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 under §240.14a-12

LEGACY EDUCATION 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 all boxes that apply):

☒ 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.

LEGACY EDUCATION INC.
701 W. Avenue K., Suite 123
Lancaster, CA 93534

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON DECEMBER 15, 2026

To the Shareholders of Legacy Education Inc.:

The 2026 Annual Meeting of Shareholders (the "2026 Annual Meeting" or "Annual Meeting") of Legacy Education Inc., a Nevada corporation (the "Company," "we," "us," or "our"), will be held on Tuesday, December 15, 2026, at 1:00 p.m. Eastern Time. The 2026 Annual Meeting will be a completely virtual meeting which will be conducted via live webcast. You will be able to attend the 2026 Annual Meeting by visiting *www.virtualshareholdermeeting.com/LGCY2026*.

In addition to voting by submitting your proxy prior to the 2026 Annual Meeting, you also will be able to vote your shares electronically during the 2026 Annual Meeting. Further details regarding the virtual meeting are included in the accompanying proxy statement. At the 2026 Annual Meeting, the holders of our outstanding common stock will act on the following matters:

1. To elect six members of the Company's board of directors (the "Board") to serve for a one-year term to expire at the 2027 annual meeting of shareholders;

2. To ratify the appointment of L J Soldinger Associates, LLC ("Soldinger") as our independent registered public accounting firm for the fiscal year ending June 30, 2027; and

3. To transact such other business as may properly be brought before the 2026 Annual Meeting or any adjournment or postponement thereof.

Our Board unanimously recommends that you vote: "**FOR**" the election of our Board's six director nominees (Proposal 1); and "**FOR**" the ratification of the appointment of Soldinger as our independent registered public accounting firm for the fiscal year ending June 30, 2027 (Proposal 2).

Instead of mailing a printed copy of our proxy materials to all of our shareholders, we provide access to these materials via the Internet. This reduces the amount of paper necessary to produce these materials as well as the costs associated with mailing these materials to all shareholders. Accordingly, on or about October 26, 2026, we will begin mailing a Notice of Internet Availability of Proxy Materials (the "Notice") to all shareholders of record on our books at the close of business on October 19, 2026, the record date for the 2026 Annual Meeting, and will post our proxy materials on the website referenced in the Notice. As more fully described in the Notice, shareholders may choose to access our proxy materials on the website referred to in the Notice or may request to receive a printed set of our proxy materials. In addition, the Notice and website provide information regarding how you may request to receive proxy materials in printed form by mail, or electronically by email, on an ongoing basis.

If you are a shareholder of record, you may vote in one of the following ways:

- Vote over the Internet, by going to *www.proxyvote.com* (have your Notice or proxy card in hand when you access the website);
- Vote by Mail, if you received (or requested and received) a printed copy of the proxy materials, by returning the enclosed proxy card (signed and dated) in the envelope provided;
- Vote by phone by calling 1-800-690-6903; or
- Vote online at the 2026 Annual Meeting at *www.virtualshareholdermeeting.com/LGCY2026*.

If your shares are held in "street name," meaning that they are held for your account by a broker or other nominee, you will receive instructions from the holder of record that you must follow for your shares to be voted.

The 2026 Annual Meeting will be a virtual shareholder meeting, conducted via live audio webcast, through which you can submit questions and vote online. The 2026 Annual Meeting can be accessed by visiting *www.virtualshareholdermeeting.com/LGCY2026* and entering your 16-digit control number (included on the Notice mailed to you).

Whether or not you expect to attend the Annual Meeting, we urge you to vote your shares at your earliest convenience. This will ensure the presence of a quorum at the Annual Meeting. Promptly voting your shares will save the Company the expenses and extra work of additional solicitation. An addressed envelope for which no postage is required if mailed in the United States is enclosed if you wish to vote by mail. Submitting your proxy now will not prevent you from voting your shares at the Annual Meeting if you desire to do so, as your proxy is revocable at your option. Your vote is important, so please act today!

By Order of the Board of Directors,

/s/ LeeAnn Rohmann
LeeAnn Rohmann
Chief Executive Officer and Chairman of the Board of Directors

Dated: October 26, 2026



LEGACY EDUCATION INC.
701 W. Avenue K., Suite 123
Lancaster, CA 93534

PROXY STATEMENT
FOR THE ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON DECEMBER 15, 2026

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

Copies of this proxy statement, the form of proxy card and the Annual Report on Form 10-K for the fiscal year ended June 30, 2026 (the "2026 Annual Report") are available without charge at www.ProxyVote.com, by telephone at 1-800-579-1639, by email to sendmaterial@proxyvote.com, or by notifying our Corporate Secretary, in writing, at Legacy Education Inc., 701 W. Avenue K., Suite 123, Lancaster, CA 93534.

The board of directors ("Board" or "Board of Directors") of Legacy Education Inc. ("Company," "we," "us," or "our") is soliciting the enclosed proxy for use at its 2026 annual meeting of shareholders (the "2026 Annual Meeting" or "Annual Meeting"). The 2026 Annual Meeting will be held on December 15, 2026 at 1:00 p.m. Eastern Time, and will be a completely virtual meeting which will be conducted via live webcast. You will be able to attend the 2026 Annual Meeting by visiting *www.virtualshareholdermeeting.com/LGCY2026*.

On or about October 26, 2026, we will begin mailing a Notice of Internet Availability of Proxy Materials (the "Notice") to our shareholders (other than those who previously requested electronic or paper delivery of proxy materials), directing shareholders to a website where they can access our proxy materials, including this proxy statement and the 2026 Annual Report, and view instructions on how to vote. If you would prefer to receive a paper copy of our proxy materials, please follow the instructions included in the Notice. If you have previously elected to receive our proxy materials electronically, you will continue to receive access to those materials via e-mail unless you elect otherwise.

TABLE OF CONTENTS

	Page
QUESTIONS AND ANSWERS ABOUT THIS PROXY MATERIAL AND VOTING	1
PROPOSAL 1: ELECTION OF DIRECTORS	7
CORPORATE GOVERNANCE	9
AUDIT COMMITTEE REPORT	13
EXECUTIVE OFFICERS	14
EXECUTIVE COMPENSATION	15
CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS	18
PROPOSAL 2: RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	19
SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT	20
DELINQUENT SECTION 16(a) REPORTS	21
SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS	22
DELIVERY OF DOCUMENTS TO SHAREHOLDERS SHARING AN ADDRESS	23
ANNUAL REPORT	24
OTHER MATTERS	24

QUESTIONS AND ANSWERS ABOUT THIS PROXY MATERIAL AND VOTING

Why did I Receive a Notice of Internet Availability of Proxy Materials in the Mail instead of a Full Set of Proxy Materials?

We are pleased to take advantage of the Securities and Exchange Commission ("SEC") rule that allows companies to furnish their proxy materials over the Internet. Accordingly, we have sent to our shareholders of record a Notice of Internet Availability of Proxy Materials. Instructions on how to access the proxy materials over the Internet free of charge or to request a paper copy may be found in the Notice. Our shareholders may request to receive proxy materials in printed form by mail or electronically on an ongoing basis. A shareholder's election to receive proxy materials by mail or electronically will remain in effect until the shareholder changes its election.

What Does it Mean if I Receive More than One Notice?

If you receive more than one Notice, your shares may be registered in more than one name or in different accounts. Please follow the voting instructions on each Notice to ensure that all of your shares are voted.

How do I attend the Annual Meeting?

The Annual Meeting will be held virtually on December 15, 2026, at 1:00 p.m. Eastern Time at *www.virtualshareholdermeeting.com/LGCY2026*. Information on how to vote at the Annual Meeting is discussed below.

Who May Attend the Annual Meeting?

Only record holders and beneficial owners of our common stock, or their duly authorized proxies, may attend the Annual Meeting. To attend, you will need the 16-digit control number included on your Notice, proxy card or voting instruction form. See also "Beneficial Owners of Shares Held in Street Name".

Who is Entitled to Vote?

The Board has fixed the close of business on October 19, 2026 as the record date (the "Record Date") for the determination of shareholders entitled to notice of, and to vote at, the Annual Meeting or any adjournment or postponement thereof. On the Record Date, there were 12,815,343 shares of common stock issued and outstanding. Each share of common stock represents one vote that may be voted on each proposal that may come before the Annual Meeting.

What is the Difference Between Holding Shares as a Record Holder and as a Beneficial Owner (Holding Shares in Street Name)?

If your shares are registered in your name with our transfer agent, Equiniti Trust Company, LLC, you are the "record holder" of those shares. If you are a record holder, these proxy materials have been provided directly to you by the Company.

If your shares are held in a stock brokerage account, a bank or other similar organization (each, an "organization"), you are considered the "beneficial owner" of those shares held in "street name." If your shares are held in street name, these proxy materials have been forwarded to you by that organization. The organization holding your account is considered to be the shareholder of record for purposes of voting at the Annual Meeting. As the beneficial owner, you have the right to instruct this organization on how to vote your shares.

What am I Voting on?

There are two matters scheduled for a vote:

1. To elect six members to our Board of Directors to serve for a one-year term to expire at the 2027 annual meeting of shareholders; and

2. To ratify the appointment of L J Soldinger Associates, LLC ("Soldinger") as our independent registered public accounting firm for our fiscal year ending June 30, 2027.

