performing their duties. Directors of the Company who are also employees of the Company do not receive compensation for their service as directors, but are reimbursed for their reasonable out-of-pocket expenses incurred in connection with performing their duties as directors.

Director Compensation Table – Fiscal 2026

The following table sets forth certain information regarding the compensation paid to the Company's non-employee directors during fiscal 2026 in consideration for their service on the Board and its committees during the year.

Name	Fees Earned or Paid in Cash	Stock Awards(1)	Option Awards	Non-Equity Incentive Plan Compensation	Change in Pension Value and Nonqualified Deferred Compensation Earnings	All Other Compensation	Total
David Blyer	$ 12,000	$ 50,000	—	—	—	—	$ 62,000
Glen Kruger	$ 10,000	$ 50,000	—	—	—	—	$ 60,000
Timothy P. LaMacchia	$ 25,000	$ 50,000	—	—	—	—	$ 75,000
Hal M. Lucas	$ 15,000	$ 50,000	—	—	—	—	$ 65,000

(1) Represents the grant date fair value of 2,211 restricted stock units granted to each of directors Blyer, Kruger, LaMacchia and Lucas during December 2025. The restricted stock units are scheduled to vest in equal annual installments on the first, second, third and fourth anniversary of the grant date. Assumptions used in the calculation of the grant date fair value of these restricted stock units are included in Note 17 to the Company's audited consolidated financial statements contained in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2026.

AUDIT COMMITTEE REPORT

The following Audit Committee Report shall not be deemed to be "soliciting material" or to be "filed" with the SEC or subject to Regulation 14A or 14C promulgated by the SEC, other than as provided in Item 407 of Regulation S-K promulgated by the SEC, or to the liabilities of Section 18 of the Exchange Act, except to the extent that the Company specifically requests that the following Audit Committee Report be treated as "soliciting material" or specifically incorporates it by reference into a document filed under the Securities Act or the Exchange Act.

The Audit Committee of the Company's Board of Directors reviewed and discussed the Company's audited consolidated financial statements for the fiscal year ended June 30, 2026 with management and BDO USA, P.C. ("BDO"), the Company's independent registered public accounting firm.

Management has primary responsibility for the Company's financial statements and the overall financial reporting process, including the Company's system of internal controls. The Company's independent registered public accounting firm audits the annual financial statements prepared by management, expresses an opinion as to whether those financial statements present fairly, in all material respects, the financial position, results of operations and cash flows of the Company in conformity with accounting principles generally accepted in the United States of America, and discusses with the Audit Committee its independence and any other matters that it is required to discuss with the Audit Committee or that it believes should be raised with it. The Audit Committee oversees these processes, although it must rely on information provided to it and on the representations made by management and the Company's independent registered public accounting firm.

The Audit Committee met with BDO, with and without management present, to discuss the results of BDO's examinations, BDO's evaluations of the Company's internal controls and the overall quality of the Company's financial reporting. The Audit Committee also discussed with BDO the matters required to be discussed pursuant to PCAOB Auditing Standard 1301, "Communications with Audit Committees" and the rules of the SEC.

The Audit Committee received the written disclosures and the letter from BDO required by applicable requirements of the Public Company Accounting Oversight Board regarding BDO's communications with the Audit Committee concerning independence, and the Audit Committee discussed BDO's independence from the Company with BDO. When considering BDO's independence, the Audit Committee considered whether BDO's provision of services to the Company was compatible with maintaining its independence. The Audit Committee also reviewed, among other things, the amount of fees paid to BDO for audit and non-audit services.

Based on the Audit Committee's review and these meetings, discussions and reports, the Audit Committee recommended to the Board of Directors that the Company's audited consolidated financial statements for the fiscal year ended June 30, 2026 be included in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2026.

Submitted by the Members of the Audit Committee:

Timothy P. LaMacchia
Glen Kruger

FEES TO INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

FOR THE FISCAL YEARS ENDED JUNE 30, 2026 AND 2025

The following table sets forth the fees billed to the Company by BDO, the Company's independent registered public accounting firm for the fiscal years ended June 30, 2026 and 2025.

