

REFINITIV

DELTA REPORT

10-Q

HOFT - HOOKER FURNISHINGS CORP

10-Q - APRIL 28, 2024 COMPARED TO 10-Q - OCTOBER 29, 2023

The following comparison report has been automatically generated

TOTAL DELTAS 862

█ **CHANGES** 113

█ **DELETIONS** 377

█ **ADDITIONS** 372

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

FORM 10-Q

Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended **October 29, 2023** **April 28, 2024**

Commission file number **000-25349**

HOOKER FURNISHINGS CORPORATION

(Exact name of registrant as specified in its charter)

Virginia

(State or other jurisdiction of incorporation or organization)

54-0251350

(*IRS employer identification no.*) **I.R.S. Employer Identification Number**)

440 East Commonwealth Boulevard, Martinsville, VA 24112

(Address of principal executive offices, *zip code*) **Zip Code**)

(276) 632-2133

(*Registrant's telephone number, including area code*)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically, every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer", "smaller reporting company", and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated Filer

Accelerated filer

Non-accelerated Filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, no par value	HOFT	NASDAQ Global Select Market

As of **December 1, 2023** **May 31, 2024**, there were **10,671,812** **10,682,190** shares of the registrant's common stock outstanding.

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

HOOKER FURNISHINGS CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands)

As of	October 29, 2023 (unaudited)	January 29, 2023	April 28,		January 28, 2024 (unaudited)			
			2024	2024				
			2024 (unaudited)	2024 (unaudited)				
Assets								
Current assets								
Cash and cash equivalents	\$ 39,795	\$ 19,002	\$ 40,875	\$ 43,159				
Trade accounts receivable, net	59,065	62,129	49,586	51,280				
Inventories	65,156	96,675	56,637	61,815				
Income tax recoverable	3,073	3,079	2,520	3,014				
Prepaid expenses and other current assets	5,934	6,418	7,318	5,530				
Total current assets	173,023	187,303	156,936	164,798				
Property, plant and equipment, net	29,079	27,010	28,945	29,142				
Cash surrender value of life insurance policies	28,264	27,576	28,677	28,528				
Deferred taxes	11,959	14,484	13,344	12,005				
Operating leases right-of-use assets	54,202	68,949	49,231	50,801				
Intangible assets, net	29,547	31,779	27,697	28,622				
Goodwill	15,036	14,952	15,036	15,036				
Other assets	13,388	9,663	15,664	14,654				
Total non-current assets	181,475	194,413	178,594	178,788				
Total assets	\$ 354,498	\$ 381,716	\$ 335,530	\$ 343,586				
Liabilities and Shareholders' Equity								
Current liabilities								
Current portion of long-term debt	\$ 1,393	\$ 1,393	\$ 22,526	\$ 1,393				
Trade accounts payable	23,294	16,090	18,619	16,470				

Accrued salaries, wages and benefits	6,716	9,290	5,642	7,400
Customer deposits	5,033	8,511	6,610	5,920
Current portion of operating lease liabilities	7,045	7,316	7,085	6,964
Other accrued expenses	3,135	7,438	2,430	3,262
Total current liabilities	46,616	50,038	62,912	41,409
Long term debt	21,829	22,874	-	21,481
Deferred compensation	7,737	8,178	7,262	7,418
Operating lease liabilities	49,651	63,762	44,864	46,414
Other long-term liabilities	877	843	900	889
Total long-term liabilities	80,094	95,657	53,026	76,202
Total liabilities	126,710	145,695	115,938	117,611
Shareholders' equity				
Common stock, no par value, 20,000 shares authorized, 10,672 and 11,197 shares issued and outstanding on each date	49,503	50,770		
Common stock, no par value, 20,000 shares authorized, 10,679 and 10,672 shares issued and outstanding on each date			49,729	49,524
Retained earnings	177,579	184,386	169,174	175,717
Accumulated other comprehensive income	706	865	689	734
Total shareholders' equity	227,788	236,021	219,592	225,975
Total liabilities and shareholders' equity	\$ 354,498	\$ 381,716	\$ 335,530	\$ 343,586

The accompanying notes are an integral part of the unaudited condensed consolidated financial statements.

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HOOKER FURNISHINGS CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
 (In thousands, except per share data)
 (Unaudited)

	For the							
	Thirteen Weeks Ended		Thirty-Nine Weeks Ended		Thirteen Weeks Ended			
	October 29, 2023	October 30, 2022	October 29, 2023	October 30, 2022	April 28, 2024	April 30, 2023		
Net sales	\$ 116,831	\$ 151,580	\$ 336,452	\$ 451,803	\$ 93,571	\$ 121,815		
Cost of sales	83,121	119,572	251,495	359,281	74,350	93,909		
Gross profit	33,710	32,008	84,957	92,522	19,221	27,906		
Selling and administrative expenses	24,016	24,712	70,207	72,255	23,467	25,048		
Intangible asset amortization	924	878	2,732	2,634	924	883		
Operating income	8,770	6,418	12,018	17,633				
Operating (loss) / income					(5,170)	1,975		
Other income, net	659	191	1,071	425	627	56		
Interest expense, net	364	434	1,197	546	364	179		
Income before income taxes	9,065	6,175	11,892	17,512				
(Loss) / income before income taxes					(4,907)	1,852		

Income tax expense	2,027	1,334	2,620	3,946	
Income tax (benefit) / expense				(816)	402
Net income	\$ 7,038	\$ 4,841	\$ 9,272	\$ 13,566	
Net (loss) / income				\$ (4,091)	\$ 1,450
Earnings per share					
(Loss) / earnings per share					
Basic	\$ 0.66	\$ 0.42	\$ 0.85	\$ 1.16	\$ (0.39) \$ 0.13
Diluted	\$ 0.65	\$ 0.42	\$ 0.85	\$ 1.14	\$ (0.39) \$ 0.13
Weighted average shares outstanding:					
Basic	10,536	11,465	10,748	11,736	10,496 10,976
Diluted	10,676	11,525	10,878	11,838	10,496 11,077
Cash dividends declared per share	\$ 0.22	\$ 0.20	\$ 0.66	\$ 0.60	\$ 0.23 \$ 0.22

The accompanying notes are an integral part of the unaudited condensed consolidated financial statements.

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HOOKER FURNISHINGS CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) / INCOME
 (In thousands)
 (Unaudited)

	For the			
	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	October 29, 2023	October 30, 2022	October 29, 2023	October 30, 2022
Net income	\$ 7,038	\$ 4,841	\$ 9,272	\$ 13,566
Other comprehensive income:				
Amortization of actuarial (gain)/loss	(70)	21	(209)	62
Income tax effect on amortization	17	(5)	50	(15)
Adjustments to net periodic benefit cost	(53)	16	(159)	47
Total comprehensive income	\$ 6,985	\$ 4,857	\$ 9,113	\$ 13,613
For the				
Thirteen Weeks Ended				
	April 28, 2024		April 30, 2023	
Net (loss) / income		\$ (4,091)	\$ 1,450	
Other comprehensive income:				
Actuarial adjustments		(59)	(70)	
Income tax effect on adjustments		14	17	
Adjustments to net periodic benefit cost		(45)	(53)	
Total comprehensive (loss) / income		\$ (4,136)	\$ 1,397	

The accompanying notes are an integral part of the unaudited condensed consolidated financial statements.