What if another matter is properly brought before the Annual Meeting?

The Board knows of no other matters that will be presented for consideration at the Annual Meeting. If any other matters are properly brought before the Annual Meeting, it is the intention of the person named in the accompanying proxy to vote on those matters in accordance with her best judgment.

How Do I Vote?

Shareholders of Record

For your convenience, record holders of our common stock have four methods of voting:

1. Vote over the Internet, by going to *www.proxyvote.com* (have your Notice or proxy card in hand when you access the website);

2. Vote by Mail, if you received (or requested and received) a printed copy of the proxy materials, by returning the enclosed proxy card (signed and dated) in the envelope provided;

3. Vote by phone by calling 1-800-690-6903; or

4. Vote online at the 2026 Annual Meeting at *www.virtualshareholdermeeting.com/LGCY2026*.

We provide Internet proxy voting to allow you to vote your shares online, with procedures designed to ensure the authenticity and correctness of your proxy vote instructions. However, please be aware that you must bear any costs associated with your Internet access, such as usage charges from Internet access providers and telephone companies.

Beneficial Owners of Shares Held in Street Name

If you are the beneficial owner of shares held in street name through a bank, broker or other nominee, you may not vote your shares virtually at the 2026 Annual Meeting unless you obtain a "legal proxy" from the bank, broker or nominee that holds your shares, giving you the right to vote the shares virtually at the 2026 Annual Meeting. A voting instruction card has been provided to you by your broker, bank or other nominee describing how to vote your shares. If you receive a voting instruction card, you can vote by completing and returning the voting instruction card. *Please be sure to mark your voting choices on your voting instruction card before you return it*. You may also be able to vote via the Internet or by telephone. Please refer to the instructions provided with your voting instruction card for information about voting.

As a beneficial owner, you may direct your broker, bank, fiduciary, custodian, or other nominee how to vote shares they hold on your behalf. If that organization is not given specific directions on how to vote, your shares held in the name of that organization may not be voted, which is sometimes referred to as a "broker non-vote." New York Stock Exchange Rule 452.11 prohibits brokers and other organizations holding shares on your behalf from voting uninstructed shares on certain matters deemed to be "non-routine". Brokers and other organizations may, however, vote your uninstructed shares for proposals that are considered "routine."

Brokers may reach conclusions regarding the ability to vote your shares on a given proposal that differ from our expectations expressed in this proxy statement. As a result, we urge you to direct your broker, bank, fiduciary, custodian, or other nominee how to vote your shares on all proposals to ensure that your vote is counted.

All shares entitled to vote on a matter and represented by a properly completed and executed proxy received before the Annual Meeting and not revoked will be voted at the Annual Meeting as instructed in a proxy delivered before the Annual Meeting. If you do not indicate how your shares should be voted on a matter, we expect that the shares represented by your properly completed and executed proxy will be voted as the Board recommends on routine proposals, with regard to any other matters that may be properly presented at the Annual Meeting and on all matters incident to the conduct of the Annual Meeting for which your broker, bank, fiduciary, custodian, or other nominee concludes it is entitled to vote your uninstructed shares. If you are a registered shareholder and attend the Annual Meeting, you may vote online during the meeting. If you are a street name shareholder and wish to vote at the Annual Meeting, you will need to obtain a proxy form from the institution that holds your shares. All votes will be tabulated by the inspector of election appointed for the Annual Meeting, who will separately tabulate affirmative and negative votes, abstentions and broker non-votes.

How Many Votes do I Have?

On each matter to be voted upon, you have one vote for each share of common stock you own as of the close of business on the Record Date.

Is My Vote Confidential?

Yes, your vote is confidential. Only the inspector of election, individuals who help with processing and counting your votes and persons who need access for legal reasons will have access to your vote. This information will not be disclosed, except as required by law.

What Constitutes a Quorum?

To carry on business at the Annual Meeting, we must have a quorum. At the Annual Meeting, a quorum will be present when holders of one-third of the shares entitled to vote as of the Record Date, which are our only shares of capital stock entitled to vote at the Annual Meeting, are represented in person or represented by proxy at the Annual Meeting. Thus, 4,271,781 shares must be represented in person or represented by proxy at the Annual Meeting to have a quorum at the Annual Meeting.

Your shares will be counted for purposes of determining if there is a quorum if you are entitled to vote and you are present during the Annual Meeting or you have properly voted by proxy online, by phone or by submitting a proxy card or voting instruction form by mail. Abstentions and broker non-votes will be counted for purposes of determining whether a quorum is present.

Shares owned by us are not considered outstanding or considered to be present at the Annual Meeting. If a quorum is not present by attendance at the 2026 Annual Meeting or represented by proxy, the shareholders present by attendance at the meeting or by proxy may adjourn the 2026 Annual Meeting until a quorum is present.

How Will my Shares be Voted if I Give No Specific Instruction?

Shareholders of Record

If you are a shareholder of record and do not vote by completing your proxy card, by telephone, through the Internet or during the Annual Meeting, your shares will not be voted.

If there is a matter on which a shareholder of record has given no specific instruction but has authorized us generally to vote its shares on its behalf, they will be voted as follows:

1. "**FOR**" the election of each of the six director nominees to our Board of Directors to serve for a one-year term to expire at the 2027 annual meeting of shareholders; and

2. "**FOR**" the ratification of the appointment of Soldinger as our independent registered public accounting firm for our fiscal year ending June 30, 2027.

This authorization would exist, for example, if a shareholder of record signs, dates and returns the proxy card but does not indicate how its shares are to be voted on one or more proposals. If other matters properly come before the Annual Meeting and you sign, date and return the proxy card but do not provide specific voting instructions, your shares will be voted at the discretion of the proxy.

Beneficial Owner: Shares Held in Street Name

If your shares are held in street name, the organization that holds your shares may vote your shares only on certain of the proposals described in this proxy statement without receiving voting instructions from you. If you hold your shares in street name and you do not submit voting instructions to the organization that holds your shares, whether that organization may exercise its discretion to vote your shares depends on whether a particular proposal is considered a "routine" or "non-routine" matter under the rules of the New York Stock Exchange applicable to securities intermediaries.

We expect the organization that holds your shares will have discretionary voting authority to vote your shares on proposals considered to be "routine" matters even if that organization does not receive voting instructions from you. However, certain organizations may elect not to vote shares without an instruction from the beneficial owner even if they have discretionary authority to do so. We expect the ratification of the auditors' proposal to be considered a "routine" matter.

On the other hand, if you do not provide voting instructions to the organization that holds your shares, we do not expect that those shares will be voted on any proposal considered a "non-routine" matter because the organization that holds your shares typically lacks discretionary authority to vote uninstructed shares on non-routine matters. We expect the election of directors to be considered a "non-routine" matter.

Organizations may reach conclusions regarding their ability to vote your shares on a particular proposal that differ from our expectations expressed in this proxy statement. Accordingly, we encourage you to provide voting instructions to the organization that holds your shares on all proposals to ensure that your vote is counted. We expect that organizations will vote shares as you have instructed.

How are Votes Counted?

Votes will be counted by the inspector of election appointed for the Annual Meeting, who will separately count, for the election of directors, "FOR" and "WITHHOLD" votes and broker non-votes; and, with respect to the other proposal, votes "FOR" and "AGAINST," abstentions and broker non-votes.

What is a Broker Non-Vote?

A "broker non-vote" occurs if the organization that holds your shares cannot vote your shares on a particular matter because it has not received instructions from you and it does not have discretionary voting authority on that matter or because the organization that holds your shares chooses not to vote on a matter for which it does have discretionary voting authority.

What is an Abstention?

An abstention is a shareholder's affirmative choice to decline to vote on a proposal. Our bylaws ("Bylaws") provide that an action of our shareholders (other than the election of directors) is approved if the votes cast in favor of the action exceed the votes cast against it. Abstentions and broker non-votes are not counted as votes cast for or against a proposal.

How Many Votes are Needed for Each Proposal to Pass?

Proposal	Vote Required
Election of each of the six director nominees to our Board of Directors	Plurality of the votes cast (the six director nominees receiving the most "FOR" votes).
Ratification of the appointment of Soldinger as our independent registered public accounting firm for our fiscal year ending June 30, 2027	A majority of the votes cast on the matter at the Annual Meeting.

What Are the Voting Procedures?

In voting by proxy with regard to the election of directors, you may vote "for" or "withhold" as to each nominee. With regard to other proposal, you may vote "for," "against" or "abstain" for such proposal. You should specify your respective choices on the accompanying proxy card or your vote instruction form.

Is My Proxy Revocable?

You may revoke your proxy and reclaim your right to vote at any time before your proxy is voted by giving written notice to the Corporate Secretary of Legacy Education Inc., by delivering a properly completed, later-dated proxy card or vote instruction form or by voting online at the Annual Meeting. All written notices of revocation and other communications with respect to revocations of proxies should be addressed to Legacy Education Inc., 701 W. Avenue K., Suite 123, Lancaster, CA 93534. Your most current proxy card or Internet proxy is the one that will be counted.

Who is Paying for the Expenses Involved in Preparing and Mailing this Proxy Statement?