	For the fiscal year ended June 30,	
	2026	**2025**
Audit Fees	$ 1,067,825	$ 1,066,325
Audit-Related Fees	—	—
Tax Fees	585,226	466,878
All Other Fees	—	—
Total Fees	$ 1,653,051	$ 1,533,203

Audit Fees. Audit fees were for the audits of the Company's annual consolidated financial statements for fiscal 2026 and 2025 included in the Company's Annual Reports on Form 10-K for those fiscal years, and reviews of the Company's quarterly financial statements included in the Company's Quarterly Reports on Form 10-Q during such fiscal years. The audit fees for each fiscal year also include fees related to the auditor attestation of management's report on internal control over financial reporting included in the Company's Annual Report on Form 10-K for such fiscal year. The audit fees for fiscal 2025 also include fees related to BDO's consent for the Company's Registration Statement on Form S-8 filed during December 2024 relating to an amendment to the Company's 2015 Equity Incentive Plan, while the audit fees for fiscal 2026 include fees related to BDO's consent for the Company's Registration Statement on Form S-8 filed during December 2025 relating to the adoption of the Company's 2025 Equity Incentive Plan.

Tax Fees. Tax fees were for services related to tax return preparation and tax advice.

All Other Fees. No fees other than audit fees and tax fees were paid by the Company to BDO for fiscal 2026 or 2025.

In connection with the standards for independence of a company's independent registered public accounting firm, the Audit Committee considered whether the provision of non-audit services by BDO was compatible with maintaining the independence of such firm in the conduct of its auditing functions.

It is the policy of the Audit Committee that all audit, audit-related, tax and other permissible non-audit services provided by the Company's independent registered public accounting firm be pre-approved by the Audit Committee. It is expected that pre-approval will be for periods up to one year and be set forth in an engagement letter approved by the Audit Committee that applies to the particular services or category of services to be provided and subject to a specific budget. The policy also requires additional approval of any engagements that were previously approved but are anticipated to exceed the pre-approved fee budget level. The policy permits the Chairman of the Audit Committee to pre-approve services by the Company's independent registered public accounting firm where the Company deems it necessary or advisable that such services commence prior to the next regularly scheduled meeting of the Audit Committee, provided that the Chairman of the Audit Committee is required to report to the full Audit Committee on any pre-approval determinations made in this manner at the next Audit Committee meeting. All of the services performed by the Company's independent registered public accounting firm during fiscal 2026 and 2025 were pre-approved by the Audit Committee.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table indicates, as of November 17, 2026, information about the beneficial ownership of the Company's Common Stock by (i) each director of the Company, (ii) each Named Executive Officer of the Company, (iii) all directors and executive officers of the Company as of November 17, 2026 as a group and (iv) each person who the Company knows beneficially owns more than 5% of the Company's Common Stock outstanding, plus shares deemed outstanding pursuant to Rule 13d-3(d)(1) under the Exchange Act. All such shares were owned directly with sole voting and investment power unless otherwise indicated. Except as otherwise indicated, the information provided in the following table was obtained from filings with the SEC and the Company pursuant to the Exchange Act. For purposes of the following table, in accordance with Rule 13d-3 under the Exchange Act, a person is deemed to be the beneficial owner of any shares of the Company's Common Stock which he or she has or shares, directly or indirectly, voting or investment power, or which he or she has the right to acquire beneficial ownership of at any time within 60 days after November 17, 2026. As used herein, "voting power" is the power to vote, or direct the voting of, shares, and "investment power" includes the power to dispose of, or direct the disposition of, shares. Except as otherwise indicated, the address of each beneficial owner named in the table below is c/o EVI Industries, Inc., 4500 Biscayne Blvd., Suite 340, Miami, Florida 33137.

Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Symmetric Capital LLC	2,838,194	19.3%
Symmetric Capital II LLC	729,463	5.0%
Henry M. Nahmad	5,371,585(1)	36.6%
Dennis Mack 2331 Tripaldi Way Hayward, CA 94545	1,022,495	7.0%
Tom Marks 2331 Tripaldi Way Hayward, CA 94545	1,046,689(2)	7.1%
David Blyer	8,941(3)	*
Glen Kruger	11,096(3)	*
Timothy P. LaMacchia	13,511(3)	*
Hal M. Lucas	6,609(3)	*
Robert H. Lazar	102,065(4)	*
Conestoga Capital Advisors (5) 550 E. Swedesford Road, Suite 120 Wayne, PA 19087	872,255	5.9%
	(1) (3) (4)	
All directors and executive officers as of November 17, 2026 as a group (8 persons)	7,582,991(6)	51.7%

* Less than one percent of class.

(1) Includes (a) the 2,838,194 shares and 729,463 shares beneficially owned by Symmetric Capital and Symmetric Capital II, respectively, all of which Mr. Nahmad may be deemed to have voting and investment power over as a result of his position as Manager of such entities, and (b) 1,542,803 shares subject to restricted stock awards granted to Mr. Nahmad which have not yet vested but as to which Mr. Nahmad has voting power. Mr. Nahmad does not have investment power over any such restricted shares.

(2) Shares are beneficially owned by Mr. Marks indirectly through a family trust and trusts for the benefit of his children.

(3) Includes, for each director, 1,723 shares which are covered by restricted stock units granted to such director that are scheduled to vest within 60 days after November 17, 2026.

(4) Includes 78,474 shares subject to restricted stock awards previously granted to Mr. Lazar which have not yet vested but as to which Mr. Lazar has voting power. Mr. Lazar does not have investment power over any such restricted shares.

(5) The address and share ownership information is based on the Schedule 13G/A filed by Conestoga Capital Advisors with the SEC on January 9, 2026. Conestoga Capital Advisors disclosed in such Schedule 13G/A that it has sole voting and investment power over the shares.

(6) In addition to the shares beneficially owned by the Company's directors and executive officers as listed in this table, the Company's Board of Directors also has the power to direct the voting of an additional 179,087 shares of the Company's Common Stock pursuant to stockholders agreements entered into in connection with business acquisitions previously effected by the Company. Including these shares, the Company's directors and executive officers, and the Company's Board of Directors, collectively have voting power over shares representing approximately 52.9% of the total voting power of the Company.

OTHER MATTERS

As of the date of this Proxy Statement, the Board of Directors is not aware of any matters to be brought before the Annual Meeting other than as described in this Proxy Statement. However, if any other matters should properly come before the Annual Meeting, the persons named as proxy holders will have the discretion to vote any shares of the Company's Common Stock for which they hold proxies in accordance with their judgment.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL STOCKHOLDERS MEETING TO BE HELD ON DECEMBER 15, 2026

This Proxy Statement and the Company's Annual Report to Stockholders for the fiscal year ended June 30, 2026 are available at *www.edocumentview.com/evi*.

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

A representative of BDO, the Company's independent registered public accounting firm, is expected to be present at the Annual Meeting, will have the opportunity to make a statement if he or she desires to do so, and will be available to respond to appropriate questions from stockholders.

ADDITIONAL INFORMATION

"Householding" of Proxy Material. The SEC has adopted rules that permit companies and intermediaries, such as brokers, to satisfy delivery requirements for proxy statements with respect to two or more stockholders sharing the same address by delivering a single proxy statement addressed to those stockholders. This process, which is commonly referred to as "householding," potentially provides extra convenience for stockholders and cost savings for companies. The Company and some brokers household proxy materials, delivering a single proxy statement to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once you have received notice from your broker or Computershare, the Company's transfer agent, that they or the Company will be householding materials to your address, householding will continue until you are notified otherwise or until you revoke your consent. However, the Company will deliver promptly upon written or oral request a separate copy of this Proxy Statement to a stockholder at a shared address to which a single Proxy Statement was delivered. If, at any time, you no longer wish to participate in householding and would prefer to receive a separate proxy statement, or if you are receiving multiple proxy statements and would like to request delivery of a single proxy statement, please notify your broker if your shares are held in a brokerage account or Computershare at (781) 575-4223 if you are the record holder of your shares.

