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

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2(a)

(Amendment No.)1

<u>Daktronics, Inc.</u>
(Name of Issuer)

<u>Common Stock, no par value</u> (Title of Class of Securities)

> 234264109 (CUSIP Number)

CONNOR HALEY
ALTA FOX CAPITAL MANAGEMENT, LLC
640 Taylor Street, Ste. 2522
Fort Worth, Texas 76102
(817) 639-2369

SEBASTIAN ALSHEIMER, ESQ.
OLSHAN FROME WOLOSKY LLP
1325 Avenue of the Americas
New York, New York 10019
(212) 451-2300
(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

<u>January 20, 2023</u> (Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box \Box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

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The following constitutes the Schedule 13D filed by the undersigned (the "Schedule 13D").

Item 1. <u>Security and Issuer.</u>

This statement relates to the Common Stock, no par value per share (the "Shares"), of Daktronics, Inc., a South Dakota corporation (the "Issuer"). The address of the principal executive offices of the Issuer is 201 Daktronics Drive, Brookings, South Dakota 57006.

Item 2. <u>Identity and Background</u>.

- (a) This statement is filed by:
 - (i) Alta Fox Opportunities Fund, LP, a Delaware limited partnership ("Alta Fox Opportunities");
 - (ii) Alta Fox GenPar, LP, a Delaware limited partnership ("Alta Fox GP"), as the general partner of Alta Fox Opportunities;
 - (iii) Alta Fox Equity, LLC, a Delaware limited liability company ("Alta Fox LLC"), as the general partner of Alta Fox GP;
 - (iv) Alta Fox Capital Management, LLC, a Texas limited liability company ("Alta Fox Capital"), as the investment manager of Alta Fox Opportunities; and
 - (v) P. Connor Haley, as the sole owner, member and manager of each of Alta Fox Capital and Alta Fox LLC.

Each of the foregoing is referred to as a "Reporting Person" and collectively as the "Reporting Persons." Each of the Reporting Persons is party to that certain Joint Filing Agreement, as further described in Item 6. Accordingly, the Reporting Persons are hereby filing a joint Schedule 13D.

- (b) The principal business address of each of the Reporting Persons is 640 Taylor Street, Suite 2522, Fort Worth, Texas 76102.
- (c) The principal business of Alta Fox Opportunities is investing in securities and engaging in all related activities and transactions. The principal business of Alta Fox GP is serving as the general partner of Alta Fox Opportunities. The principal business of Alta Fox LLC is serving as the general partner of Alta Fox GP. The principal business of Alta Fox Capital is serving as the investment manager to, and managing investment and trading accounts of, Alta Fox Opportunities. The principal occupation of Mr. Haley is serving as the sole owner, member and manager of each of Alta Fox Capital and Alta Fox LLC.
- (d) No Reporting Person has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) No Reporting Person has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Alta Fox Opportunities, Alta Fox GP and Alta Fox LLC are organized under the laws of the State of Delaware. Alta Fox Capital is organized under the laws of the State of Texas. Mr. Haley is a citizen of the United States of America.

Item 3. Source and Amount of Funds or Other Consideration.

The Shares purchased by Alta Fox Opportunities were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases, except as otherwise noted, as set forth in Schedule A, which is incorporated by reference herein. The aggregate purchase price of the 2,663,513 Shares beneficially owned by Alta Fox Opportunities is approximately \$8,891,289, including brokerage commissions.

Item 4. <u>Purpose of Transaction</u>.

The Reporting Persons purchased the Shares based on their belief that the Shares, when purchased, were undervalued and constituted an attractive investment opportunity. Depending upon overall market conditions, other investment opportunities available to the Reporting Persons, and the availability of Shares at prices that would make the purchase or sale of Shares desirable, the Reporting Persons may endeavor to increase or decrease their position in the Issuer through, among other things, the purchase or sale of Shares on the open market or in private transactions or otherwise, on such terms and at such times as the Reporting Persons may deem advisable.

On January 26, 2023, Alta Fox Capital issued a press release and public letter to the independent members of the Issuer's Board of Directors (the "Board"), which, among other things, expressed its disappointment that the Board's Strategy and Financing Review Committee is not taking decisive action to address deep-rooted issues related to the Issuer's corporate governance, undermanagement team and value creation efforts. The press release and public letter is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Alta Fox Capital has engaged, and intends to continue to engage, in discussions with management and the Board of the Issuer regarding opportunities to unlock value at the Issuer, including changes to Board composition.