All of the expenses involved in preparing, assembling and mailing these proxy materials and all costs of soliciting proxies will be paid by us. In addition to the solicitation by mail, proxies may be solicited by our officers and other employees by telephone or in person. Such persons will receive no compensation for their services other than their regular salaries. Arrangements will also be made with brokerage houses and other custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of the shares held of record by such persons, and we may reimburse such persons for reasonable out of pocket expenses incurred by them in forwarding solicitation materials. We do not anticipate hiring an agency to solicit votes from shareholders at this time; however, if we determine that such action would be appropriate or necessary, we would pay the cost of such service.

Do I Have Dissenters' Rights of Appraisal?

Our shareholders do not have appraisal rights with respect to the matters to be voted upon at the Annual Meeting.

How can I Find out the Results of the Voting at the Annual Meeting?

Preliminary voting results will be announced at the Annual Meeting. In addition, final voting results will be disclosed in a Current Report on Form 8-K that we expect to file with the SEC within four business days after the Annual Meeting. If final voting results are not available to us in time to file a Current Report on Form 8-K with the SEC within four business days after the Annual Meeting, we intend to file a Current Report on Form 8-K to publish preliminary results and, within four business days after the final results are known to us, file an additional Current Report on Form 8-K to publish the final results.

When are Shareholder Proposals Due for the 2027 Annual Meeting?

Shareholders who intend to have a proposal considered for inclusion in our proxy materials for presentation at our 2027 annual meeting of shareholders (the "2027 Annual Meeting") must submit the proposal to us at our corporate headquarters no later than June 28, 2027, which proposal must be made in accordance with the provisions of Rule 14a-8 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). In the event the date of the 2027 Annual Meeting has been changed by more than 30 days from the date of the 2026 Annual Meeting, shareholders who intend to have a proposal considered for inclusion in our proxy materials for presentation at our 2027 Annual Meeting must submit the proposal to us at our corporate headquarters no later than a reasonable time before we begin to print and send our proxy materials for our 2027 Annual Meeting.

Shareholders who intend to present a proposal at our 2027 Annual Meeting without inclusion of the proposal in our proxy materials are required to provide notice of such proposal to our Corporate Secretary so that such notice is received by our Corporate Secretary at our principal executive office on or after July 19, 2027 but no later than August 17, 2027; provided, however, in the event that the 2027 Annual Meeting occurs on a date that is not within 30 days before or after the anniversary date of the 2026 Annual Meeting, notice of such proposal must be received by our Corporate Secretary no later than the close of business on the 10^{th} day following the day on which such notice of the date of the 2027 Annual Meeting is mailed or public disclosure of the date of the 2027 Annual Meeting is made, whichever first occurs.

In order for shareholders to give timely notice under the universal proxy rules of an intent to solicit proxies in support of director nominees other than our nominees for the 2027 Annual Meeting, notice must be submitted by October 16, 2027; provided, however, in the event that the date of the 2027 Annual Meeting has changed by more than 30 calendar days from the anniversary date of the 2026 Annual Meeting, then notice of such proxy solicitation must be provided by the later of 60 days prior to the date of the 2027 Annual Meeting or the 10th calendar day following the day on which a public announcement of the date of the 2027 Annual Meeting is first made by us and such notice must include all the information required by Rule 14a-19(b) under the Exchange Act and such shareholders must comply with all of the requirements of Rule 14a-19 under the Exchange Act.

Shareholders are also advised to review our Bylaws, which contain additional requirements relating to shareholder proposals and director nominations, including who may submit them and what information must be included.

We reserve the right to reject, rule out of order or take other appropriate action with respect to any proposal that does not comply with these and other applicable requirements.

Do the Company's Officers and Directors have an Interest in Any of the Matters to Be Acted Upon at the Annual Meeting?

Members of the Board have an interest in Proposal 1, the election to the Board of the six director nominees set forth herein. Members of the Board and executive officers of the Company do not have any interest in Proposal 2, the ratification of the appointment of the Company's independent registered public accounting firm.

PROPOSAL 1:
ELECTION OF DIRECTORS

Our Board currently consists of six directors, and their terms will expire at the 2026 Annual Meeting. Directors are elected at the annual meeting of shareholders each year and hold office until their resignation or removal or their successors are duly elected and qualified.

LeeAnn Rohmann, Gerald Amato, Blaine Faulkner, Peggy Tiderman, Zwade Marshall and Janis Paulson have each been nominated to serve as directors and have agreed to stand for election. If the nominees are elected at the 2026 Annual Meeting, then each nominee will serve for a one-year term expiring at the 2027 Annual Meeting and until his or her successor is duly elected and qualified.

Under our Bylaws, a plurality of the votes cast at the 2026 Annual Meeting is required to elect a nominee as a director. With respect to Proposal 1, you may vote FOR each nominee or WITHHOLD your vote as to one or more nominees. The nominees receiving the most FOR votes will be elected as directors at the 2026 Annual Meeting, regardless of whether that number of FOR votes represents a majority of the votes cast. If you WITHHOLD your vote with respect to one or more nominees, your shares will be counted as present and entitled to vote for purposes of establishing a quorum but will not be counted as votes cast FOR any such nominee. Proposal 1 is a non-discretionary matter. Therefore, if your shares are held by your brokerage firm, bank or other nominee in "street name" and you do not timely provide voting instructions with respect to your shares, we expect that your brokerage firm, bank or other nominee will not vote your shares on Proposal 1. Shares held in "street name" by banks, brokerage firms, or nominees who indicate on their proxies that they do not have authority to vote the shares on Proposal 1 will not be counted as votes FOR or WITHHOLD as to any nominee. As a result, such "broker non-votes" and WITHHOLD votes will have no effect on the voting results of Proposal 1.

If no contrary indication is made, with the potential exception of proxies submitted for shares held in street name, proxies will be voted "**FOR**" LeeAnn Rohmann, Gerald Amato, Blaine Faulkner, Peggy Tiderman, Zwade Marshall and Janis Paulson or, in the event that any such individual is unable to serve as a director at the time of the election (which is not currently expected), for any nominee who is designated by our Board to fill the vacancy.

Recommendation of our Board

Our Board unanimously recommends that the shareholders vote "**FOR**" the election of all of our director nominees at the 2026 Annual Meeting.

Nominees for Election to the Board

Nominee	Age as of the Record Date	Position(s)
LeeAnn Rohmann	59	Founder, Chief Executive Officer and Chairman
Gerald Amato	75	Director
Blaine Faulkner	63	Director
Peggy Tiderman	68	Director
Zwade J. Marshall	43	Director
Janis Paulson	62	Director

Nominees for Election to the Board for a Term Expiring at the 2027 Annual Meeting of Shareholders

LeeAnn Rohmann – ***Founder, Chief Executive Officer and Chairman***

LeeAnn Rohmann is the Founder of the Company, and has served as its Chief Executive Officer since July 2010 and Chairman of the board of directors since October 2009. From 2004 until 2008, she served as Chief Sales Officer, CIT Group, Inc, a national bank, and from 2001 until 2004, she served as Vice President, Sales of EdAmerica, a financial company that provides student loan servicing. From 1997 until 2001, Ms. Rohmann served as Senior Vice President, Sales of American Express. She is currently the President of the California Association of Private Post Secondary Schools (CAPPS) and has been a member since 2010. Additionally she is a member of the Federal Legislative Committee for the Career Education Colleges and Universities (CECU) and has been a member since 2014. We believe Ms. Rohmann is qualified to serve as a member of our Board of Directors because she has more than 35 years of higher education industry experience.

Gerald Amato – *Director*

Gerald Amato has served as our director since September 2021. Since 2014, Mr. Amato has served as the President of Amato and Partners, LLC, a full-service investor relations advisory firm. Mr. Amato received a Bachelor of Science in Finance from St. Francis College. We believe Mr. Amato is qualified to serve as a member of our Board of Directors because of his investor relations experience.

Blaine Faulkner – *Director*

Blaine Faulkner has served as our director since December 2023. From 2012 to 2017, Mr. Faulkner served as the Chief Executive Officer and President of First Health Group Corp, which provided managed care services to healthcare payors, and from 2018 to 2024, Mr. Faulkner served as the Chief Financial Officer for two multi-sited behavioral health treatment providers, Lightfully Behavioral Health and Alsana. Since 2024, Mr. Faulkner has been retired and performs independent consulting work from time to time. Mr. Faulkner also serves as an Advisory Board Member for the Lamden School of Accountancy at San Diego State University, where he graduated with a Bachelor's degree in Business Administration with an emphasis in accounting. Mr. Faulkner also received an MBA from the University of San Diego. Mr. Faulkner is a CPA (inactive) and spent seven years with Ernst & Young. We believe Mr. Faulkner is qualified to serve as a member of our Board of Directors because of his over 30 years of executive experience, broad understanding of business management and significant accounting experience.

Peggy Tiderman – *Director*

Peggy Tiderman has served as our director since December 2023. Since 2017, Ms. Tiderman has served as the Co-Founder and Executive Leadership Coach of Streamlined Coaching, a leadership development and coaching firm with a focus on operational effectiveness and efficiencies. From December 2011 to August 2020, Ms. Tiderman served as a Commissioner of the Accrediting Council for Continuing Education and Training (ACCET), an institutional accreditation provider for non-collegiate continuing education and training organizations. Ms. Tiderman received an associates of applied science in business from the Community College of Beaver County. We believe Ms. Tiderman is qualified to serve as a member of our Board of Directors because she has over 27 years of experience in the private post-secondary educational sector.