HOOKER FURNISHINGS CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
 (In thousands)
 (Unaudited)

	For the		For the	
	Thirty-Nine Weeks Ended		Thirteen Weeks Ended	
	October 29, 2023	October 30, 2022	April 28, 2024	April 30, 2023
Operating Activities:				
Net income	\$ 9,272	\$ 13,566		
Adjustments to reconcile net income to net cash provided by/(used in) operating activities:				
Net (loss) / income			\$ (4,091)	\$ 1,450
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation and amortization	6,626	6,578	2,283	2,147
Deferred income tax expense	2,575	1,650	(1,329)	293
Noncash restricted stock and performance awards	1,685	1,323	205	371
Provision for doubtful accounts and sales allowances	(270)	(3,831)	(408)	37
Gain on life insurance policies	(784)	(744)	(938)	(634)
Loss/(Gain) on disposal of assets	29	-		
Changes in assets and liabilities:				
Trade accounts receivable	3,334	3,069	2,102	7,564
Inventories	33,264	(56,343)	5,179	23,487
Income tax recoverable	5	2,357	493	93
Prepaid expenses and other assets	(3,400)	(5,863)	(2,183)	(2,080)
Trade accounts payable	7,169	(1,522)	2,122	(240)
Accrued salaries, wages, and benefits	(2,574)	936	(1,758)	(3,547)
Customer deposits	(3,477)	(1,277)	690	(1,928)
Operating lease assets and liabilities	366	(238)	139	305
Other accrued expenses	(4,400)	(391)	(819)	(4,743)
Deferred compensation	(650)	(419)	(210)	(225)
Net cash provided by/(used in) operating activities	\$ 48,770	\$ (41,149)		
Net cash provided by operating activities			\$ 1,477	\$ 22,350
Investing Activities:				
Acquisitions	(2,373)	(25,912)		
Purchases of property and equipment	(5,718)	(3,469)	(843)	(3,158)
Premiums paid on life insurance policies	(378)	(464)	(116)	(107)
Proceeds received on life insurance policies	444	-		
Net cash used in investing activities	(8,025)	(29,845)	\$ (959)	\$ (3,265)
Financing Activities:				
Purchase and retirement of common stock	(11,674)	(9,359)	-	(4,317)
Cash dividends paid	(7,228)	(7,117)	(2,452)	(2,444)

Payments for long-term loans	(1,050)	(350)	(350)	(350)
Proceeds from long-term loans	-	25,000		
Proceeds from revolving credit facility	-	36,190		
Payments for revolving credit facility	-	(36,190)		
Debt issuance cost	-	(38)		
Net cash (used in)/provided by financing activities	(19,952)	8,136		
Net cash used in financing activities			\$ (2,802)	\$ (7,111)
Net increase/(decrease) in cash and cash equivalents	20,793	(62,858)		
Net (decrease) / increase in cash and cash equivalents			(2,284)	11,974
Cash and cash equivalents - beginning of year	19,002	69,366	43,159	19,002
Cash and cash equivalents - end of quarter	\$ 39,795	\$ 6,508	\$ 40,875	\$ 30,976
<i>Supplemental disclosure of cash flow information:</i>				
Cash paid/(refund) for income taxes	\$ 74	\$ (1)		
Cash paid for income taxes			\$ 15	\$ 16
Cash paid for interest, net	1,375	293	367	202
Non-cash transactions:				
(Decrease)/Increase in lease liabilities arising from changes in right-of-use assets	\$ (8,987)	\$ 7,402		
Increase in lease liabilities arising from changes in right-of-use assets			\$ 287	\$ -
Increase in property and equipment through accrued purchases	35	112	26	145

The accompanying notes are an integral part of the unaudited condensed consolidated financial statements.

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HOOKER FURNISHINGS CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(In thousands, except per share data)

(Unaudited)

	Accumulated					Accumulated				
	Common		Retained	Comprehensive	Shareholders'	Common		Retained	Comprehensive	Shareholders'
	Stock	Shares				Shares	Amount			
	Common	Shares	Amount	Earnings	Income (loss)	Shareholders'	Common	Shares	Amount	Equity
Balance at July 31, 2022	11,959	\$ 53,853	\$ 210,994	\$ (19)	\$ 264,828					
Net income for the 13 weeks ended October 30, 2022			4,841			4,841				
Unrealized loss on defined benefit plan, net of tax of \$5				15		15				
Cash dividends paid (\$0.20 per share)			(2,323)			(2,323)				
Purchase and retirement of common stock	(530)	\$ (2,436)		(5,787)		(8,223)				
Restricted stock grants, net of forfeitures	(8)	-				-				
Restricted stock compensation cost		297			297					
Performance-based restricted stock units cost		154			154					
Balance at October 30, 2022	11,421	\$ 51,868	\$ 207,725	\$ (4)	\$ 259,589					

Balance at July 30, 2023	10,819	\$ 49,561	\$ 175,348	\$ 759	\$ 225,668			
Net income for the 13 weeks ended October 29, 2023			7,038		7,038			
Unrealized loss on defined benefit plan, net of tax of \$17				(53)	(53)			
Balance at January 29, 2023						11,197	\$ 50,770	\$ 184,386
Net income for the 13 weeks ended April 30, 2023							1,450	1,450
Actuarial adjustments on defined benefit plan, net of tax of \$17							(53)	(53)
Cash dividends paid (\$0.22 per share)			(2,373)		(2,373)		(2,444)	(2,444)
Purchase and retirement of common stock	(147)	\$ (700)	(2,434)		(3,134)	(227)	\$ (1,081)	(3,240)
Restricted stock grants, net of forfeitures				-		59	(150)	(150)
Restricted stock compensation cost		449			449		335	335
Performance-based restricted stock units cost		193			193		193	193
Balance at October 29, 2023	<u>10,672</u>	<u>\$ 49,503</u>	<u>\$ 177,579</u>	<u>\$ 706</u>	<u>\$ 227,788</u>	<u>11,029</u>	<u>\$ 50,067</u>	<u>\$ 180,152</u>
Balance at April 30, 2023							<u>812</u>	<u>\$ 231,031</u>
Balance at January 28, 2024						10,672	\$ 49,524	\$ 175,717
Net loss for the 13 weeks ended April 28, 2024							(4,091)	(4,091)
Actuarial adjustments on defined benefit plan, net of tax of \$14							(45)	(45)
Cash dividends paid (\$0.23 per share)							(2,452)	(2,452)
Restricted stock grants, net of forfeitures				7	(205)			(205)
Restricted stock compensation cost						268		268
Performance-based restricted stock units cost						142		142
Balance at April 28, 2024						<u>10,679</u>	<u>\$ 49,729</u>	<u>\$ 169,174</u>
							<u>\$ 689</u>	<u>\$ 219,592</u>

The accompanying notes are an integral part of the unaudited condensed consolidated financial statements.

HOOKER FURNISHINGS CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (CONT.)

(In thousands, except per share data)

(Unaudited)

	Accumulated				
			Other	Total	
	Common Stock		Retained	Comprehensive	Shareholders'
	Shares	Amount	Earnings	Income (loss)	Equity
Balance at January 30, 2022	11,922	\$ 53,295	\$ 207,884	\$ (51)	\$ 261,128

Net income for the 39 weeks ended October 30, 2022		13,566		13,566
Unrealized loss on defined benefit plan, net of tax of \$15		47		47
Cash dividends paid (\$0.60 per share)		(7,117)		(7,117)
Purchase and retirement of common stock	(598)	(2,751)	(6,608)	(9,359)
Restricted stock grants, net of forfeitures	97	(102)		(102)
Restricted stock compensation cost		963		963
Performance-based restricted stock units costs		463		463
Balance at October 30, 2022	<u><u>11,421</u></u>	<u><u>\$ 51,868</u></u>	<u><u>\$ 207,725</u></u>	<u><u>\$ (4)</u></u>
	<u><u>11,421</u></u>	<u><u>\$ 51,868</u></u>	<u><u>\$ 207,725</u></u>	<u><u>\$ 259,589</u></u>
Balance at January 29, 2023	11,197	\$ 50,770	\$ 184,386	\$ 865
Net income for the 39 weeks ended October 29, 2023		9,272		9,272
Unrealized loss on defined benefit plan, net of tax of \$50		(159)		(159)
Cash dividends paid (\$0.66 per share)		(7,228)		(7,228)
Purchase and retirement of common stock	(620)	(2,952)	(8,851)	(11,803)
Restricted stock grants, net of forfeitures	95	(150)		(150)
Restricted stock compensation cost		1,255		1,255
Performance-based restricted stock units costs		580		580
Balance at October 29, 2023	<u><u>10,672</u></u>	<u><u>\$ 49,503</u></u>	<u><u>\$ 177,579</u></u>	<u><u>\$ 706</u></u>
	<u><u>10,672</u></u>	<u><u>\$ 49,503</u></u>	<u><u>\$ 177,579</u></u>	<u><u>\$ 227,788</u></u>

The accompanying notes are an integral part of the unaudited condensed consolidated financial statements.