Bylaw Advance Notice Procedures. Under the Company's Amended and Restated Bylaws, no business may be brought before an annual meeting of stockholders unless it is specified in the notice of the annual meeting of stockholders or is otherwise brought before the annual meeting of stockholders by or at the direction of the Board of Directors or by a stockholder entitled to vote who has delivered written notice to the Company's Secretary (containing certain information specified in the Company's Amended and Restated Bylaws about the stockholder and the proposed action) not less than 90 or more than 120 days prior to the first anniversary of the preceding year's annual meeting of stockholders. However, if the date of the Company's annual meeting of stockholders changes by more than 30 days from the date of the preceding year's annual meeting of stockholders, written notice of the proposed business must be received by the Company within ten days after the Company first mails notice of or publicly discloses the date of the annual meeting of stockholders. For the Company's 2027 Annual Meeting of Stockholders, the Company must receive stockholder notice of proposed business for consideration at the meeting (i) between August 17, 2027 and September 16, 2027 or (ii) if the Company's 2027 Annual Meeting of Stockholders is held more than 30 days before or after December 15, 2027, within ten days after the Company first mails notice of or publicly discloses the date of the meeting. In addition, any stockholder who wishes to submit a nomination to the Board of Directors must deliver written notice of the nomination within the applicable time period set forth above and comply with the information requirements in the Company's Amended and Restated Bylaws relating to stockholder nominations. These requirements are separate from and in addition to the SEC's requirements that a stockholder must meet in order to have a stockholder proposal included in the Company's proxy statement for its 2027 Annual Meeting of Stockholders and to comply with the requirements of Rule 14a-19 under the Exchange Act, in each case, as described in further detail below.

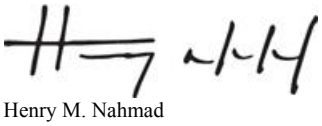
The Company's Amended and Restated Bylaws are filed as Exhibit 3(b) to the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2020 filed with the SEC on September 14, 2020 and can be obtained on the SEC's EDGAR website at *www.sec.gov*. Stockholders may also contact the Company's Secretary at the Company's principal executive offices for a copy of the relevant Bylaw provisions regarding the requirements for making stockholder proposals and nominating director candidates.

Stockholder Proposals Intended for Inclusion in the Company's Proxy Materials for its 2027 Annual Meeting of Stockholders. Stockholders interested in submitting a proposal for inclusion in the Company's proxy materials for its 2027 Annual Meeting of Stockholders may do so by following the procedures relating to stockholder proposals set forth in the rules and regulations promulgated by the SEC under the Exchange Act. To be eligible for inclusion, stockholder proposals must be received by the Company's Secretary at the Company's principal executive offices by July 27, 2027 or, if the Company's 2027 Annual Meeting of Stockholders is held more than 30 days before or after December 15, 2027, then by the deadline set forth in a Company filing with the SEC, which will be a reasonable time before the Company begins to print and send its proxy materials.

Universal Proxy Rules. In addition to satisfying the requirements under the Company's Amended and Restated Bylaws, to comply with the universal proxy rules, stockholders who intend to solicit proxies in support of director nominees other than the Company's nominees must provide notice that contains the information required by Rule 14a-19 under the Exchange Act.

Proxy Solicitation Costs. The Company will bear the expense of soliciting proxies and of reimbursing brokers, banks and other nominees for the out-of-pocket and clerical expenses of transmitting copies of the proxy materials to the beneficial owners of shares held of record by such persons. The Company does not currently intend to solicit proxies other than by use of the mail, but certain directors, officers and employees of the Company or its subsidiaries, without additional compensation, may solicit proxies personally or by telephone, fax, special letter or otherwise.