Dr. Zwade J. Marshall – *Director*

Zwade J. Marshall has served as our director since September 2025. Dr. Marshall is the Co-Founder and Chief Executive Officer of Doc2Doc Lending, a physician-founded lending platform that provides tailored financial solutions for medical professionals. He also serves as Chief Medical Officer at Regenerative Spine and Pain Specialists. A board-certified anesthesiologist and interventional pain management specialist, Dr. Marshall earned his BA in Economics, MBA in Operations and Organization Management, and MD from Emory University. He completed his residency and fellowship training at Harvard's Brigham & Women's Hospital, where he served as Chief Resident. We believe Dr. Marshall is qualified to serve as a member of our Board of Directors because of his significant experience in both clinical expertise and financial innovation.

Janis L. Paulson – *Director*

Janis L. Paulson has served as our director since September 2025. Ms. Paulson is a seasoned education executive with more than 30 years of leadership experience in healthcare career education. She is the former Chief Executive Officer of Unitek Learning, where she oversaw an 18-campus system serving California. Earlier in her career, Ms. Paulson held senior roles as Chief Financial Officer and Chief Operating Officer and began her professional career at Ernst & Young. She earned her BS in Accounting from the University of Iowa and has extensive experience with accreditation bodies including ACCSC, ABHES, ACCET, and WASC. We believe Ms. Paulson is qualified to serve as a member of our Board of Directors because of her proven leadership and accreditation experience.

Arrangements Between Officers and Directors

Except as set forth herein, to our knowledge, there is no arrangement or understanding between any of our officers or directors and any other person pursuant to which the officer or director was selected to serve as an officer or director.

Family Relationships

There are no family relationships among any of our executive officers or directors.

Involvement in Certain Legal Proceedings

We are not aware of any of our directors or officers being involved in any legal proceedings in the past ten years relating to any matters in bankruptcy, insolvency, criminal proceedings (other than traffic and other minor offenses), or being subject to any of the items set forth under Item 401(f) of Regulation S-K.

CORPORATE GOVERNANCE

General

We believe that good corporate governance is important to ensure that our Company is managed for the long-term benefit of our shareholders. This section describes key corporate governance practices that we have adopted. We have adopted a Code of Business Conduct and Ethics which applies to all of our officers, directors and employees and charters for our audit committee, our compensation committee and our nominating and corporate governance committee. We have posted copies of our Code of Business Conduct and Ethics, as well as each of our committee charters, on the Corporate Governance page of the Investor Relations section of our website, *www.legacyed.com*, which you can access free of charge. Information contained on the website is not incorporated by reference in, or considered part of, this proxy statement.

We will also provide copies of these documents as well as our other corporate governance documents, free of charge, to any shareholder upon written request to Legacy Education Inc., 701 W. Avenue K., Suite 123, Lancaster, CA 93534, Attn: Corporate Secretary.

Director Independence

Our Board of Directors has determined that 50% of the Board consists of members who are currently "independent" as that term is defined under NYSE American Rules. The Board considers Blaine Faulkner, Zwade J. Marshall and Janis L. Paulson to be "independent."

Board Leadership Structure and Role in Risk Oversight

The Company does not have a formal policy regarding the separation of its Chair and Chief Executive Officer positions. LeeAnn Rohmann serves as Chairman of the Board and Chief Executive Officer of the Company. Due to the size of our Company, we believe that this structure is appropriate. We believe that the fact that 50% of the Board are independent reinforces the independence of the Board in its oversight of our business and affairs, and provides for objective evaluation and oversight of management's performance, as well as management accountability. Furthermore, the Board believes that Ms. Rohmann is best situated to serve as Chairman because she is the director most familiar with the Company's business and industry and is also the person most capable of effectively identifying strategic priorities and leading the discussion and execution of corporate strategy. In addition, the Board believes that the combined role of Chairman and Chief Executive Officer strengthens the communication between the Board and management. Further, as the individual with primary responsibility for managing day-to-day operations, Ms. Rohmann is best positioned to chair regular Board meetings and ensure that key business issues and risks are brought to the attention of our Board. We therefore believe that the creation of a lead independent director position is not necessary at this time.

Our Board and management are actively involved in the oversight of our risk management program, and management is responsible for overseeing our enterprise risk management. Our Board, in coordination with the audit committee, reviews and discusses with management the Company's risks related to information security, including cybersecurity, and the audit committee oversees our financial reporting processes on behalf of our Board.

Board and Committee Meetings and Attendance

The Board of Directors and its committees meet regularly throughout the year and also hold special meetings and act by written consent from time to time. During the 2026 fiscal year, the Board of Directors held 4 meetings and took action by unanimous written consent 5 times. In addition, our audit committee held 2 meetings and took action by unanimous written consent 1 time, our compensation committee held no meetings and took action by unanimous written consent 1 time and our nominating and corporate governance committee took action by unanimous written consent 1 time. During the 2026 fiscal year, none of our directors attended fewer than 75% of the aggregate of the total number of meetings held by the Board of Directors and the total number of meetings held by all committees of the Board of Directors on which he or she served. The independent members of the Board of Directors also meet separately without management directors on a regular basis to discuss such matters as the independent directors consider appropriate.

Committees of Our Board of Directors

Our board of directors directs the management of our business and affairs, as provided by Nevada law, and conducts its business through meetings of the board of directors and its standing committees. We have a standing audit committee, compensation committee and nominating and corporate governance committee. In addition, from time to time, special committees may be established under the direction of the board of directors when necessary to address specific issues.

Audit Committee. The audit committee is appointed by the board to assist the board in its duty to oversee the Company's accounting, financial reporting and internal control functions and the audit of the Company's financial statements. The role of the audit committee is to oversee management in the performance of its responsibility for the integrity of the Company's accounting and financial reporting and its systems of internal controls, the performance and qualifications of the Company's independent auditor, including the independent auditor's independence, the performance of the Company's internal audit function; and the Company's compliance with legal and regulatory requirements.

Our audit committee consists of Blaine Faulkner, Janis Paulson and Zwade Marshall, with Mr. Faulkner serving as chair. Our board of directors has affirmatively determined that each meet the definition of "independent director" under the rules of the NYSE American Rules, and that they meet the independence standards under Rule 10A-3. Each member of our audit committee meets the financial literacy requirements of NYSE American rules. In addition, our board of directors has determined that Blaine Faulkner qualifies as an "audit committee financial expert," as such term is defined in Item 407(d)(5) of Regulation S-K. Our board of directors adopted a written charter for the audit committee, which is available on our principal corporate website at *www.legacyed.com*. Information contained on the website is not incorporated by reference in, or considered part of, this proxy statement.

Compensation Committee. The compensation committee is responsible for reviewing and recommending, among other things:

- the adequacy and form of compensation of the board;
- the compensation of Chief Executive Officer, including base salary, incentive bonus, stock option and other grant, award and benefits upon hiring and on an annual basis;
- the compensation of other senior management upon hiring and on an annual basis;
- the Company's incentive compensation and other equity-based plans and recommending changes to such plans to our board of directors, when necessary; and
- Administering our Clawback Policy.

Our compensation committee consists of Zwade Marshall, Janis Paulson and Blaine Faulkner, with Dr. Marshall serving as chair. Our board of directors has adopted a written charter for the compensation committee, which is available on our principal corporate website at *www.legacyed.com*. Information contained on the website is not incorporated by reference in, or considered part of, this proxy statement.

Nominating and Corporate Governance Committee. Our nominating and corporate governance committee is responsible for, among other things:

- identifying individuals qualified to become members of our board of directors and recommending director candidates for election or re-election to our board of directors;
- maintaining oversight of our board of directors and our governance functions and effectiveness;
- considering and making recommendations to our board of directors regarding board size and composition, committee composition and structure and procedures affecting directors, and each director's independence;
- establishing standards for service on our board of directors; and
- advising the board of directors on candidates for our executive offices, and conducting appropriate investigation of such candidates.

Our nominating and corporate governance committee consists of Janis Paulson, Zwade Marshall, Blaine Faulkner and Gerald Amato, with Ms. Paulson serving as chair. Our board of directors has adopted a written charter for the nominating and corporate governance committee, which is available on our principal corporate website at *www.legacyed.com*. Information contained on the website is not incorporated by reference in, or considered part of, this proxy statement.

Changes in Nominating Procedures

None.

Director Nominations Process

Our nominating and corporate governance committee is responsible for recommending candidates to serve on the Board and its committees. In considering whether to recommend any particular candidate to serve on the Board or its committees or for inclusion in the Board's slate of recommended director nominees for election at the annual meeting of shareholders, the nominating and corporate governance committee considers the criteria set forth in the nominating and corporate governance committee charter. Specifically, the nominating and corporate governance committee may take into account many factors, including personal and professional integrity, experience relevant to the Company's industry, diversity of background and perspective including, but not limited to, with respect to gender and ethnicity and any other relevant qualifications, attributes or skills.

We consider diversity a meaningful factor in identifying director nominees, but do not have a formal diversity policy. The Board evaluates each individual in the context of the Board as a whole, with the objective of assembling a group that has the necessary tools to perform its oversight function effectively in light of the Company's business and structure. In determining whether to recommend a director for re-election, the nominating and corporate governance committee may also consider potential conflicts of interest with the candidates, other personal and professional pursuits, the director's past attendance at meetings and participation in and contributions to the activities of the Board.

