
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 the 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

ETHAN ALLEN®

Ethan Allen Interiors Inc.

(Name of Registrant as Specified in Its Charter)

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

Payment of Filing Fee (Check the Appropriate Box):

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

Ethan Allen Interiors Inc. (“Ethan Allen” or the “Company”) filed a definitive proxy statement and accompanying **BLUE** universal proxy card with the Securities and Exchange Commission to be used to solicit votes for the election of its slate of highly qualified director nominees at the Company’s 2026 Annual Meeting of Stockholders.

Item 1: On October 19, 2026, Ethan Allen issued the following press release.

Ethan Allen Highlights Case for Its Five Highly Qualified Director Nominees in Shareholder Mailer

Emphasizes a Differentiated, Debt-Free Platform Positioned for Profitable Growth with an Independent CEO Transition Already Underway

Notes Ethan Allen’s Superior Strategy and the Vulnerabilities in DGB’s Proposed Plan

DGB’s Latest Release Still Fails to Show Its Plan Is Better or Justify any change at Board

DANBURY, CT, October 19, 2026 (GLOBE NEWSWIRE) -- Ethan Allen Interiors Inc. (“Ethan Allen” or the “Company”) (NYSE: ETD), a leading interior design company, manufacturer and retailer in the home furnishings marketplace, today outlined five key reasons to vote “**FOR**” the Company’s highly qualified director nominees on the **BLUE** proxy card in a mailing to shareholders.

The Company’s Board of Directors (the “Board”) encourages all shareholders to review the mailing and the investor presentation filed with the Securities and Exchange Commission on October 15, 2026 at www.VoteEthanAllen.com.

Earlier today, Ethan Allen announced the release date for its fiscal 2027 first quarter results, consistent with its established reporting process. For each of the past four fiscal first quarters, the Company has announced its earnings release date exactly three weeks before reporting results, providing consistent advance notice. The timing of the Company’s financial reporting follows that established process and has not been altered by the proxy contest.

DGB asks, “Where are the numbers?” Shareholders should ask the same of DGB’s plan. DGB projects materially higher revenue and profitability but has not substantiated the customer-acquisition, productivity, store-ramp, working-capital and investment assumptions needed to achieve those outcomes. DGB has not disclosed how the combined execution of its proposed initiatives would affect margins, cash flow or capital returns.

In today’s mailing, Ethan Allen highlights the following:

- Foundation built for profitable, sustainable growth while preserving financial strength;
- Strength of the vertically integrated business built on more than 500 interior designers, Company-owned North American manufacturing; and white-glove national logistics;
- Operating as one debt-free system, with strong margins, cash flow and robust balance sheet.

DGB’s attempt to separate share-price appreciation from dividends does not change total shareholder return: dividends are cash returns actually received by shareholders. Capital returns have not prevented Ethan Allen from funding growth; the Company remains debt-free and continues to invest in marketing, digital, product and design centers.

The Company has substantially repositioned its design centers and logistics footprint, nearly doubled its product assortment, resumed new design center expansion and delivered record close rates and higher average order values.

The operating platform is materially different from 2015. Recent revenue pressure reflects lower State Department, China and dealer sales as well as softer core retail traffic, orders and delivered volume. The growth strategy is designed to increase productivity across the existing network and add new design centers selectively – it does not depend on new stores alone.

The Board is also leading a search with a nationally recognized firm, evaluating internal and external candidates, and has committed to publicly announcing the next CEO no later than June 30, 2027. Shareholders are best served by supporting the Company's nominees over DGB's candidates based on the following five key matters: DGB is not offering shareholders a unique path to leadership change; it is asking them to transfer an active CEO search to a wholly new Board.