HOOKER FURNISHINGS CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Dollar and share amounts in tables, except per share amounts, in thousands unless otherwise indicated)

(Unaudited)

For the **Thirty-Nine Thirteen Weeks Ended October 29, 2023 April 28, 2024**

1. Preparation of Interim Financial Statements

The condensed consolidated financial statements of Hooker Furnishings Corporation and subsidiaries (referred to as "we," "us," "our," "Hooker" or the "Company") have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission ("SEC"). In the opinion of management these statements include all adjustments necessary for a fair statement of the results of all interim periods reported herein. All such adjustments are of a normal recurring nature. Certain information and footnote disclosures prepared in accordance with U.S. generally accepted accounting principles ("GAAP") are condensed or omitted pursuant to SEC rules and regulations. However, we believe that the disclosures made are adequate for a fair presentation of our results of operations and financial position. These financial statements should be read in conjunction with the audited consolidated financial statements and accompanying notes included in our annual report on Form 10-K for the fiscal year ended **January 29, 2023 January 28, 2024** ("2023 2024 Annual Report"). The preparation of financial statements in conformity with GAAP requires us to make estimates and assumptions that affect both the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from our estimates. Operating results for the interim periods reported herein may not be indicative of the results expected for the fiscal year.

The financial statements contained herein are being filed as part of a quarterly report on Form 10-Q covering the **2024 2025** fiscal year thirteen-week period (also referred to as "three months," "three-month period," "quarter," "third "first quarter" or "quarterly period") that began July 31, 2023, January 29, 2024 and the thirty-nine week period (also referred to as "nine months", "nine-month period" or "year-to-date period") that began January 30, 2023, which both ended **October 29, 2023 April 28, 2024**. This report discusses our results of operations for these periods compared to the **2023 2024** fiscal year thirteen-week period that began **August 1, 2022, January 30, 2023** and the thirty-nine-week period that began **January 31, 2022, which both ended October 30, 2022 April 30, 2023**; and our financial condition as of **October 29, 2023 April 28, 2024** compared to **January 29, 2023 January 28, 2024**.

References in these notes to the condensed consolidated financial statements of the Company to:

- the 2025 fiscal year and comparable terminology mean the fifty-three-week fiscal year that began January 29, 2024 and will end February 2, 2025; and
- the 2024 fiscal year and comparable terminology mean the fifty-two-week fiscal year that began January 30, 2023 and will end ended January 28, 2024; and
- the 2023 fiscal year and comparable terminology mean the fifty-two-week fiscal year that began January 31, 2022 and ended January 29, 2023.

2. Recently Adopted Accounting Policies

No In November 2023, the FASB issued ASU 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures". The new accounting pronouncements guidance requires enhanced reportable segment disclosures to include significant segment expenses. ASU 2023-07 is effective for annual periods beginning after December 15, 2023 (our fiscal 2025) and interim periods beginning after December 15, 2024 (our fiscal 2026). We are currently evaluating the impact that the adoption of this new guidance will have been adopted in our consolidated financial statements and will add necessary disclosures upon adoption.

In December 2023, the 2024 FASB issued ASU 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures". The new guidance requires enhanced effective tax rate reconciliation and income taxes paid disclosures. ASU 2023-09 is effective for annual periods beginning after December 15, 2024 (our fiscal year, 2026). We are currently evaluating the impact that the adoption of this new guidance will have on our consolidated financial statements and will add necessary disclosures upon adoption.

We reviewed all other newly issued accounting pronouncements and concluded that they are either not applicable to our business or are not expected to have a material effect on our consolidated financial statements as a result of future adoption.

3. Accounts Receivable

	October 29,		January 29,		April 28,	January 28,
	2023	2023	2023	2024	2024	2024
Gross accounts receivable	\$ 62,770		\$ 67,600	\$ 52,605	\$ 54,897	
Customer allowances	(1,853)		(3,702)	(1,191)	(1,800)	
Allowance for doubtful accounts	(1,852)		(1,769)	(1,828)	(1,817)	
Trade accounts receivable	\$ 59,065		\$ 62,129	\$ 49,586	\$ 51,280	

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4. Inventories

	October 29,		January 29,		April 28,	January 28,
	2023	2023	2023	2024	2024	2024
Finished furniture	\$ 78,037		\$ 115,015	\$ 69,554	\$ 75,354	
Furniture in process	1,561		1,943	1,695	1,702	
Materials and supplies	12,737		13,509	11,189	10,538	
Inventories at FIFO	92,335		130,467	82,438	87,594	
Reduction to LIFO basis	(27,179)		(33,792)	(25,801)	(25,779)	
Inventories	\$ 65,156		\$ 96,675	\$ 56,637	\$ 61,815	

5. Property, Plant and Equipment

	Depreciable Lives	October 29,		January 29,		Depreciable Lives	April 28,	January 28,
	(In years)	2023	2023	2023	2024	(In years)	2024	2024
Buildings and land improvements	15 - 30	\$ 33,671	\$ 32,723	15 - 30	\$ 33,797	\$ 33,785		
Computer software and hardware	3 - 10	8,907	15,887	3 - 10	9,045	8,994		
Machinery and equipment	10	11,651	11,013	10	12,094	11,708		
Leasehold improvements	Term of lease	12,445	11,894	Term of lease	13,097	12,436		
Furniture and fixtures	3 - 10	6,377	5,991	3 - 10	7,427	7,256		
Other	5	697	694	5	705	698		
Total depreciable property at cost		73,748	78,202		76,165	74,877		

Less accumulated depreciation	(46,590)	(53,427)	(48,737)	(47,700)
Total depreciable property, net	27,158	24,775	27,428	27,177
Land	1,077	1,077	1,077	1,077
Construction-in-progress	844	1,158	440	888
Property, plant and equipment, net	<u>\$ 29,079</u>	<u>\$ 27,010</u>	<u>\$ 28,945</u>	<u>\$ 29,142</u>

6. Cloud Computing Hosting Arrangement

We are in the process of implementing a common Enterprise Resource Planning (ERP) system (ERP) across all divisions. The ERP system went live at Sunset West in December 2022 and in the legacy Hooker divisions and for consolidated reporting in early September 2023. We expect the new ERP system to go live in the Home Meridian segment during fiscal 2025-2026.

Based on the provisions of ASU 2018-15, *Intangibles — Goodwill and Other — Internal-Use Software*, we capitalize implementation costs associated with hosting arrangements that are service contracts. In addition, based on the provisions of ASC 835 *Interest*, we capitalize interest associated with this ERP project by applying the interest rate on our unsecured term loan to the amount of the accumulated expenditures for the ERP asset. Both these These costs are recorded on the "Other assets" line in other noncurrent assets of our condensed consolidated balance sheets. Amortization expense commenced when We amortize on a straight-line basis over a 10-year term as the ERP system went live at Sunset West and the legacy Hooker divisions. The amortization expenses are recorded as a component of selling and administrative expenses in the fourth quarter our consolidated statements of fiscal 2023. Capitalized implementation operations. Additionally, we recorded capitalized interest as we entered into new term loans in July 2022. Implementation costs of \$1.3 million and interest are amortized over ten years on a straight-line basis. expense of \$55,000 were capitalized in fiscal 2025 first quarter. Implementation costs of \$1.3 million and interest expense of \$66,000 were capitalized in fiscal 2024 first quarter. The capitalized implementation costs at April 28, 2024 and interest expenses at October 29, 2023 and January 29, 2023 January 28, 2024 were as follows:

	Capitalized Implementation Costs	Capitalized interest expens
Balance at January 29, 2023	\$ 8,598	\$
Costs capitalized during the period	3,818	
Accumulated amortization during the period	(187)	
Balance at October 29, 2023	<u>\$ 12,229</u>	<u>\$</u>

	April 28, 2024		January 28, 2024	
	Gross carrying amount		Accumulated amortization	Gross carrying amount
	\$		\$	
Implementation Costs	\$ 15,019		\$ (701)	\$ 13,736
Interest Expenses	412		(13)	357
				(8)

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7. Fair Value Measurements

Fair value is the price that would be received upon the sale of an asset or paid upon the transfer of a liability (an exit price) in an orderly transaction between market participants on the applicable measurement date. We use a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include:

- Level 1, defined as observable inputs such as quoted prices in active markets for identical assets and liabilities;
- Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and
- Level 3, defined as unobservable inputs for which little or no market data exists, therefore requiring an entity to develop its own assumptions.

As of October 29, 2023 April 28, 2024 and January 29, 2023 January 28, 2024, Company-owned life insurance was measured at fair value on a recurring basis based on Level 2 inputs. The fair value of the Company-owned life insurance is determined by inputs that are readily available in public markets or can be derived from information available in

publicly quoted markets. Additionally, the fair value of the Company-owned life insurance is marked to market each reporting period and any change in fair value is reflected in income for that period.