In identifying prospective director candidates, the nominating and corporate governance committee may seek referrals from other members of the Board or shareholders. The nominating and corporate governance committee also may, but need not, retain a third-party search firm in order to assist it in identifying candidates to serve as directors of the Company. The nominating and corporate governance committee uses the same criteria for evaluating candidates regardless of the source of the referral or recommendation. When considering director candidates, the nominating and corporate governance committee seeks individuals with backgrounds and qualities that, when combined with those of our incumbent directors, provide a blend of skills and experience to further enhance the Board's effectiveness.

The nominating and corporate governance committee will also consider potential nominees submitted by shareholders in accordance with the procedures set forth in our Bylaws and other processes adopted from time to time for submission of director nominees by shareholders, and such candidates will be considered and evaluated under the same criteria described above. Shareholders wishing to propose a candidate for consideration may do so by submitting the above information to Legacy Education Inc., 701 W. Avenue K., Suite 123, Lancaster, CA 93534. Any notice of director nomination submitted to the Company other than through proxy access must include the additional information required by Rule 14a-19(b) under the Exchange Act.

Code of Business Conduct and Ethics

We have adopted a written code of business conduct and ethics that applies to our directors, officers and employees, including our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. A copy of the code is posted on our website, *www.legacyed.com*. In addition, we intend to post on our website all disclosures that are required by law or rules concerning any amendments to, or waivers from, any provision of the code.

Insider Trading Policy and Anti-hedging

The Company has adopted an Amended and Restated Insider Trading Policy that prohibits our directors, officers, employees, and other designated persons (including their family members and controlled entities) from engaging in any kind of hedging transaction that could reduce or limit their holdings, ownership, or interest in Company securities, including outstanding stock options, deferred share units, restricted share units, or other compensation awards whose value is derived from or based on the value or market price of the Company's securities. Prohibited transactions include the purchase of financial instruments such as prepaid variable forward contracts, short sales, puts, calls, equity swaps, collars, or exchange funds that are designed to, or may reasonably be expected to, hedge or offset a decrease in the market value of the Company's securities.

We have adopted insider trading policies and procedures governing the purchase, sale, and other dispositions of our securities by our directors, officers, and employees that we believe are reasonably designed to promote compliance with insider trading laws, rules and regulations, and the listing standards applicable to us. A copy of our Insider Trading Policy was filed as Exhibit 19.1 to our Annual Report on Form 10-K for the fiscal year ended June 30, 2025. We have not adopted policies and procedures governing the purchase, sale and other dispositions of our securities by the Company itself because the Company does not have a share repurchase program and issues its securities only with the approval of our Board or a Board committee, such as upon the exercise of stock options and warrants.

Director Attendance at Annual Meetings

Our policy is that directors should attend our annual meetings of shareholders. All six of our directors attended our 2025 annual meeting of shareholders.

Shareholder Communications with our Board

Shareholders and other interested persons seeking to communicate with our Board must submit their written communications to our Corporate Secretary at Legacy Education Inc., 701 W Avenue K., Suite 123, Lancaster, CA 93534. Such communications must include the number of Company securities owned, beneficially or otherwise, by the person issuing the communication. Depending on the subject matter of the communication, our Corporate Secretary will do one of the following:

- forward the communication to the Board or any individual member of our Board to whom any communication is specifically addressed;
- attempt to handle the inquiry directly, for example where it is a request for information about our Company or it is a stock related matter; or
- not forward the communication if it is primarily commercial in nature, if it relates to an improper or irrelevant topic, or if it is unduly hostile, threatening, illegal or otherwise inappropriate.

Our Board (and any individual director to whom the communication was specifically addressed) will determine what further steps are appropriate depending on the facts and circumstances outlined in the communication.

Director Compensation

The following table presents the total compensation for each person who served as a non-employee member of our Board of Directors and received compensation for such service during the fiscal year ended June 30, 2026. Other than as set forth in the table and described more fully below, we did not pay any compensation, make any equity awards or non-equity awards to, or pay any other compensation to any of the non-employee members of our Board of Directors in 2026.

Name	Fees earned or paid in cash ($)	Stock Awards ($)	Option Awards(1) ($)	Non-Equity Incentive Plan Compensation ($)	Nonqualified deferred compensation earnings ($)	All Other Compensation (2) ($)	Total ($)
Gerald Amato	54,250	-	-	-	-	176,100	230,350
Peggy Tiderman	45,500	-	-	-	-	103,800	149,300
Blaine Faulkner	62,500	-	-	-	-	-	62,500
Janis Paulson	45,000	-	160,273	-	-	-	205,273
Zwade Marshall	45,000	-	160,273	-	-	-	205,273

(1) The amounts shown in the Option Awards column are the aggregate grant date fair value computed in accordance with FASB ASC Topic 718; the assumptions used are described in Note 15 to our consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended June 30, 2026. As of June 30, 2026, the aggregate number of shares underlying option awards outstanding for each non-employee director was: Mr. Amato, 322,010; Ms. Tiderman, 98,010; Mr. Faulkner, 98,010; Ms. Paulson, 29,354; and Dr. Marshall, 29,354.

(2) The amounts shown in this column represent consulting fees paid to Mr. Amato and Ms. Tiderman.

Non-Employee Director Compensation Policy

Our directors receive $40,000 cash compensation per year for their service on the Board, as well as reimbursement for out-of-pocket expenses with respect to such directors' attendance at meetings of the Board of the Company.

Committee chairs receive $10,000 cash compensation annually for their added services in such roles. Committee members receive an additional $5,000 per year.

Company Policies and Practices Related to the Grant of Certain Equity Awards Close in Time to the Release of Material Nonpublic Information

The Compensation Committee last granted a stock option in May 2026. The Company does not grant stock options or similar awards to Section 16 Insiders, most SVPs, and other Vice Presidents and above who directly report to the CEO in anticipation of the release of material nonpublic information that is likely to result in changes to the price of the Company's stock, such as a significant positive or negative earnings announcement, or time the public release of such information based on stock option grant dates. In addition, the Company does not grant stock options or similar awards during the four business days prior to or the one business day following the filing of our periodic reports or the filing or furnishing of a Current Report on Form 8-K that discloses material nonpublic information. These restrictions do not apply to RSUs or other types of equity awards that do not include an exercise price related to the market price of the Company's stock on the date of grant.

The Company's executive officers would not be permitted to choose the grant date for any stock option grants.

During fiscal 2026, none of the Company's named executive officers were awarded stock options. The Company did not time the disclosure of material nonpublic information for the purpose of affecting the value of executive compensation.

AUDIT COMMITTEE REPORT

The primary purpose of the audit committee is to oversee our financial reporting processes on behalf of our Board. The audit committee's functions are more fully described in its charter, which is available on our website at *www.legacyed.com*.

In the performance of its oversight function, the audit committee has reviewed and discussed our audited financial statements for the fiscal year ended June 30, 2026 with management and with our independent registered public accounting firm. In addition, the audit committee has discussed with L J Soldinger Associates, LLC, our independent registered public accounting firm for the fiscal year ended June 30, 2026, the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board ("PCAOB") and the Securities and Exchange Commission. The audit committee has also received and reviewed the written disclosures and the letter from L J Soldinger Associates, LLC required by the applicable requirements of the Public Company Accounting Oversight Board and has discussed with L J Soldinger Associates, LLC their independence from us.

Based on the review and discussions referenced above, the audit committee recommended to our Board that our audited financial statements be included in our Annual Report on Form 10-K for the fiscal year ended June 30, 2026.

Audit Committee:

Blaine Faulkner (Chair)
Janis Paulson
Zwade Marshall

The foregoing report of the audit committee does not constitute soliciting material and will not be deemed filed, incorporated by reference into or a part of any other filing by the Company (including any future filings) under the Exchange Act, except to the extent the Company specifically incorporates such report by reference therein.

EXECUTIVE OFFICERS

The following are biographical summaries of our executive officers and their ages, except for Ms. Rohmann, whose biography is included under the heading "Proposal 1: Election of Directors" set forth above:

Name	Age as of the Record Date	Position(s)
LeeAnn Rohmann	59	Chief Executive Officer, Chairman and Founder
Brandon Pope	62	Chief Financial Officer
Ragheb Milad	46	Chief Academic Officer

Brandon Pope – ***Chief Financial Officer***

Brandon Pope served as Chief Financial Officer of Legacy Education, L.L.C. from June 2018 until September 2021 and has served as our Chief Financial Officer since September 2021. From October 2017 until June 2018, he served as Controller of Squar Milner, an accounting and advisory firm, and from December 2014 until April 2017, he served as Senior Vice President, Corporate Controller of International Education Corporation, a provider of career education. From January 2014 until October 2017, Mr. Pope also served as Principal of Pope Consulting Group, LLP, and from 2008 until 2014 he served in various capacities including Vice President, Chief Accounting Officer and Vice President, Corporate Controller at Bridgepoint Education, Inc., a higher education company. Mr. Pope also previously served as Assistant Vice President, Assistant Controller of Corinthian Colleges, Inc.; Assistant Controller of Stater Bros. Markets; and Senior Manager of Financial Reporting and Control, Manager of Financial Reporting and Senior Accountant at Ingram Micro, Inc. Mr. Pope is a certified public accountant in the state of California and received his Bachelor of Science in Business Administration and MBA from the University of Phoenix.