- **DGB has not shown that its plan is better.** Its priorities – brand, product, customer acquisition, digital and omnichannel, design center productivity and investment – substantially overlap with initiatives already underway at Ethan Allen. DGB has not demonstrated why its approach would produce better results or justify replacing all five directors. **DGB's latest release does nothing to close that gap.**
- **DGB is asking shareholders to endorse Board change before it has a validated plan.** When DGB nominated a full slate on August 5, it said it would share its plan "in the coming weeks." Its current strategic framework was therefore presented only after it had already called for the Board's removal.
- **DGB's projected outcomes do not establish that its alternative will deliver better results.** Its revenue, margin and reinvestment assumptions do not substantiate the customer-acquisition, store-ramp, cannibalization, designer-capacity, working-capital and implementation requirements needed to achieve the results it projects. DGB's own first 100 days call for validating key assumptions and economics before finalizing operating and investment initiatives.
- **DGB applies a double standard to the two slates.** It judges Ethan Allen's nominees against Company performance while largely presenting its own nominees through biographies and claimed capabilities. Applying the same outcome-based lens yields a markedly different picture: there are significant losses, negative TSR, revenue contraction, bankruptcy and litigation outcomes associated with companies highlighted in DGB's nominee biographies. **Shareholders should apply the same test – qualifications, relevant experience and actual outcomes – to both slates.**
- **Ethan Allen's nominees bring more directly relevant experience for the work ahead.** The slate combines current public-company and public-retail board experience with expertise in brand and digital, vertically integrated operations, design-center real estate, finance, audit, technology, global logistics, capital allocation and governance. Four of five nominees are independent, and three of four independent directors joined the Board in the past five years. **DGB has not demonstrated that replacing any specific Ethan Allen director would strengthen the Board. Instead, any such change would remove relevant expertise and Company-specific knowledge at a critical point in the execution of the growth plan and CEO transition, introducing unnecessary disruption and execution risk.**

DGB lays out 21 strategic priorities and enablers but has not provided the bottoms-up financial analysis showing how the combined program would be funded and translated into its projected results. Its own first-100-days framework acknowledges that priorities, economics and trade-offs still need to be validated after the election.

The Board is executing an orderly leadership transition and many of the strategic priorities DGB calls for are already underway. DGB's latest release does not demonstrate that its strategy is superior, validate the assumptions behind its projected outcomes or show why replacing any Ethan Allen director would leave shareholders better off. On November 4, shareholders should focus on which directors are best equipped to execute the growth plan and complete an orderly CEO transition.

YOUR VOTE IS IMPORTANT!

For more information regarding Ethan Allen's strategy and Board nominees, please visit:

www.VoteEthanAllen.com

Please refer to the BLUE proxy card for instructions on voting by internet, telephone, or mail. If you have questions or need assistance voting your shares, please contact our proxy solicitor:

GEORGESON, LLC
51 West 52nd Street, 6th Floor
New York, NY 10019

Shareholders, banks may call toll-free at (888) 717-2572

Forward-Looking Statements

This communication contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding the Company’s strategic and operating priorities, growth initiatives and strategies, technology investments, marketing plans, capital allocation, governance enhancements, the execution risk that may result by replacing the entire board and expectations for fiscal 2027 and beyond. These statements are subject to risks and uncertainties, including those described in Item 1A of the Company’s Annual Report on Form 10-K and in its other filings with the SEC, which could cause actual results to differ materially from those anticipated. Forward-looking statements speak only as of the date made, and the Company undertakes no obligation to update them except as required by law.

About Ethan Allen

Ethan Allen (NYSE: ETD) is a leading interior design destination combining state-of-the-art technology with personal service. Ethan Allen design centers, which represent a mix of Company-operated and independent licensee locations, offer complimentary interior design service and sell a full range of home furnishings, including custom furniture and artisan-crafted accents for every room in the home. Vertically integrated from product design through logistics, the Company manufactures about 75% of its custom-crafted furniture in its own North American manufacturing facilities and has been recognized for product quality and craftsmanship since 1932. Learn more at www.ethanallen.com and follow Ethan Allen on Facebook, Instagram, and LinkedIn.

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Item 2: On October 19, 2026, Ethan Allen mailed materials to stockholders of the Company, a copy of which is attached hereto as [Exhibit 99.1](#) and incorporated herein by reference.

Five Key Reasons to Vote “FOR” Ethan Allen’s Nominees

Ethan Allen has Built the Foundation for Profitable & Sustainable Growth by Repositioning its Business while Preserving Financial Strength