Our assets measured at fair value on a recurring basis at **October 29, 2023** **April 28, 2024** and **January 29, 2023** **January 28, 2024**, were as follows:

Description	Fair value at October 29, 2023				Fair value at January 29, 2023				Fair value at April 28, 2024				Fair value at January 28, 2024			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
	(In thousands)								(In thousands)							
Assets measured at fair value																
Company-owned life insurance	\$ -	\$ 28,264	\$ -	\$ 28,264	\$ -	\$ 27,576	\$ -	\$ 27,576	\$ -	\$ 28,677	\$ -	\$ 28,677	\$ -	\$ 28,528	\$ -	\$ 28,528

8. Intangible Assets

Our intangible assets with indefinite lives consist of: goodwill related to the Shenandoah, Sunset West and BOBO Intriguing Objects acquisitions; and trademarks and tradenames related to the acquisitions of Bradington-Young, Home Meridian and BOBO Intriguing Objects. **During the fiscal 2024 second quarter, we recorded the preliminary estimates of \$500,000 trademarks with indefinite lives and \$124,000 goodwill as a result of the BOBO acquisition. The preliminary estimates of fair value of identifiable assets acquired and liabilities assumed are subject to revision, which may result in adjustments to the preliminary values presented below, when management's appraisals and estimates are finalized. In the third quarter of fiscal 2024, we recorded additional fixed assets and revised goodwill to \$84,000.**

During the fiscal 2024 first quarter, we announced the rebranding of the Sam Moore product line to "HF Custom." As a result, we reassessed the characteristics of the Sam Moore trade name and the roll-out process, and determined it qualified for amortization; consequently, we began amortizing the Sam Moore trade name over a 24-month period using the straight-line method beginning mid-April 2023. Our intangible assets with definite lives are recorded in our Home Meridian and Domestic Upholstery segments. Details of our intangible assets are as follows:

	October 29, 2023		January 29, 2023		April 28, 2024		January 28, 2024	
	Gross carrying amount	Accumulated Amortization						
Intangible assets with indefinite lives:								
Goodwill								
Domestic Upholstery - Shenandoah *	490	-	490	-	490	-	490	-
Domestic Upholstery - Sunset West	14,462	-	14,462	-	14,462	-	14,462	-
All Other - BOBO Intriguing Objects	84	-	-	-	84	-	84	-
Goodwill	15,036	-	14,952	-	15,036	-	15,036	-
Trademarks and Trade names *	8,011	-	7,907	-	8,011	-	8,011	-
Intangible assets with definite lives:								
Customer Relations	38,001	(18,141)	38,001	(15,618)	38,001	(19,825)	38,001	(18,982)
Trademarks and Trade names	2,334	(658)	1,938	(449)	2,334	(822)	2,334	(741)
Intangible assets, net	48,346	(18,799)	47,846	(16,067)	48,346	(20,647)	48,346	(19,723)

*: The amounts are net of impairment charges of \$16.4 million related to Shenandoah goodwill and \$4.8 million related to certain Home Meridian segment trade names, which were recorded in fiscal 2021.

Amortization expenses for intangible assets with definite lives were \$924,000 and **\$2.7 million** **\$883,000** for the **third quarter and nine-month period** **first quarters of fiscal 2024**, respectively. Amortization expenses for intangible assets with definite lives were **\$878,000** **2025** and **\$2.6 million** for the fiscal 2023 third quarter and nine-month period, **2024**, respectively. For the remainder of fiscal **2024, 2025**, amortization expense is expected to be approximately **\$924,000**, **\$2.8 million**.

9. Leases

We have operating leases for warehouses, showrooms, manufacturing facilities, offices and equipment. We recognized sub-lease sublease income of \$27,000 \$53,000 and \$101,000 for \$29,000 in the third quarter and nine-month period first quarters of fiscal 2024, respectively. We recognized sub-lease income of \$34,000 2025 and \$415,000 for the third quarter and nine-month period of fiscal 2023, 2024, respectively.

The components of lease cost and supplemental cash flow information for leases for the three-months first quarters of fiscal 2025 and nine-months ended October 29, 2023 and October 30, 2022 April 28, 2024 were:

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended		Thirteen Weeks Ended	
	October 29, 2023	October 30, 2022	October 29, 2023	October 30, 2022	April 28, 2024	April 30, 2023
	\$ 2,715	\$ 2,291	\$ 8,414	\$ 7,089	\$ 2,526	\$ 2,838
Operating lease cost						
Variable lease cost	50	62	202	172	105	82
Short-term lease cost	119	79	282	246	116	79
Total operating lease cost	\$ 2,884	\$ 2,432	\$ 8,898	\$ 7,507	\$ 2,747	\$ 2,999
Operating cash outflows	\$ 2,668	\$ 2,518	\$ 8,033	\$ 7,745	\$ 2,608	\$ 2,694

During fiscal 2024 second quarter, we reduced our footprint by 200,000 square feet in the Georgia warehouse. During the third quarter, we entered into an agreement to further reduce our footprint by 200,000 square feet by early calendar 2024. These modifications resulted in an approximate \$13 million decrease in the lease right-of-use assets and liabilities. The right-of-use assets and lease liabilities recorded on our condensed consolidated balance sheets as of October 29, 2023 April 28, 2024 and January 29, 2023 January 28, 2024 were as follows:

	October 29, 2023		January 29, 2023		January	
					April 28, 2024	28, 2024
Real estate	\$ 53,374		\$ 68,212		\$ 48,483	\$ 49,968
Property and equipment	828		737		748	833
Total operating leases right-of-use assets	\$ 54,202		\$ 68,949		\$ 49,231	\$ 50,801
Current portion of operating lease liabilities	\$ 7,045		\$ 7,316		\$ 7,085	\$ 6,964
Long term operating lease liabilities	49,651		63,762		44,864	46,414
Total operating lease liabilities	\$ 56,696		\$ 71,078		\$ 51,949	\$ 53,378

For leases that commenced before July 2022, we used our incremental borrowing rate which was LIBOR plus 1.5%. When we entered into the new loan agreement (described in Note 10 below), our incremental borrowing rate became the current BSBY rate plus 1.40%. We use this rate as the discount rate for leases commenced in July 2022 and thereafter. The weighted-average discount rate is 5.05% 5.18%. The weighted-average remaining lease term is 7.6.9 years.

The following table reconciles the undiscounted future lease payments for operating leases to the operating lease liabilities recorded in the condensed consolidated balance sheets on October 29, 2023 April 28, 2024:

	Undiscounted Future Operating Lease Payments	Undiscounted Future Operating Lease Payments
Remainder of fiscal 2024	\$ 2,424	
2025	9,732	

Remainder of fiscal 2025		\$ 7,194
2026	9,797	9,653
2027	9,635	9,495
2028	8,010	7,874
2029 and thereafter	29,166	
2029		7,350
2030 and thereafter		20,994
Total lease payments	\$ 68,764	\$ 62,560
Less: impact of discounting	(12,068)	(10,611)
Present value of lease payments	\$ 56,696	\$ 51,949

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10. Long-Term Debt

On July 26, 2022, we entered into the Fourth Amendment (the "amendment") to the Second Amended and Restated Loan Agreement with Bank of America, N.A. ("BofA") to replenish cash used to make the acquisition of substantially all of the assets of Sunset West (which closed at the beginning of the first quarter of fiscal 2023) (the "Sunset Acquisition"). The Second Amended and Restated Loan Agreement dated as of September 29, 2017, had previously been amended by a First Amendment to Second Amended and Restated Loan Agreement dated as of January 31, 2019, a Second Amendment to Second Amended and Restated Loan Agreement dated as of November 4, 2020, and a Third Amendment to Second Amended and Restated Loan Agreement dated as of January 27, 2021 (as so amended, the "Existing Loan Agreement"). Details of the individual credit facilities provided for in the Amendment are as follows:

- Unsecured Revolving Credit Facility. Under the Amendment, the expiration date of the existing \$35 million Unsecured Revolving Credit Facility (the "Existing Revolver") was extended to July 26, 2027. Any amounts outstanding will bear interest at a rate per annum, equal to the then current Bloomberg Short-Term Bank Yield Index ("BSBY") (adjusted periodically) plus 1.00%. The interest rate will be adjusted on a monthly basis. The actual daily amount of undrawn letters of credit is subject to a quarterly fee equal to a per annum rate of 1%. We must also pay a quarterly unused commitment fee that is based on the average daily amount of the facility utilized during the applicable quarter;
- 2022 Secured Term Loan. The Amendment provided us with an \$18 million **Secured Term Loan** (the "Secured Term Loan"), which was disbursed to us on July 26, 2022. We are required to pay monthly interest only payments at a rate per annum equal to the then current BSBY rate (adjusted periodically) plus 0.90% on the outstanding balance until the principal is paid in full. The interest rate will be adjusted on a monthly basis. On July 26, 2027, the entire outstanding indebtedness is due in full, including all principal and interest. The Secured Term Loan is secured by certain company-owned life insurance policies under a Security Agreement (Assignment of Life Insurance Policy as Collateral) dated July 26, 2022, by and between the Company and BofA; and
- 2022 Unsecured Term Loan. The Amendment provided us with a \$7 million **Unsecured Term Loan** (the "Unsecured Term Loan"), which was disbursed to us on July 26, 2022. We are required to **pay** monthly principal payments of \$116,667 and monthly interest payments at a rate per annum equal to the then current BSBY (adjusted periodically) plus 1.40% on the outstanding balance until paid in full. The interest rate will be adjusted monthly. On July 26, 2027, the entire outstanding indebtedness is due in full, including all principal and interest.