The Reporting Persons do not have any present plan or proposal which would relate to or result in any of the matters set forth in subparagraphs (a) - (j) of Item 4 of Schedule 13D except as set forth herein or such as would occur upon or in connection with completion of, or following, any of the actions discussed herein. Depending on various factors including, without limitation, the Issuer's financial position, results and strategic direction, actions taken by the Issuer's management and the Issuer's board of directors (the "Board"), other investment opportunities available to the Reporting Persons, the price levels of the Shares, conditions in the securities markets and general economic and industry conditions, the Reporting Persons may in the future take such actions with respect to their investment in the Issuer as they deem appropriate including, without limitation, engaging in communications and information exchanges with the Issuer's management and Board, engaging in discussions with shareholders of the Issuer or other third parties about the Issuer and the Reporting Persons' investment, making recommendations concerning changes to the Issuer's operations, governance or capitalization, potential business combinations or dispositions involving the Issuer or certain of its businesses, or suggestions for improving the Issuer's financial and/or operational performance, acquiring additional Shares, disposing of some or all of Shares, or changing their intention with respect to any and all matters referred to in Item 4.

Item 5. <u>Interest in Securities of the Issuer.</u>

The aggregate percentage of Shares reported owned by each person named herein is based upon 45,465,728 Shares outstanding, as of December 7, 2022, which is the total number of Shares outstanding as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on December 13, 2022.

A. Alta Fox Opportunities

(a) As of the date hereof, Alta Fox Opportunities beneficially owned 2,663,513 Shares.

Percentage: Approximately 5.9%

- (b) 1. Sole power to vote or direct vote: 0
 - 2. Shared power to vote or direct vote: 2,663,513
 - 3. Sole power to dispose or direct the disposition: 0
 - 4. Shared power to dispose or direct the disposition: 2,663,513
- (c) The transactions in the Shares by Alta Fox Opportunities during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

B. Alta Fox GP

(a) Alta Fox GP, as the general partner of Alta Fox Opportunities, may be deemed the beneficial owner of the 2,663,513 Shares owned by Alta Fox Opportunities.

Percentage: Approximately 5.9%

- (b) 1. Sole power to vote or direct vote: 0
 - 2. Shared power to vote or direct vote: 2,663,513
 - 3. Sole power to dispose or direct the disposition: 0
 - 4. Shared power to dispose or direct the disposition: 2,663,513
- (c) Alta Fox GP has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares on behalf of Alta Fox Opportunities during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

C. Alta Fox LLC

(a) Alta Fox LLC, as the general partner of Alta Fox GP, may be deemed the beneficial owner of the 2,663,513 Shares owned by Alta Fox Opportunities.

Percentage: Approximately 5.9%

- (b) 1. Sole power to vote or direct vote: 0
 - 2. Shared power to vote or direct vote: 2,663,513
 - 3. Sole power to dispose or direct the disposition: 0
 - 4. Shared power to dispose or direct the disposition: 2,663,513

(c) Alta Fox LLC has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares on behalf of Alta Fox Opportunities during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

D. Alta Fox Capital

(a) Alta Fox Capital, as the investment manager of Alta Fox Opportunities, may be deemed the beneficial owner of the 2,663,513 Shares owned by Alta Fox Opportunities.

Percentage: Approximately 5.9%

- (b) 1. Sole power to vote or direct vote: 0
 - 2. Shared power to vote or direct vote: 2,663,513
 - 3. Sole power to dispose or direct the disposition: 0
 - 4. Shared power to dispose or direct the disposition: 2,663,513
- (c) Alta Fox Capital has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares on behalf of Alta Fox Opportunities during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

E. Mr. Haley

(a) Mr. Haley, as the sole owner, member and manager of each of Alta Fox Capital and Alta Fox LLC, may be deemed the beneficial owner of the 2,663,513 Shares owned by Alta Fox Opportunities.

Percentage: Approximately 5.9%

- (b) 1. Sole power to vote or direct vote: 0
 - 2. Shared power to vote or direct vote: 2,663,513
 - 3. Sole power to dispose or direct the disposition: 0
 - 4. Shared power to dispose or direct the disposition: 2,663,513
- (c) Mr. Haley has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares on behalf of Alta Fox Opportunities during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

The filing of this Schedule 13D shall not be deemed an admission that the Reporting Persons are, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owners of any securities of the Issuer he or it does not directly own. Each of the Reporting Persons specifically disclaims beneficial ownership of the securities reported herein that he or it does not directly own.

- (d) To the knowledge of any of the Reporting Persons, no other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares reported in this Item 5.
- (e) Not applicable.

Item 6. <u>Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.</u>

On January 26, 2023, the Reporting Persons entered into a Joint Filing Agreement in which the Reporting Persons agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the Shares of the Issuer to the extent required by applicable law. The Joint Filing Agreement is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Other than as described herein, there are no contracts, arrangements, understandings or relationships among the Reporting Persons, or between the Reporting Persons and any other person, with respect to the securities of the Issuer.