	THE REASON	WHY IT MATTERS	PROOF POINT
1	A Differentiated Business with Financial Discipline	500+ interior designers, Company-owned North American manufacturing and white-glove logistics run as one debt-free system.	58%+ gross margin, five straight fiscal years
2	A Platform Positioned For Growth	Repositioning is substantially complete. Five new design centers planned for FY2027, a nearly doubled product assortment and record close rates.	\$5,353 FY26 avg. order value, up from \$4,635
3	Capacity to Invest and Return Capital	An annual dividend every year since 1996, while retaining ~\$85M after the \$76M (\$3.00 per share) special dividend to fund FY2027 investments.	\$768M cash dividends since going public in 1993
4	An Orderly CEO Succession	A search led by all four independent directors and a national search firm, evaluating internal and external candidates.	June 30, 2027 publicly committed date to announce the next CEO
5	Growth Execution and Defined CEO Transition	Our nominees combine directly relevant expertise with firsthand knowledge of the business. They are overseeing investments already underway and an independent CEO search, while DGB proposes replacing the entire Board and immediately appointing an interim CEO.	5 of 5 Board seats DGB is seeking to replace

**Vote FOR ONLY Ethan Allen’s five nominees
on the
BLUE proxy card**

For more information visit:
www.VoteEthanAllen.com



Vote “FOR” all five Ethan Allen nominees on the **BLUE** proxy card

ETHAN ALLEN

Our Nominees Bring the Necessary Experience to Oversee Ethan Allen's Strategy

 M. Farooq Kathwari Chairman, President & CEO OPERATIONS AND CONTINUITY Direct operating knowledge; continuity through transition - Global operations - Manufacturing - Retail and brand building - Logistics and delivery	 David M. Sable Lead Independent Director BRAND AND DIGITAL Built brands at VMLY&R; on American Eagle Outfitters Board; Vice Chair at Stagwell Global - Brand building - Digital, e-commerce and cybersecurity oversight - Governance	 Maria Eugenia Casar Independent Director OPERATIONS, FINANCE AND RISK Oversaw WFP operations; former UN CFO; Audit chair - Financial oversight - Capital and governance - Global operations - Sustainability	 Tara Stacom Independent Director DESIGN-CENTER REAL ESTATE AND SITE STRATEGY Site strategy; complex leasing, sales and corporate-finance deals - Real Estate - Digital, e-commerce and cybersecurity oversight - Capital and governance - Global operations	 Cynthia Ekberg Tsai Independent Director CAPITAL ALLOCATION AND GOVERNANCE Capital allocation and technology; chairs the succession committee - Capital and governance - Financial oversight - Digital, e-commerce and cybersecurity oversight - Global operations
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4 of 5

Four of five nominees are independent.

3 of 4

Three of four independent directors joined in the past five years.

6 years

Average independent-director tenure is six years.

Ethan Allen's Board oversees a vertically integrated business

Design

Retail

Manufacture

Logistics

Douglas G. Bergeron
Former CEO, VeriFone



Has never run a company that manufactures what it sells

\$95M

VeriFone settlement of a shareholder suit alleging securities fraud; he resigned three weeks after a 2013 quarterly shortfall^{1,2,3}

Anna Brockway
Former President, Chairish



Owns neither the goods it lists nor the means to produce them

-\$0.4M

2024 adjusted EBITDA of \$51.2M of revenue (both unaudited), as disclosed by its acquirer^{1,4}

Stefanie Tsen Ward
Former Chief Integrated Retail & Customer Officer, Neiman Marcus



Buys and resells other companies' products

Chapter 11

Bankruptcy filed earlier this year by Saks Global, which acquired Neiman Marcus

Stephen Oblak
Former Chief Commercial Officer, Wayfair (2021–2023)



Competes on price and shipping speed

-82.7%

Wayfair 2022 TSR vs. –31.7% for its peer group; revenue fell to \$12.2B with a \$1.33B net loss^{1,5,9}

Kristine E. Miller
Board service: Grove Collaborative, Cable One



Lacks owned-manufacturing and designer-led home furnishings experience

-33%

Grove revenue, 2023–2025; Cable One TSR of –50.9% vs. –23.3% for peers, 2019–2022^{1,5,6,7}

DGB's slate lacks the manufacturing and global logistics expertise Ethan Allen's vertically integrated model requires.

Sources: (1) DGB definitive proxy statement, nominee biographies and election effect; (2) VeriFone first quarter preliminary results, February 20, 2013; (3) VeriFone Form 8-K, March 2013; (4) Auction Technology Group announcement of business acquisition, August 2015; (5) Grove Collaborative 2024 annual report; (6) Grove Collaborative 2024 annual report; (7) Cable One 2024 proxy statement, key versus performance table; (8) Wayfair 2024 annual report; (9) Wayfair 2024 proxy statement, key versus performance table

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