We may prepay any outstanding principal amounts borrowed under either the Secured Term Loan or the Unsecured Term Loan at any time, without penalty provided that any payment is accompanied by all accrued interest owed. As of **October 29, 2023** **April 28, 2024**, **\$5.2 million** **\$4.5 million** was outstanding under the Unsecured Term Loan and \$18 million was outstanding under the Secured Term Loan.

We incurred \$37,500 in debt issuance costs in connection with our term loans. As of **October 29, 2023** **April 28, 2024**, unamortized loan costs of **\$28,125** **\$24,375** were netted against the carrying value of our term loans on our condensed consolidated balance sheets.

The Amendment also included customary representations and warranties and requires us to comply with customary covenants, including, among other things, the following financial covenants:

- Maintain a ratio of funded debt to EBITDA not exceeding:
 - o 2.25:1.0 through July 30, 2024; and

- o 2.00:1.00 thereafter.
- A basic fixed charge coverage ratio of at least 1.25:1.00; and
- Limit capital expenditures to no more than \$15.0 million during any fiscal year.

The Existing Loan Agreement also limits our right to incur other indebtedness, make certain investments and create liens upon our assets, subject to certain exceptions, among other restrictions. The Existing Loan Agreement does not restrict our ability to pay cash dividends on, or repurchase, shares of our common stock, subject to our compliance with the financial covenants discussed above if we are not otherwise in default under the Existing Loan Agreement.

We Due to our first quarter results, we were not in compliance with each the Existing Loan Agreement's basic fixed charge ratio covenant; however, subsequent to the end of these financial covenants at October 29, 2023 our fiscal 2025 first quarter, we obtained a covenant waiver from BofA. Based on the risk of future non-compliance, we have classified all of the debt as current, and we have sufficient cash and investments on hand to retire the debt if necessary. However, we are in discussions with our lender, and we expect to remain reach a longer-term solution through amendments to the Existing Loan Agreement or otherwise, such that we expect to be in compliance with existing our financial covenants beginning in our fiscal 2025 second quarter and for the foreseeable future.

As of October 29, 2023 April 28, 2024, we had \$27.2 million \$28.3 million available under our \$35 million Existing Revolver to fund working capital needs. Standby letters of credit in the aggregate amount of \$7.8 million \$6.7 million, used to collateralize certain insurance arrangements and for imported product purchases, were outstanding under the Existing Revolver as of October 29, 2023 April 28, 2024. There were no additional borrowings outstanding under the Existing Revolver as of October 29, 2023 April 28, 2024.

11. Earnings Per Share

We refer you to the discussion of Earnings Per Share in Note 2.1. Summary of Significant Accounting Policies, in the financial statements included in our 2023 2024 Annual Report, for additional information concerning the calculation of earnings per share (EPS).

All stock awards are designed to encourage retention and to provide an incentive for increasing shareholder value. We have issued restricted stock awards to non-employee members of the board of directors since 2006 and to certain non-executive employees since 2014. We have issued restricted stock units ("RSUs") to certain senior executives since fiscal 2012 under the Company's Stock Incentive Plan. Each RSU entitles an executive to receive one share of the Company's common stock if the executive remains continuously employed with the Company through the end of a three-year service period. The RSUs may be paid in shares of our common stock, cash or both at the discretion of the Compensation Committee of our board of directors. We have issued Performance-based Restricted Stock Units ("PSUs") to certain senior executives since fiscal 2019 under the Company's Stock Incentive Plan. Each PSU entitles the executive officer to receive one share of our common stock based on the achievement of two specified performance conditions if the executive officer remains continuously employed through the end of the three-year performance period. One Historically, one target is based on our annual average growth in our EPS over the performance period and the other target is based on EPS growth over the performance period compared to our peers. The payout or settlement of the PSUs will be made in shares of our common stock.

We expect to continue to grant these types of awards annually in the future. The following table sets forth the number of outstanding restricted stock awards and RSUs and PSUs, net of forfeitures and vested shares, as of the fiscal period-end dates indicated:

	October 29, 2023	January 29, 2023	April 28, 2024	January 28, 2024
Restricted shares	182	132	171	182
RSUs and PSUs	156	101	130	140
	338	233	301	322

All restricted shares, RSUs and PSUs awarded that have not yet vested are considered when computing diluted earnings per share.

During the fiscal 2024 nine-month period, we purchased and retired 620,634 shares of our common stock (at an average price of \$18.79 per share) under the \$20 million share repurchase authorization approved by our board of directors in fiscal 2023 and the additional \$5 million share repurchase authorization approved by our board of directors in the

second quarter of this year. These repurchases reduced our total outstanding shares and, consequently, reduced the weighted outstanding shares used in our calculation of earnings per share for the fiscal 2024 third quarter and nine-month period shown below. The share repurchase program was completed during the fiscal 2024 third quarter. The following table sets forth the computation of basic and diluted earnings per share:

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	October 29, 2023	October 30, 2022	October 29, 2023	October 30, 2022
Net income	\$ 7,038	\$ 4,841	\$ 9,272	\$ 13,566
Less: Unvested participating restricted stock dividends	40	28	111	74
Net earnings allocated to unvested participating restricted stock	120	58	143	141
Earnings available for common shareholders	<u>6,878</u>	<u>4,755</u>	<u>9,018</u>	<u>13,351</u>
Weighted average shares outstanding for basic earnings per share	10,536	11,465	10,748	11,736
Dilutive effect of unvested restricted stock, RSU and PSU awards	140	60	130	102
Weighted average shares outstanding for diluted earnings per share	10,676	11,525	10,878	11,838
Basic earnings per share	\$ 0.66	\$ 0.42	\$ 0.85	\$ 1.16
Diluted earnings per share	\$ 0.65	\$ 0.42	\$ 0.85	\$ 1.14

	Thirteen Weeks Ended	
	April 28, 2024	April 30, 2023
Net (loss) / income	\$ (4,091)	\$
Less: Unvested participating restricted stock dividends	41	
Net earnings allocated to unvested participating restricted stock	-	
(Loss) / Earnings available for common shareholders	<u>(4,132)</u>	<u></u>
Weighted average shares outstanding for basic earnings per share	10,496	
Dilutive effect of unvested restricted stock, RSU and PSU awards	-	
Weighted average shares outstanding for diluted earnings per share	10,496	
Basic (loss) / earnings per share	\$ (0.39)	\$
Diluted (loss) / earnings per share	\$ (0.39)	\$

Due to net loss in fiscal 2025 first quarter, approximately 203,000 shares would have been antidilutive and are therefore excluded from the calculation of earnings per share.

12. Income Taxes

We recorded income tax expense benefits of \$2.0 million \$816,000 and income tax expenses of \$402,000 for the fiscal 2025 and fiscal 2024 third quarter compared to \$1.3 million for the comparable prior year quarter first quarters, respectively. The effective tax rates for the fiscal 2025 and 2024 and 2023 third first quarters were 22.4% 16.6% and 21.6%, respectively. For the fiscal 2024 nine-month period, we recorded income tax expense of \$2.6 million, compared to \$3.9 million for the comparable prior year period. The effective tax rates for the fiscal 2024 and 2023 nine-month periods were 22.0% and 22.5% 21.7%, respectively.