Item 7. <u>Material to be Filed as Exhibits.</u>

- 99.1 Joint Filing Agreement, dated January 26, 2023.
- 99.2 Press Release and Public Letter, dated January 26, 2023.

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: January 26, 2023

ALTA FOX OPPORTUNITIES FUND, LP

By: Alta Fox GenPar, LP, its general partner

ALTA FOX GENPAR, LP By: Alta Fox Equity, LLC, its general partner ALTA FOX EQUITY, LLC By: P. Connor Haley, its manager

ALTA FOX CAPITAL MANAGEMENT, LLC

By: P. Connor Haley, its manager

By: /s/ P. Connor Haley

Name: P. Connor Haley
Title: Authorized Signatory

/s/ P. Connor Haley

P. CONNOR HALEY

SCHEDULE A

<u>Transactions in the Shares During the Past Sixty Days</u>

Nature of the Transaction	Amount of Securities <u>Purchased/(Sold)</u> <u>ALTA FOX CAPITAL M</u>	Price (<u>\$)</u> IANAGEMENT, LLC	Date of <u>Purchase/Sale</u>
Sale of Common Stock	(224,633)	2.2855	12/07/2022
Sale of Common Stock	(25,000)	2.4000	12/07/2022
Purchase of Common Stock	39,300	2.4000	12/13/2022
Purchase of Common Stock	8,367	2.3994	12/15/2022
Purchase of Common Stock	400	2.4500	12/16/2022
Purchase of Common Stock	1,081,983	3.1998	01/20/2023

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a Statement on Schedule 13D (including additional amendments thereto) with respect to the shares of Common Stock, no par value per share, of Daktronics, Inc., a South Dakota corporation. This Joint Filing Agreement shall be filed as an Exhibit to such Statement.

Dated: January 26, 2023

ALTA FOX OPPORTUNITIES FUND, LP By: Alta Fox GenPar, LP, its general partner

ALTA FOX GENPAR, LP By: Alta Fox Equity, LLC, its general partner ALTA FOX EQUITY, LLC By: P. Connor Haley, its manager

ALTA FOX CAPITAL MANAGEMENT, LLC By: P. Connor Haley, its manager

By: /s/ P. Connor Haley

Name: P. Connor Haley Title: Authorized Signatory

/s/ P. Connor Haley

P. CONNOR HALEY

Alta Fox Sends Letter to Daktronics' Independent Committee Regarding the Urgent Need for Governance Improvements, Leadership Changes and an Immediate and Certain Liquidity Solution

Asserts Chairman & CEO Reece Kurtenbach has Received Millions in Compensation and Perpetuated Sustained Nepotism While Presiding Over Hundreds of Millions of Dollars in Value Destruction

Highlights Alta Fox is Firmly Aligned with All of Daktronics' Stakeholders, Including the Many South Dakotans Depending on the Company to Provide Jobs and Retirement Security Through its 401K

<u>Urges Independent Directors to Fully Engage with Alta Fox—Daktronics' Largest Shareholder—to Catalyze a Sustainable Turnaround That Benefits</u>
Shareholders and South Dakota's Economy

DALLAS--(BUSINESS WIRE)--Alta Fox Capital Management, LLC today released the below letter sent to Daktronics, Inc.'s (NASDAQ: DAKT) Strategy and Financing Review Committee of the Board of Directors.

January 26, 2023

Daktronics, Inc.

Attn: The Strategy and Financing Review Committee of the Board of Directors

201 Daktronics Drive

Brookings, South Dakota 57006

Subject: Alta Fox's Increased Investment and Full Alignment with Daktronics' Stakeholders

Members of the Strategy and Financing Review Committee,

Alta Fox Capital Management, LLC (together with its affiliates, "Alta Fox" or "we") is now the largest shareholder of Daktronics, Inc. ("Daktronics" or the "Company"), with ownership of more than 5.8% of the Company's outstanding common shares. While we commend the Strategy and Financing Review Committee of the Board of Directors (the "Board") for securing a credit agreement amendment, we are extremely disappointed that it is not taking decisive action to address deep-rooted issues related to the Company's corporate governance, management team and value creation efforts. We believe these long-standing issues culminated in the Company's auditor issuing "substantial doubt about the Company's ability to continue as a going concern," as disclosed in the recent 8-K filed with the SEC. Alta Fox has been adamant about the urgent need for governance improvements, leadership changes and an immediate and certain liquidity solution during our private interactions with the Board, but no substantive changes have been made.