Ragheb Milad – ***Chief Academic Officer***

Dr. Ragheb Milad has served as our Chief Academic Officer since June 2021. From January 2019 to January 2021, Dr. Milad served as the Corporate Director of Education for the Company and Campus President of High Desert Medical College's ("HDMC's") Lancaster, California campus, and from January 2014 to January 2018 he served as the Director of Academics for HDMC. Dr. Milad also served as an instructor in both the Vocational Nursing and Ultrasound Technician Programs for HDMC from 2011 to 2014. During his roles as Director of Academics for HDMC and our Corporate Director, Dr. Milad developed many of our existing programs. In addition, from 2008 to July 2021, Dr. Milad served as the Sales Director of 3D Diagnostix, a dental computer guided surgery company. In July 2021, he co-founded ITX PROS, a digital dentistry company that supports dentists with dental implant cases, and since its inception he has served as a member of the board of directors of ITX PROS. Dr. Milad also serves as a member on the Board of St. Athanasius and St. Cyril Theological School, a Coptic Orthodox theological school since 2015. Furthermore, from 2008 to 2011 Dr. Milad was a practicing physician in Cairo Egypt. He graduated from Ain Shams University in Cairo, Egypt from the Faculty of Medicine where he received his Medical Degree.

EXECUTIVE COMPENSATION

Summary Compensation Table

The following table presents the compensation awarded to, earned by or paid to each of our named executive officers for the years ended June 30, 2026 and 2025:

Name and Principal Position	Year	Salary ($)	Option Awards ($)(1)	Non-Equity Incentive Plan Compensation ($)(2)	Total ($)
LeeAnn Rohmann	2026	415,000	-	410,094	825,094
Chief Executive Officer	2025	363,846	1,190,393	590,700	2,144,939
Brandon Pope	2026	300,000	-	221,805	521,805
Chief Financial Officer	2025	263,250	353,196	225,000	841,446
Ragheb Milad	2026	280,000	-	207,017	487,017
Chief Academic Officer	2025	245,700	353,196	210,000	808,896

(1) The amounts shown above reflect the aggregate grant date fair value of the option award, computed in accordance with FASB ASC Topic 718. The assumptions used in calculating such amounts are incorporated herein by reference to Note 15. Share-Based Compensation Plans to our consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended June 30, 2026.

(2) Amounts are reported for the fiscal year in which they were earned, even if paid in a later year. The fiscal 2025 amounts were paid in fiscal 2026.

Narrative Disclosure to Summary Compensation Table

For the 2026 fiscal year, our compensation program consisted primarily of the following elements: base salary, short-term annual incentive awards, long-term equity incentive and benefit programs.

Employment Agreements

LeeAnn Rohmann Employment Agreement

Effective as of July 1, 2023, we entered into an employment agreement with LeeAnn Rohmann, which was subsequently amended pursuant to that certain First Amendment thereto dated March 28, 2025 (as amended, the "Rohmann Employment Agreement"). Pursuant to the Rohmann Employment Agreement, Ms. Rohmann receives a base salary of $415,000 per annum. Ms. Rohmann is also eligible to receive an annual bonus with respect to each fiscal year, based on the achievement of Company and individual performance targets established by our Compensation Committee. The target amount of such annual bonus is equal to Ms. Rohmann's then-current annual base salary, with a maximum bonus amount equal to 300% of such base salary (the "Annual Bonus"). In addition, Ms. Rohmann is entitled to participate in employee benefit plans such as medical, vision, basic life and dental insurance.

The Rohmann Employment Agreement provides for an initial three (3) year term with subsequent automatic one (1)-year renewal terms thereafter, unless either party gives notice of non-renewal at least six (6) months prior to the end of the then-current term. The Rohmann Employment Agreement may be terminated by the Company without cause upon 30 days prior written notice to Ms. Rohmann or immediately for cause. In addition, Ms. Rohmann may terminate her employment at any time without cause upon 30 days prior written notice to the Company or for good reason in accordance with the terms thereof. Furthermore, the Rohmann Employment Agreement will terminate upon Ms. Rohmann's death or disability.

In the event that Ms. Rohmann's employment is terminated without cause (including the Company's decision not to renew the Rohmann Employment Agreement) or she resigns for good reason, she will be entitled to receive severance benefits comprised of (i) a lump sum cash payment equal to the sum of (A) thirty-six (36) months of her current base salary, plus (B) her target Annual Bonus; (ii) COBRA continuation for up to thirty-six (36) months; (iii) payment of any earned, but unpaid prior year Annual Bonus; (iv) payment of accrued Annual Bonus for the year of termination (as determined by the Board in good faith); and (v) accelerated vesting in full with respect to any then outstanding and unvested time-vesting equity awards. In the event that Ms. Rohmann's employment is terminated by reason of her death or disability, she will be entitled to receive the severance benefits described in items (iii), (iv) and (v) of the immediately preceding sentence.

Brandon Pope Employment Agreement

Effective as of March 31, 2025, we entered into an employment agreement (the "Pope Employment Agreement") with Brandon Pope, the Chief Financial Officer of the Company. Pursuant to the Pope Employment Agreement, Mr. Pope will (i) receive a base salary at an annual rate of $300,000 (the "Base Salary"), paid in regular installments consistent with the Company's policies and (ii) be eligible for an annual bonus of up to $300,000 (the "Annual Bonus"), contingent upon achieving Company and individual performance targets as determined by the Company's compensation committee. In addition, Mr. Pope is entitled to participate in employee benefit plans such as medical, vision, basic life and dental insurance.

The Pope Employment Agreement provides for an initial two (2) year term, with subsequent automatic one (1)-year renewal terms thereafter, unless either party gives notice of non-renewal at least six (6) months prior to the end of the then-current term.

In the event that Mr. Pope's employment is terminated without cause (including the Company's decision not to renew the Pope Employment Agreement) or he resigns for good reason, he will be entitled to receive severance benefits comprised of (i) a lump sum cash payment equal to the sum of (A) twenty-four (24) months of his current base salary, plus (B) his Annual Bonus; (ii) COBRA continuation for up to twenty-four (24) months; (iii) payment of any earned, but unpaid prior year Annual Bonus; (iv) payment of accrued Annual Bonus for the year of termination (as determined by the Board in good faith); and (v) accelerated vesting in full with respect to any then outstanding and unvested time-vesting equity awards. In the event that Mr. Pope's employment is terminated by reason of his death or disability, he will be entitled to receive the severance benefits described in items (iii), (iv) and (v) of the immediately preceding sentence.

Equity Grant Practices

Amended and Restated 2021 Equity Incentive Plan

On September 25, 2024, we adopted the Legacy Education Inc. Amended and Restated 2021 Equity Incentive Plan (as amended and restated, the "2021 Plan") which has been approved by our shareholders. Pursuant to the 2021 Plan, the Company can grant stock options, stock appreciation rights, restricted stock, restricted stock units, deferred stock units, annual or long-term performance awards or other stock-based awards. The outstanding option awards granted to our named executive officers under the 2021 Plan are more fully described in the table under "Outstanding Equity Awards at June 30, 2026" below.

Outstanding Equity Awards at June 30, 2026

The following table provides information regarding option awards held by each of our named executive officers as of June 30, 2026.

	Option Awards			
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price ($)	Option Expiration Date
LeeAnn Rohmann	173,008	-	$ 3.74	4/1/2034
	145,824	104,176[(1)]	4.00	9/27/2034
	67,816	106,602[(2)]	7.25	4/2/2035
Brandon Pope	50,000	-	1.80	6/18/2028
	156,695	-	3.74	4/1/2034
	33,908	53,301[(3)]	7.25	4/2/2035
Ragheb Milad	153,552	-	3.74	4/1/2034
	33,908	53,301[(3)]	7.25	4/2/2035

(1) These stock options vest in monthly installments over a three year period beginning on September 27, 2024, subject to continuing service.

(2) These stock options vest in monthly installments over a three year period beginning on April 2, 2025, subject to continuing service.

(3) These stock options vest in monthly installments over a three year period beginning on April 2, 2025, subject to continuing service.

Bonus Arrangements

With respect to each fiscal year, the compensation committee sets Company and individual performance targets that determine the amounts of the annual incentive bonus payments which executives may receive. Based on the review of the Company's performance for fiscal year 2026, the compensation committee determined the annual incentive bonus earned by each named executive officer listed in the summary compensation table above.

401(k) Plan

The Company maintains a defined contribution employee retirement plan, or 401(k) plan, for its qualifying full-time employees. The 401(k) plan is intended to qualify as a tax-qualified plan under Section 401(k) of the Code so that contributions to the 401(k) plan, and income earned on such contributions, are not taxable to participants until withdrawn or distributed from the 401(k) plan. Our named executive officers participate in this 401(k) plan on the same basis as our other full-time employees.

Employee Benefits

We provide standard health, dental and disability insurance benefits to our executive officers, on the same terms and conditions provided to all eligible employees.

Perquisites

Perquisites are not a material component of compensation. In general, named executive officers do not receive reimbursements for meals, airlines, and travel costs, other than those costs allowed for all employees. During 2026, our named executive officers did not receive an allowance from the Company or any of the above or a reimbursement for any expense incurred for non-business purposes.