No material and non-routine positions have been identified that are as uncertain tax positions.

Tax years ending February 2, 2020 January 31, 2021 through January 29, 2023 January 28, 2024 remain subject to examination by federal and state taxing authorities.

13. Segment Information

As a public entity, we are required to present disaggregated information by segment using the management approach. The objective of this approach is to allow users of our financial statements to see our business through the eyes of management based upon the way management reviews performance and makes decisions. The management approach requires segment information to be reported based on how management internally evaluates the operating performance of the company's business units or segments. The objective of this approach is to meet the basic principles of segment reporting as outlined in ASC 280 *Segments* ("ASC 280"), which are to allow the users of our financial statements to:

- better understand our performance;
- better assess our prospects for future net cash flows; and
- make more informed judgments about us as a whole.

We define our segments as those operations our chief operating decision maker ("CODM") regularly reviews to analyze performance and allocate resources. We measure the results of our segments using, among other measures, each segment's net sales, gross profit and operating income, as determined by the information regularly reviewed by the CODM.

For financial reporting purposes, we are organized into three reportable segments and "All Other", which includes the remainder of our businesses:

- **Hooker Branded**, consisting of the operations of our imported Hooker Casegoods and Hooker Upholstery businesses;
- **Home Meridian**, a business acquired at the beginning of fiscal 2017, is a stand-alone, mostly autonomous business that serves a different type or class of customer than do our other operating segments and at much lower margins;
- **Domestic Upholstery**, which includes the domestic upholstery manufacturing operations of Bradington-Young, HF Custom (formerly Sam Moore), Shenandoah Furniture and Sunset West, a business acquired at the beginning of fiscal 2023; West; and
- **All Other**, consisting of H Contract, Lifestyle Brands and BOBO Intriguing Objects. None of these operating segments were individually reportable; therefore, we combined them in "All Other" in accordance with ASC 280.

Changes to segment reporting for fiscal 2024

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During the second quarter of fiscal 2024, we acquired substantially all the assets of BOBO Intriguing Objects. Based on the requirements of ASC 280: *Segment Reporting*, BOBO's results are included in All Other on a prospective basis.

We regularly monitor our reportable segments for changes in facts and circumstances to determine whether changes in the identification or aggregation of operating segments are necessary. Before the fiscal 2024 third quarter, H Contract's results included sales of products sourced from the Hooker Branded segment and Sunset West. Due to a change in the way management internally evaluates operating performance, beginning with fiscal 2024 third quarter, Hooker Branded and Domestic Upholstery segments' results now include sales of products formerly included in H Contract's results. Fiscal 2024 year-to-date period and fiscal 2023 results discussed below have been recast to reflect this change. The Home Meridian segment is unchanged.

The following table presents segment information for the periods, and as of the dates, indicated.

	Thirteen Weeks Ended				Thirty-Nine Weeks Ended				Thirteen Weeks Ended			
	October 29,		October 30,		October 29,		October 30,		April 28,		April 30,	
	2023		2022		2023		2022		2024		2023	
	% Net		Sales		% Net		Sales		% Net		Sales	
Net Sales	\$ 39,122	33.5 %	\$ 56,632	37.4 %	\$ 118,936	35.4 %	\$ 154,133	34.1 %	\$ 35,353	37.8 %	\$ 43,432	35.7 %
Hooker Branded	\$ 43,692	37.4 %	\$ 50,588	33.4 %	\$ 114,524	34.0 %	\$ 171,721	38.0 %	\$ 26,424	28.2 %	\$ 41,921	34.4 %
Home Meridian	\$ 32,559	27.9 %	\$ 43,436	28.7 %	\$ 98,555	29.3 %	\$ 122,982	27.2 %	\$ 30,027	32.1 %	\$ 35,104	28.8 %
All Other	\$ 1,458	1.2 %	\$ 924	0.5 %	\$ 4,437	1.3 %	\$ 2,967	0.7 %	\$ 1,767	1.9 %	\$ 1,358	1.1 %
Consolidated	\$ 116,831	100 %	\$ 151,580	100 %	\$ 336,452	100 %	\$ 451,803	100 %	\$ 93,571	100 %	\$ 121,815	100 %
Gross Profit	\$ 17,823	45.6 %	\$ 16,156	28.5 %	\$ 43,840	36.9 %	\$ 45,357	29.4 %	\$ 11,048	31.3 %	\$ 13,518	31.1 %
Hooker Branded	\$ 8,803	20.1 %	\$ 5,431	10.7 %	\$ 18,726	16.4 %	\$ 19,057	11.1 %	\$ 3,301	12.5 %	\$ 6,713	16.0 %
Home Meridian	\$ 6,485	19.9 %	\$ 9,918	22.8 %	\$ 19,872	20.2 %	\$ 26,400	21.5 %	\$ 4,705	15.7 %	\$ 7,023	20.0 %

All Other	599	41.1 %	503	54.4 %	2,519	56.8 %	1,708	57.6 %	167	9.5 %	652	48.0 %
Consolidated	\$ 33,710	28.9 %	\$ 32,008	21.1 %	\$ 84,957	25.3 %	\$ 92,522	20.5 %	\$ 19,221	20.5 %	\$ 27,906	22.9 %
Operating Income/(Loss)												
Operating (Loss) / Income												
Hooker Branded	\$ 7,287	18.6 %	\$ 5,860	10.3 %	\$ 13,298	11.2 %	\$ 16,423	10.7 %	\$ 7	0.0 %	\$ 2,718	6.3 %
Home Meridian	923	2.1 %	(3,205)	-6.3 %	(4,532)	-4.0 %	(7,290)	-4.2 %	(3,423)	-13.0 %	(2,119)	-5.1 %
Domestic Upholstery	688	2.1 %	3,823	8.8 %	2,739	2.8 %	8,288	6.7 %	(1,308)	-4.4 %	1,328	3.8 %
All Other	(128)	-8.8 %	(60)	-6.5 %	513	11.6 %	212	7.1 %	(446)	-25.2 %	48	3.5 %
Consolidated	\$ 8,770	7.5 %	\$ 6,418	4.2 %	\$ 12,018	3.6 %	\$ 17,633	3.9 %	\$ (5,170)	-5.5 %	\$ 1,975	1.6 %
Capital Expenditures (net of disposals)												
Hooker Branded	\$ 747		\$ 589		\$ 4,156		\$ 1,295		\$ 205		\$ 2,787	
Home Meridian	827		589		1,065		1,221		235		227	
Domestic Upholstery	179		344		436		953		392		116	
All Other	-		-		61		-		11		28	
Consolidated	\$ 1,753		\$ 1,522		\$ 5,718		\$ 3,469		\$ 843		\$ 3,158	
Depreciation & Amortization												
Hooker Branded	\$ 467		\$ 479		\$ 1,461		\$ 1,600		\$ 681		\$ 491	
Home Meridian	670		724		2,047		2,110		625		687	
Domestic Upholstery	1,100		963		3,092		2,860		968		947	
All Other	17		3		26		8		9		22	
Consolidated	\$ 2,254		\$ 2,169		\$ 6,626		\$ 6,578		\$ 2,283		\$ 2,147	
As of April 28,												
2024												
%Total												
Assets												
Identifiable Assets												
Hooker Branded			\$ 171,945			58.7 %	\$ 168,832					56.3 %
Home Meridian			57,869			19.8 %	58,799					19.6 %
Domestic Upholstery			57,126			19.5 %	67,230					22.4 %
All Other			5,857			2.0 %	5,067					1.7 %
Consolidated			\$ 292,797			100 %	\$ 299,928					100 %
Consolidated Goodwill and Intangibles			42,733				43,658					
Total Consolidated Assets			\$ 335,530				\$ 343,586					

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	As of October			As of January		
	29,		29,			
	2023	%Total	2023	%Total		
Identifiable Assets						
Hooker Branded	\$ 178,435	57.6 %	\$ 174,523	52.1 %		
Home Meridian	63,310	20.4 %	92,469	27.6 %		
Domestic Upholstery	63,179	20.4 %	66,435	19.8 %		
All Other	4,991	1.6 %	1,558	0.5 %		
Consolidated	\$ 309,915	100 %	\$ 334,985	100 %		
Consolidated Goodwill and Intangibles	44,583		46,731			
Total Consolidated Assets	\$ 354,498		\$ 381,716			

Sales by product type are as follows:

	Net Sales (in thousands)								Net Sales (in thousands)			
	Thirteen Weeks Ended				Thirty-Nine Weeks Ended				Thirteen Weeks Ended			
	October 29, 2023	%Total	October 30, 2022	%Total	October 29, 2023	%Total	October 30, 2022	%Total	April 28, 2024	%Total	April 30, 2023	%Total
Casegoods	\$ 71,787	61 %	\$ 86,717	57 %	\$ 191,825	57 %	\$ 253,748	56 %	\$ 53,109	57 %	\$ 67,975	56 %
Upholstery	45,044	39 %	64,863	43 %	144,627	43 %	198,055	44 %	40,462	43 %	53,840	44 %
	<u>\$ 116,831</u>	<u>100 %</u>	<u>\$ 151,580</u>	<u>100 %</u>	<u>\$ 336,452</u>	<u>100 %</u>	<u>\$ 451,803</u>	<u>100 %</u>	<u>\$ 93,571</u>	<u>100 %</u>	<u>\$ 121,815</u>	<u>100 %</u>

14. Subsequent Events

Dividends

On **December 5, 2023** June 4, 2024, our board of directors declared a quarterly cash dividend of \$0.23 per share which will be paid on **December 29, 2023** June 28, 2024 to shareholders of record at **December 15, 2023** June 14, 2024. This represents a \$0.01 per share or 4.5% increase over the previous quarterly dividend and the eighth consecutive annual dividend increase.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

All references to the "Company," "we," "us" and "our" in this document refer to Hooker Furnishings Corporation and its consolidated subsidiaries, unless specifically referring to segment information. All references to the "Hooker," "Hooker Division(s)," "Hooker Legacy Brands" or "traditional Hooker" divisions or companies refer to all current business units and brands except for those in the Home Meridian segment. The Hooker Branded segment includes Hooker Casegoods and Hooker Upholstery. The Domestic Upholstery segment includes Bradenton-Young, HF Custom (formerly Sam Moore), Shenandoah Furniture and Sunset West. All Other includes H Contract, Lifestyle Brands, and BOBO Intriguing Objects.

Forward-Looking Statements

Certain statements made in this report, including statements under Item 2. "Management's Discussion and Analysis of Financial Condition and Results of Operations" and in the notes to the consolidated financial statements included in this report, are not based on historical facts, but are forward-looking statements. These statements reflect our reasonable judgment with respect to future events and typically can be identified by the use of forward-looking terminology such as "believes," "expects," "projects," "intends," "plans," "may," "will," "should," "would," "could" or "anticipates," or the negatives thereof, or other variations thereof, or comparable terminology, or by discussions of strategy. Forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements. Those risks and uncertainties include but are not limited to:

- 1) general economic or business conditions, both domestically and internationally, including the current macro-economic uncertainties and challenges to the retail environment for home furnishings along with instability in the financial and credit markets, in part due to inflation and **rising** **high** interest rates, including their potential impact on (i) our sales and operating costs and access to financing, (ii) customers, and (iii) suppliers and their ability to obtain financing or generate the cash necessary to conduct their respective businesses;
- 2) the direct and indirect costs and time spent by our associates associated with the implementation of our Enterprise Resource Planning system ("ERP"), including costs resulting from unanticipated disruptions to our business;
- 2) the cyclical nature of the **furnishings** **furniture** industry, which is particularly sensitive to changes in consumer confidence, the amount of consumers' income available for discretionary purchases, and the availability and terms of consumer credit;
- 3) changes in consumer preferences, risks associated with the ultimate outcome of our planned cost reduction plans, including **increased** **demand** for lower-priced furniture; the amounts and timing of savings realized;
- 4) risks associated with the outcome of the HMI segment restructuring which we completed in fiscal 2024, including whether we can return the segment to consistent profitability;
- 5) the impairment of our long-lived assets, which can result in reduced earnings and net worth;

- 6) difficulties in forecasting demand for our imported products and raw materials used in our domestic operations;
- 7) risks associated with our reliance on offshore sourcing and the cost of imported goods, including fluctuation in the prices of purchased finished goods, customs issues, freight costs, including the price and availability of shipping containers, ocean vessels, ocean and domestic trucking, and warehousing costs and the risk that a disruption in our offshore suppliers or the transportation and handling industries, including labor stoppages, strikes, or slowdowns, could adversely affect our ability to timely fill customer orders;
- risks associated with Home Meridian segment restructuring and cost-savings efforts, including our ability to timely reduce expenses and return the segment to profitability;
- the impairment of our long-lived assets including goodwill, which can result in reduced earnings and net worth;
- 8) adverse political acts or developments in, or affecting, the international markets from which we import products, including duties or tariffs imposed on those products by foreign governments or the U.S. government and possible future U.S. conflict with China; government;
- 9) the direct and indirect costs and time spent by our associates associated with the implementation of our Enterprise Resource Planning system ("ERP"), including costs resulting from unanticipated disruptions to our business;
- 10) the interruption, inadequacy, security breaches or integration failure of our information systems or information technology infrastructure, related service providers or the internet or other related issues including unauthorized disclosures of confidential information, hacking or other cyber-security threats or inadequate levels of cyber-insurance or risks not covered by cyber-insurance;
- risks associated with our Georgia warehouse including the inability to realize anticipated cost savings and subleasing excess space on favorable terms;
- 11) risks associated with domestic manufacturing operations, including fluctuations in capacity utilization and the prices and availability of key raw materials, as well as changes in transportation, warehousing and domestic labor costs, availability of skilled labor, and environmental compliance and remediation costs;

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- 12) the risks related to the Sunset Acquisition including integration costs, maintaining Sunset West's existing customer relationships, debt service costs, interest rate volatility, the use of operating cash flows to service debt to the detriment of other corporate initiatives or strategic opportunities, the loss of key employees from Sunset West, the disruption costs and risk associated with the expansion of ongoing businesses or inconsistencies in standards, controls, procedures and policies across the business which could adversely affect Sunset West distribution to our internal control or information systems and the costs of bringing them into compliance East Coast facilities, and failure to realize benefits anticipated from the Sunset Acquisition;
- the risks related to the BOBO Intriguing Objects acquisition, including the loss of a key BOBO employee, inconsistencies in standards, controls, procedures and policies across the business which could adversely affect our internal control or information systems and failure to realize benefits anticipated from the BOBO acquisition;
- 13) changes in U.S. and foreign government regulations and in the political, social and economic climates of the countries from which we source our products;
- 14) risks associated with product defects, including higher than expected costs associated with product quality and safety, regulatory compliance costs (such as the costs associated with the US Consumer Product Safety Commission's new mandatory furniture tip-over standard, STURDY) related to the sale of consumer products and costs related to defective or non-compliant products, product liability claims and costs to recall defective products and the adverse effects of negative media coverage;
- 15) disruptions and damage (including those due to weather) affecting our Virginia or Georgia warehouses, our Virginia, North Carolina or California administrative facilities, our High Point, Las Vegas, and Atlanta showrooms or our representative offices or warehouses in Vietnam and China;
- 16) the risks specifically related to the concentrations of a material part of our sales and accounts receivable in only a few customers, including the loss of several large customers through business consolidations, failures or other reasons, or the loss of significant sales programs with major customers;
- 17) our inability to collect amounts owed to us or significant delays in collecting such amounts;
- 18) achieving and managing growth and change, and the risks associated with new business lines, acquisitions, including the selection of suitable acquisition targets, restructurings, strategic alliances and international operations;

- 19) capital requirements and costs;
- 20) risks associated with distribution through third-party retailers, such as non-binding dealership arrangements;
- 21) the cost and difficulty of marketing and selling our products in foreign markets;
- 22) changes in domestic and international monetary policies and fluctuations in foreign currency exchange rates affecting the price of our imported products and raw materials;
- 23) price competition in the furniture industry;
- 24) competition from non-traditional outlets, such as internet and catalog retailers; and
- 25) price competition changes in the furnishings industry consumer preferences, including increased demand for lower-priced furniture.

Our forward-looking statements could be wrong considering these and other risks, uncertainties and assumptions. The future events, developments or results described in this report could turn out to be materially different. Any forward-looking statement we make speaks only as of the date of that statement, and we undertake no obligation, except as required by law, to update any forward-looking statements whether as a result of new information, future events or otherwise and you should not expect us to do so.

Also, our business is subject to significant risks and uncertainties any of which can adversely affect our business, results of operations, financial condition or future prospects. For a discussion of risks and uncertainties that we face, see the Forward-Looking Statements detailed above and Item 1A, "Risk Factors" in our **2023 2024** Annual Report.