Therefore, it is with deep regret that we have to file a Schedule 13D this week without being able to disclose a cooperation agreement with Daktronics or any indication of a productive relationship with you—the very individuals whom the Company's stakeholders are depending on to protect them from further Kurtenbach-driven missteps, nepotism and value destruction. Daktronics has seen its equity market capitalization decline by hundreds.of. millions of dollars during the tenure of Chairman and Chief Executive Officer Reece Kurtenbach, making your apparent loyalty to the Kurtenbach family and resistance to Alta Fox's good faith engagement truly confounding.

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As we have told you previously, Alta Fox—now the Company's largest shareholder—has no confidence in Mr. Kurtenbach and Chief Financial Officer Sheila Anderson. The Company's shares have declined in value by more than 60% under Mr. Kurtenbach's executive leadership, in stark contrast to the Russell 2000's more than 100% long-term appreciation. That fact alone should be grounds for announcing a plan for replacing him. Meanwhile, Ms. Anderson oversaw increased discretionary capital spending and a massive build of net working capital, which greatly contributed to a liquidity crisis. In addition, we were shocked to see Mr. Kurtenbach and Ms. Anderson working from home during our video call the morning Daktronics disclosed that its auditor had issued doubt about the Company as a "going concern." Perhaps we should not be surprised given that when we traveled to the Company's Brookings, South Dakota headquarters to meet with Mr. Kurtenbach and Ms. Anderson last year, they took us to the Company grill—only to discover it was not open on Mondays. It seems they were hardly in the office as the business was deteriorating under their noses—and your own—during the fall of 2022. This indicates a complete lack of leadership, and suggests management is not being held accountable (let alone properly supervised) by the current Board.

Daktronics' hard-working employees have been coming into the office for the last two decades. Many of them have also put the bulk of their life savings into Daktronics through the Company's 401K plan, which represents the fourth largest shareholder of the Company. That investment has been a disaster based on the fact it is worth less today than it was for employees who invested twenty years ago.

We are writing today to once again request a substantive response to Alta Fox's past private offers to provide certain, immediate capital and collaborate on necessary governance and leadership changes. Despite yesterday's announcement that the Company was "reviewing several financing proposals" and "engaging with other potential financing sources," you have failed to engage in a good faith negotiation over the proposal we submitted over a month ago. It should not take this much time for you to give us specific feedback or mark-up our term sheet, especially given our status as a major shareholder. Our offers should facilitate a dialogue—not sporadic communication that amounts to stonewalling. Your seemingly aloof posture is all the more troubling when considering that you are the very individuals who allowed management to recently drive Daktronics to the brink of financial distress months after we made Mr. Kurtenbach and Ms. Anderson aware of our willingness to provide liquidity. At this point, we question whether our good faith proposals have been disregarded because a growing number of insiders are putting their own interests ahead of what is best for all shareholders, employees, customers and relevant communities in South Dakota. Although our major concerns previously pertained to Mr. Kurtenbach's desires to perpetuate a culture of nepotism and retain his roles, we now fear a broader boardroom bias exists against our proposals merely because it would challenge the status quo. This is no justification, in our view, for keeping the Company and all of its stakeholders mired in unnecessary risk.

The reality is Alta Fox is fully aligned with all of Daktronics' stakeholders, including the many South Dakotans who depend on the Company to provide jobs and retirement plan security. Alta Fox has continued to invest in Daktronics' common shares, and may increase its equity stake further in the future. Alta Fox is also willing to put a significant amount of its own capital at risk in order to solve the immediate Daktronics liquidity crisis, while also working alongside you to appoint competent leadership that can help the Company thrive for decades to come. We want to be part of the solution at Daktronics.

In closing, please know Alta Fox has been receiving an outpouring of unsolicited support from fellow Daktronics stakeholders. It appears that many individuals who are dependent on the Company share our frustrations, support us and want the leadership changes we are advocating for, including Mr. Kurtenbach's departure from his current roles. We urge you to put aside your apparent biases and preferences in favor of finally engaging in good faith with the Company's largest shareholder. If you do not, we will have no choice other than to proceed with a sustained public campaign to expose the underlying dysfunction at Daktronics and ultimately install new leadership that is committed to transforming the Company into a value-generating business that can be a gem of the South Dakota economy.

Sincerely,

Connor Haley Managing Partner Alta Fox Capital Management, LLC

About Alta Fox

Founded in 2018 by Connor Haley, Alta Fox is a Texas-based alternative asset management firm that employs a long-term focused investment strategy to pursue exceptional risk-adjusted returns for a diverse group of institutions and qualified individual clients. Alta Fox focuses on identifying often overlooked and under-the-radar opportunities across asset classes, market capitalization ranges and sectors. Learn more by visiting www.AltaFoxCapital.com.

Contacts

Alta Fox Investor Relations ir@altafoxcapital.com

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