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

The following includes a summary of transactions during our fiscal years ended June 30, 2026 and June 30, 2025 to which we have been a party, including transactions in which the amount involved in the transaction exceeds the lesser of $120,000 or 1% of the average of our total assets at year-end for the last two completed fiscal years, and in which any of our directors, executive officers or, to our knowledge, beneficial owners of more than 5% of our capital stock or any member of the immediate family of any of the foregoing persons had or will have a direct or indirect material interest, other than equity and other compensation, termination, change in control and other arrangements, which are described elsewhere in this proxy statement. We are not otherwise a party to a current related party transaction, and no transaction is currently proposed, in which the amount of the transaction exceeds the lesser of $120,000 or 1% of the average of our total assets at year-end for the last two completed fiscal years and in which a related person had or will have a direct or indirect material interest.

Gerald Amato, a director of the Company was paid $176,100 and $135,875 in consulting fees for the years ended June 30, 2026 and 2025, respectively. For the period July 1, 2026 through the date of this proxy statement, Mr. Amato was paid $30,000.

Peggy Tiderman, a director of the Company was paid $103,800 and $152,279 in consulting fees through Streamlined Digital LLC, a company she controls, for the years ended June 30, 2026 and 2025, respectively. For the period July 1, 2026 through the date of this proxy statement, Ms. Tiderman was paid $34,600.

Related Persons Transaction Policy

We have adopted a formal policy regarding approval of transactions with related parties. For purposes of our policy only, a related person transaction is a transaction, arrangement or relationship, or any series of similar transactions, arrangements or relationships, in which we and any related person are, were or will be participants in which the amount involved exceeds the lesser of $120,000 or one percent of our total assets at year-end for our last two completed fiscal years. Transactions involving compensation for services provided to us as an employee or director are not covered by this policy. A related person is any executive officer, director or beneficial owner of more than 5% of any class of our voting securities, including any of their immediate family members and any entity owned or controlled by such persons.

Under the policy, if a transaction has been identified as a related person transaction, including any transaction that was not a related person transaction when originally consummated or any transaction that was not initially identified as a related person transaction prior to consummation, our management must present information regarding the related person transaction to our audit committee, or, if audit committee approval would be inappropriate, to another independent body of our board of directors, for review, consideration and approval or ratification. The presentation must include a description of, among other things, the material facts, the interests, direct and indirect, of the related persons, the benefits to us of the transaction and whether the transaction is on terms that are comparable to the terms available to or from, as the case may be, an unrelated third party or to or from employees generally. Under the policy, we will collect information that we deem reasonably necessary from each director, executive officer and, to the extent feasible, significant shareholder to enable us to identify any existing or potential related-person transactions and to effectuate the terms of the policy. In addition, under our code of business conduct and ethics, our employees and directors have an affirmative responsibility to disclose any transaction or relationship that reasonably could be expected to give rise to a conflict of interest. In considering related person transactions, our audit committee, or other independent body of our board of directors, will take into account the relevant available facts and circumstances including, but not limited to:

- the risks, costs and benefits to us;
- the impact on a director’s independence in the event that the related person is a director, immediate family member of a director or an entity with which a director is affiliated;
- the availability of other sources for comparable services or products; and
- the terms available to or from, as the case may be, unrelated third parties or to or from employees generally.

The policy requires that, in determining whether to approve, ratify or reject a related person transaction, our audit committee, or other independent body of our board of directors, must consider, in light of known circumstances, whether the transaction is in, or is not inconsistent with, our best interests and those of our shareholders, as our audit committee, or other independent body of our board of directors, determines in the good faith exercise of its discretion.

PROPOSAL 2: RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Our audit committee has appointed Soldinger as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2027 and our Board has directed that management submit the appointment of Soldinger as the Company's independent registered public accounting firm for ratification by the shareholders at the 2026 Annual Meeting. Representatives of Soldinger are expected to be virtually present at the 2026 Annual Meeting, will have an opportunity to make a statement if they so desire, and be available to respond to appropriate questions. Soldinger was appointed to serve as our independent registered public accounting firm in 2018.

Shareholder ratification of the appointment of Soldinger as the Company's independent registered public accounting firm is not required by law. However, our Board is submitting the audit committee's appointment of Soldinger to the shareholders for ratification as a matter of good corporate practice. If the shareholders fail to ratify the appointment, the audit committee will reconsider whether to retain that firm. Even if the appointment is ratified, the audit committee, in its discretion, may direct the appointment of a different independent registered public accounting firm at any time during the year if the audit committee determines that such a change would be in the best interests of the Company and its shareholders.

Independent Registered Public Accountant's Fee

The following table sets forth the aggregate fees billed by L J Soldinger Associates, LLC for the year ended June 30, 2026, and June 30, 2025 as described below:

	2026	2025
Audit Fees	$ 829,032	$ 684,567
Audit Related Fees	$ 13,060	$ –
Tax Fees	$ 78,505	$ 34,485
All Other Fees	$ –	$ –
Total	$ 920,597	$ 719,052

Audit Fees: Audit fees consist of fees billed for the professional services rendered to us for the audit of our annual consolidated financial statements for the years ended June 30, 2026 and 2025, reviews of the quarterly financial statements during the periods, the issuance of consent and comfort letters in connection with registration statement filings, and all other services that are normally provided by the accounting firm in connection with statutory and regulatory filings and engagements.

Audit-Related Fees: Fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit of the financial statements. In fiscal 2026, audit-related fees consisted of fees for due diligence services.

Tax Fees: Fees for professional services rendered for tax compliance, tax advice, and tax planning.

All Other Fees: All other fees billed by the auditor for products and services not included in the foregoing categories.

Approval Policies and Procedures

In accordance with Sarbanes-Oxley, our audit committee charter requires the audit committee to pre-approve all audit and permitted non-audit services provided by our independent registered public accounting firm, including the review and approval in advance of our independent registered public accounting firm's annual engagement letter and the proposed fees contained therein. The audit committee has the ability to delegate the authority to pre-approve non-audit services to one or more designated members of the audit committee. If such authority is delegated, such delegated members of the audit committee must report to the full audit committee at the next audit committee meeting all items pre-approved by such delegated members. All of the audit-related and tax services described above for fiscal 2026 and 2025 were pre-approved by the audit committee, and none were approved under the de minimis exception in Rule 2-01(c)(7)(i)(C) of Regulation S-X.

Recommendation of our Board

Our Board recommends a vote "**FOR**" the ratification of the appointment of Soldinger as our independent registered public accounting firm for the fiscal year ending June 30, 2027.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding the beneficial ownership of our common stock as of the Record Date by:

- each of our named executive officers;
- each of our directors and director nominees;
- all of our current directors and executive officers as a group; and
- each shareholder known by us to own beneficially more than 5% of our common stock.

The percentage ownership information is based on 12,815,343 shares of common stock outstanding as of the Record Date. Information with respect to beneficial ownership has been furnished by each director or director nominee, officer or beneficial owner of more than 5% of our common stock. We have determined beneficial ownership in accordance with the rules of the SEC. These rules generally attribute beneficial ownership of securities to persons who possess sole or shared voting power or investment power with respect to those securities. In addition, the rules attribute beneficial ownership of securities as of a particular date to persons who hold options or warrants to purchase shares of common stock and that are exercisable within 60 days of such date. These shares are deemed to be outstanding and beneficially owned by the person holding those options or warrants for the purpose of computing the percentage ownership of that person, but they are not treated as outstanding for the purpose of computing the percentage ownership of any other person. Unless otherwise indicated, the persons or entities identified in this table have sole voting and investment power with respect to all shares shown as beneficially owned by them, subject to applicable community property laws.

Except as otherwise noted below, the address for each person or entity listed in the table is c/o Legacy Education Inc., 701 W. Avenue K, Suite 123, Lancaster, CA 93534.

Name	Shares of Common Stock Beneficially Owned	Percentage
Directors and Named Executive Officers		
LeeAnn Rohmann	1,328,431(1)	10.01%
Brandon Pope	257,567(2)	1.97%
Ragheb Milad	204,759(3)	1.57%
Gerald Amato	358,797(4)	2.74%
Blaine Faulkner	154,797(5)	1.20%
Peggy Tiderman	73,797(6)	*
Zwade Marshall	11,415(7)	*
Janis Paulson	11,415(8)	*
All Directors and Named Executive Officers as a group (8 persons)	2,400,978	16.91%
5% or Greater Shareholders		
Robert D. deRose & Susan deRose Family Trust DTD 11/18/1986 (9)	1,097,974	8.57%
Robert deRose & Susan deRose (9)(10)	1,224,356(11)	9.55%
Royce & Associates LP (12)	867,770	6.77%
Michael J. Garnick (13)	944,353	7.37%
Mink Brook Asset Management LLC (14)	773,395	6.03%

* Represents beneficial ownership of less than 1%.

(1) Represents (i) 868,123 shares of common stock held through The LeeAnn Rollings Rohmann Trust U/A DTD 03/24/2025, (ii) 5,000 shares of common stock held directly and (iii) 455,308 shares of common stock issuable upon exercise of options.

(2) Represents 257,567 shares of common stock issuable upon exercise of options.

(3) Represents (i) 335 shares of common stock and (ii) 204,424 shares of common stock issuable upon exercise of options.

(4) Represents (i) 61,000 shares of common stock and (ii) 297,797 shares of common stock issuable upon exercise of options.