BY ORDER OF THE BOARD OF DIRECTORS



Henry M. Nahmad
Chairman of the Board

November 24, 2026

evi INDUSTRIES

VOTE

Your vote matters – here's how to vote!

You may vote online or by phone instead of mailing this card.

Online
Go to **www.investorvote.com/EVI** or scan the QR code — login details are located in the shaded bar below.

Phone
Call toll free 1-800-652-VOTE (8683) within the USA, US territories and Canada

Save paper, time and money!
Sign up for electronic delivery at www.investorvote.com/EVI

Using a black ink pen, mark your votes with an X as shown in this example.
Please do not write outside the designated areas.



Annual Meeting Proxy Card

T IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.T

A Proposals — The Board of Directors recommends a vote FOR all of the director nominees listed in Proposal 1.

1. Election of Six Directors:

01 - Henry M. Nahmad	02 - Dennis Mack	03 - David Blyer
04 - Glen Kruger	05 - Timothy P. LaMacchia	06 - Hal M. Lucas

☐ **Mark here to vote FOR all nominees**

☐ **Mark here to WITHHOLD vote from all nominees**

☐ **For All EXCEPT** - To withhold authority to vote for any nominee(s), write the name(s) of such nominee(s) below.

_____

2. In his discretion, the proxy is authorized to vote upon other matters as may properly come before the meeting.

B Authorized Signatures — This section must be completed for your vote to count. Please date and sign below.

Please sign your name or names exactly as set forth hereon. When stock is in the name of more than one person, each such person should sign the proxy. When signing as attorney, executor, administrator, trustee or guardian, please indicate the capacity in which you are acting. Proxies executed by corporations should be signed by a duly authorized officer.

Date (mm/dd/yyyy) — Please print date below.	Signature 1 — Please keep signature within the box.	Signature 2 — Please keep signature within the box.
/ /		

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04CKHA

The 2026 Annual Meeting of Stockholders of EVI Industries, Inc. will be held on December 15, 2026 at 11:00 am, Eastern Time, virtually via the internet at meetnow.global/MLVZAJM

To access the virtual meeting, you must have the 15-digit control number that is printed in the shaded bar located on the reverse side of this card.

IMPORTANT ANNUAL MEETING INFORMATION

IMPORTANT NOTICE REGARDING AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON DECEMBER 15, 2026

THE PROXY STATEMENT AND THE ANNUAL REPORT TO STOCKHOLDERS ARE AVAILABLE AT: http://www.edocumentview.com/EVI

Small steps make an impact.

Help the environment by consenting to receive electronic delivery, sign up at www.investorvote.com/EVI

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REVOCABLE PROXY — EVI Industries, Inc.

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THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby appoints Robert H. Lazar and Craig Ettelman, and each of them acting alone, proxies, with full power of substitution, to represent the undersigned and vote as designated on the reverse all of the shares of Common Stock of EVI Industries, Inc. held of record by the undersigned as of the close of business on November 17, 2026 at the Annual Meeting of Stockholders of EVI Industries, Inc. to be held on December 15, 2026 (including any adjournments or postponements thereof) and with discretionary power upon such other business as may come before the meeting, hereby revoking any proxies heretofore given.

Each properly executed proxy will be voted in the manner directed on the reverse by the undersigned stockholder. If no direction is made, the shares represented by this proxy will be voted "FOR" all six director nominees listed in Proposal 1.

Stockholders who desire to have stock voted at the meeting are requested to fill in, date, sign and return this proxy. No postage is required if returned in the enclosed envelope and mailed in the United States.

PLEASE COMPLETE, DATE, SIGN, AND MAIL THIS PROXY CARD IN THE ENCLOSED POSTAGE-PAID ENVELOPE

(Continued and to be signed on the reverse side)

C Non-Voting Items

Change of Address — Please print new address below.

Comments — Please print your comments below.

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