(5) Represents (i) 81,000 shares of common stock held through Faulkner Family Trust DTD 2/11/1999 and (ii) 73,797 shares of common stock issuable upon exercise of options.

(6) Represents 73,797 shares of common stock issuable upon exercise of options.

(7) Represents 11,415 shares of common stock issuable upon exercise of options.

(8) Represents 11,415 shares of common stock issuable upon exercise of options.

(9) Robert deRose and Susan deRose are the co-trustees of the Robert D. deRose & Susan deRose Family Trust DTD 11/18/1986 and in such capacity have the right to vote and dispose of the securities held by such trust. The address of the Robert D. deRose & Susan deRose Family Trust DTD 11/18/1986 is P.O. Box 8167, Rancho Santa Fe, CA 92067.

(10) Robert deRose and Susan deRose are the co-trustees of the Allison M. deRose Trust DTD 5/29/1991 and in such capacity have the right to vote and dispose of the securities held by such trust. The address of the Allison M. deRose Trust DTD 5/29/1991 is P.O. Box 8167, Rancho Santa Fe, CA 92067.

(11) Represents (i) 1,000 shares owned by the Susan deRose – IRA BDA, (ii) 2,000 shares owned by the Robert deRose IRA, (iii) 1,097,974 shares of common stock held by the deRose Family Trust 11/18/86, (iv) 98,370 shares of common stock held by the Allison M. deRose Trust, (v) 16,656 shares of common stock held by Robert deRose and (vi) 8,356 shares of common stock issuable upon exercise of options held by Robert deRose.

(12) Information provided is based solely on a Schedule 13G/A filed on July 22, 2025 on behalf of Royce & Associates LP. Royce & Associates LP has sole voting power with respect to 867,770 shares and sole dispositive power with respect to 867,770 shares. The business address of Royce & Associates LP is One Madison Avenue, New York, New York 10010.

(13) Information provided is based solely on a Schedule 13G filed on November 12, 2024 by Michael J. Garnick. Mr. Garnick has sole voting power and sole dispositive power with respect to 944,353 shares. The reported shares exclude 75,000 shares owned by Denise Garnick, Mr. Garnick's spouse, as to which Mr. Garnick disclaims beneficial ownership. The address of Mr. Garnick is 130 S. 18th Street, Unit #2504, Philadelphia, PA 19103.

(14) Information provided is based solely on a Schedule 13G filed on October 1, 2026 by Mink Brook Asset Management LLC, Mink Brook Partners LP, Mink Brook Opportunity Fund LP, Mink Brook Capital GP LLC and William Mueller. Mink Brook Asset Management LLC, Mink Brook Capital GP LLC and Mr. Mueller report shared voting power and shared dispositive power with respect to 773,395 shares, consisting of 533,643 shares held by Mink Brook Partners LP and 239,752 shares held by Mink Brook Opportunity Fund LP. The business address of each reporting person is 201 Summa Street, West Palm Beach, FL 33405.

DELINQUENT SECTION 16(a) REPORTS

Section 16(a) of the Exchange Act requires our directors, executive officers and persons who beneficially own more than 10% of our common stock to file reports of ownership and changes in ownership with the SEC. Such persons are required by SEC regulations to furnish us with copies of all Section 16(a) reports they file.

Based solely on our review of copies of such reports furnished to us and written representations from our directors and executive officers, we believe that during the fiscal year ended June 30, 2026, all Section 16(a) filing requirements applicable to our directors, executive officers and 10% beneficial owners were timely satisfied, except that each of Dr. Zwade J. Marshall and Ms. Janis L. Paulson filed one late Form 3.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Securities Authorized for Issuance Under Equity Compensation Plans

The following table summarizes information about our equity compensation plans as of June 30, 2026.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders	2,038,815(1)	$ 5.13	1,603,208(2)
Equity compensation plans not approved by security holders	274,000(3)	$ 1.78	—
Total	2,312,815(1)	$ 4.73	1,603,208(2)

(1) This number includes shares subject to outstanding options granted under the 2021 Plan.

(2) This number represents shares available for issuance under the 2021 Plan.

(3) Represents options granted in 2018, before the adoption of the 2021 Plan: 224,000 options with an exercise price of $1.78 per share expiring March 14, 2028, and 50,000 options with an exercise price of $1.80 per share expiring June 18, 2028.

DELIVERY OF DOCUMENTS TO SHAREHOLDERS SHARING AN ADDRESS

The SEC has adopted rules known as "householding" that permit companies and intermediaries (such as brokers) to deliver one set of proxy materials to multiple shareholders residing at the same address. This process enables us to reduce our printing and distribution costs and reduce our environmental impact. Householding is available to both registered shareholders and beneficial owners of shares held in street name.

Registered Shareholders

If you are a registered shareholder and have consented to householding, then we will deliver or mail one Notice or set of our proxy materials, as applicable, for all registered shareholders residing at the same address. Your consent will continue unless you revoke it, which you may do at any time by providing notice to the Company's Corporate Secretary by telephone at (661) 940-9300 or by mail at 701 W. Avenue K, Suite 123, Lancaster, CA 93534. In addition, the Company will promptly deliver, upon written or oral request to the address or telephone number above, a separate copy of the 2026 Annual Report, proxy statement, or Notice to a shareholder at a shared address to which a single copy of the documents was delivered.

If you are a registered shareholder who has not consented to householding, then we will continue to deliver or mail Notices or copies of our proxy materials, as applicable, to each registered shareholder residing at the same address. You may elect to participate in householding and receive only one Notice or set of proxy materials, as applicable, for all registered shareholders residing at the same address by providing notice to the Company as described above.

Street Name Holders

Shareholders who hold their shares through a brokerage may elect to participate in householding, or revoke their consent to participate in householding, by contacting their respective brokers.

ANNUAL REPORT

This proxy statement is accompanied by our 2026 Annual Report which includes our audited financial statements. We have filed the 2026 Annual Report with the SEC, and it is available free of charge at the SEC's website at *www.sec.gov* and on our website at *www.legacyed.com*. In addition, upon written request to the Company's Corporate Secretary at 701 W. Avenue K, Suite 123, Lancaster, CA 93534, we will mail a paper copy of our 2026 Annual Report, including the financial statements and the financial statement schedules, to you free of charge.

OTHER MATTERS

We do not know of any business that will be presented for consideration or action by the shareholders at the 2026 Annual Meeting other than that described in this proxy statement. If, however, any other business is properly brought before the meeting, shares represented by proxies will be voted in accordance with the best judgment of the person named in the proxies or their substitutes. All shareholders are urged to complete, sign and return the proxy card.

LEGACY EDUCATION INC.
701 W AVENUE K, SUITE 123
LANCASTER, CA 93534



SCAN TO
VIEW MATERIALS & VOTE

VOTE BY INTERNET
Before The Meeting - Go to **www.proxyvote.com or scan the QR Barcode above**

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time on December 14, 2026. Have your proxy card in hand when you access the website and follow the instructions to obtain your records and to create an electronic voting instruction form.

During The Meeting - Go to **www.virtualshareholdermeeting.com/LGCY2026**

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

VOTE BY PHONE - 1-800-690-6903
Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time on December 14, 2026. Have your proxy card in hand when you call and then follow the instructions.

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

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

T04707-P58900 KEEP THIS PORTION FOR YOUR RECORDS

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED. DETACH AND RETURN THIS PORTION ONLY

LEGACY EDUCATION INC.

The Board of Directors recommends you vote FOR Proposals 1 and 2:

1. Election of Directors to be elected for terms expiring in 2027:

Nominees:	For	Withhold
1a. LeeAnn Rohmann	☐	☐
1b. Gerald Amato	☐	☐
1c. Blaine Faulkner	☐	☐
1d. Peggy Tiderman	☐	☐
1e. Zwade J. Marshall	☐	☐
1f. Janis Paulson	☐	☐

	For	Against	Abstain
2. Ratification of the appointment of L J Soldinger Associates LLC as the company's independent registered public accounting firm for the fiscal year ending June 30, 2027.	☐	☐	☐

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

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

Signature [PLEASE SIGN WITHIN BOX] Date

Signature (Joint Owners) Date

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:
The Notice and Proxy Statement and Annual Report are available at www.proxyvote.com.

T04708-P58900

LEGACY EDUCATION INC.
Annual Meeting of Shareholders
December 15, 2026 1:00 p.m. Eastern time
This proxy is solicited by the Board of Directors

The undersigned hereby appoints LeeAnn Rohmann with power of substitution, as proxy and attorney-in-fact and hereby authorizes her to represent and vote, as provided on the other side, all the shares of Legacy Education Inc.'s common stock which the undersigned is entitled to vote and, in her discretion, to vote upon such other business as may properly come before the 2026 Annual Meeting of Shareholders of the company to be held December 15, 2026 or any adjournment thereof, with all powers which the undersigned would possess if present at the meeting.

THIS PROXY CARD, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED. IF NO DIRECTION IS MADE BUT THE CARD IS SIGNED, THIS PROXY CARD WILL BE VOTED FOR THE ELECTION OF ALL NOMINEES UNDER PROPOSAL 1 AND FOR PROPOSAL 2, AND IN THE DISCRETION OF THE PROXY WITH RESPECT TO SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING.

Continued and to be signed on the reverse side