Investors should also be aware that while we occasionally communicate with securities analysts and others, it is against our policy to selectively disclose to them any material nonpublic information or other confidential commercial information. Accordingly, investors should not assume that we agree with any projection, forecast or report issued by any analyst regardless of the content of the statement or report, as we have a policy against confirming information issued by others.

Quarterly Reporting

This quarterly report on Form 10-Q includes our unaudited condensed consolidated financial statements for the **2024 2025** fiscal year thirteen-week period (also referred to as "three months," "three-month period," "quarter," "third "first quarter" or "quarterly period") that began July 31, 2023, January 29, 2024 and the thirty-nine week period (also referred to as "nine months", "nine-month period" or "year-to-date period") that began January 30, 2023, which both ended **October 29, 2023** April 28, 2024. This report discusses our results of operations for these periods this period compared to the **2023 2024** fiscal year thirteen-week period that began August 1, 2022, January 30, 2023 and the thirty-nine-week period that began January 31, 2022, which both ended **October 30, 2022** April 30, 2023; and our financial condition as of **October 29, 2023** April 28, 2024 compared to **January 29, 2023** January 28, 2024.

References in this report to:

- the 2025 fiscal year and comparable terminology mean the fiscal year that began January 29, 2024, and will end February 2, 2025; and
- the 2024 fiscal year and comparable terminology mean the fiscal year that began January 30, 2023 and will end January 28, 2024; and
- the 2023 fiscal year and comparable terminology mean the fiscal year that began January 31, 2022, and ended **January 29, 2023** January 28, 2024.

Dollar amounts presented in the tables below are in thousands except for per share data.

The following discussion should be read in conjunction with the condensed consolidated financial statements, including the related notes, contained elsewhere in this quarterly report. We also encourage users of this report to familiarize themselves with all of our recent public filings made with the SEC, especially our **2023 2024** Annual Report. Our **2023 2024** Annual Report contains critical information regarding known risks and uncertainties that we face, critical accounting policies and information on commitments and contractual obligations that are not reflected in our condensed consolidated financial statements, as well as a more thorough and detailed discussion of our corporate strategy and new business initiatives.

Our **2023 2024** Annual Report and other public filings made with the SEC are available, without charge, at www.sec.gov and at <http://investors.hookerfurnishings.com>.

Overview

Hooker Furnishings Corporation, incorporated in Virginia in 1924, is a designer, marketer, and importer of casegoods (wooden and metal furniture), leather furniture, fabric-upholstered furniture, lighting, accessories, and home décor for the residential, hospitality and contract markets. We also domestically manufacture premium residential custom leather, custom fabric-upholstered furniture and outdoor furniture.

Changes to segment reporting for fiscal 2024

During the second quarter of fiscal 2024, we acquired substantially all the assets of BOBO Intriguing Objects. Based on the requirements of ASC 280: *Segment Reporting*, BOBO's results are included in All Other on a prospective basis.

We regularly monitor our reportable segments for changes in facts and circumstances to determine whether changes in the identification or aggregation of operating segments are necessary. Before the fiscal 2024 third quarter, H Contract's results included sales of certain products sourced from the Hooker Branded segment and Sunset West division of the Domestic Upholstery segment. Due to a change in the way management internally evaluates operating performance, beginning with the fiscal 2024 third quarter, Hooker Branded and Domestic Upholstery segments' results now include sales of products formerly included in H Contract's results. Fiscal 2024 year-to-date period and fiscal 2023 results discussed below have been recast to reflect this change. The Home Meridian segment is unchanged.

Orders and Backlog

In the discussion below and herein, we reference changes in sales orders or "orders" and sales order backlog (unshipped orders at a point in time) or "backlog" over and compared to certain periods of time and changes discussed are in sales dollars and not units of inventory, unless stated otherwise. We believe orders are generally good current indicators of sales momentum and business conditions. If the items ordered are in stock and the customer has requested immediate delivery, we generally ship products in about seven days or less from receipt of order; however, orders may be shipped later if they are out of stock or there are production or shipping delays or the customer has requested the order to be shipped at a later date. It is our policy and industry practice to allow order cancellation for casegoods up to the time of shipment or, in the case of container direct orders, up until the time the container is booked with the ocean freight carrier; therefore, customer orders for casegoods are not firm. However, domestically produced upholstered products are predominantly custom-built and consequently, cannot be cancelled once the leather or fabric has been cut. Our hospitality products are highly customized and are generally **not cancellable**, **non-cancellable**. For our outdoor furnishings, most orders require a deposit upon order and the balance before production is started, and hence are generally non-cancellable.

For the Hooker Branded and Domestic Upholstery segments and All Other, we generally consider backlogs to be one helpful indicator of sales for the upcoming 30-day period, but because of our relatively quick delivery and our cancellation policies, we do not consider order backlogs to be a reliable indicator of expected long-term sales. At times, the ratio of new products to currently available inventory items can affect the amount of the backlog that can be converted to shipments in the short-term. We generally consider the Home Meridian segment's backlog to be one helpful indicator of that segment's sales for the upcoming 90-day period. Due to (i) the average sales order sizes of its mass and mega account channels of distribution, (ii) the proprietary nature of many of its products and (iii) the project nature of its hospitality business, for which average order sizes tend to be larger and consequently, the Home Meridian segment's order backlog tends to be larger.

There have been exceptions to the general predictive nature of our orders and backlogs noted in the above paragraph, such as during times of extremely high demand and supply chain challenges as experienced during the immediate aftermath of the initial COVID-19 crisis and subsequent recovery. Orders were not being converted to shipments as quickly as would be expected compared to the pre-pandemic environment due to the lack and cost of shipping containers and vessel space as well as limited overseas vendor capacity and our domestic production capacity. As a result, backlogs were significantly elevated and reached historical levels in the prior two years.

At **October 29, 2023** **April 28, 2024**, our backlog of unshipped orders was as follows:

Reporting Segment	Order Backlog (Dollars in 000s)			Order Backlog (Dollars in 000s)			
	October 29, 2023	January 29, 2023	October 30, 2022	April 28, 2024	January 28, 2024	April 30, 2023	May 5, 2019
Hooker Branded	\$ 18,646	\$ 20,568	\$ 36,747	\$ 16,138	\$ 15,416	\$ 18,828	\$ 11,559
Home Meridian	27,611	43,052	56,761	49,396	36,013	40,413	85,487
Domestic Upholstery	21,418	29,696	41,844	19,236	18,920	25,873	10,895
All Other	1,760	2,070	1,983	991	1,475	2,246	1,561
Consolidated	\$ 69,435	\$ 95,386	\$ 137,335	\$ 85,761	\$ 71,824	\$ 87,360	\$ 109,502

At Despite a slight decrease from the previous year's first quarter, consolidated order backlog at the end of fiscal 2025 first quarter showed a significant increase compared to fiscal 2024 third quarter, year-end. Home Meridian order backlog decreased increased against both periods, driven by continued growth in its hospitality business.

*For comparison purposes, we included order backlog as compared of fiscal 2020 first quarter end, the year before the COVID crisis. At fiscal 2020 first quarter end, Home Meridian backlog included \$21.5 million orders from the unprofitable RTA, Clubs and ACH businesses which we decided to exit in fiscal 2022 and fiscal 2023, year-end and respectively. Domestic Upholstery backlog did not include Sunset West, the prior year third quarter end. The decrease was attributable to soft demand and the absence of ACH orders and backlog business we acquired in the Home Meridian segment beginning of fiscal 2023. At fiscal 2020 first quarter end, Sunset West had approximately \$3.5 million in backlog. See Review below for additional information on our incoming orders and backlog.

Executive Summary-Results of Operations

- Consolidated net sales for the fiscal 2024 third quarter decreased by \$34.7 million, or 22.9%, compared to the prior year quarter due to sales decreases across all three reporting segments driven by continued soft demand for home furnishings, as well as our exit from the Accentratics Home product line. Despite the sales decline, consolidated gross profit and margin both increased for the quarter due to decreased product costs in the Hooker Branded segment driven by lower ocean freight costs and improved margin at Home Meridian segment due to our exit from the unprofitable categories, partially offset by decreased gross profit and margin in the Domestic Upholstery segment due to under-absorbed indirect costs, primarily indirect labor costs. Consolidated operating income and margin were \$8.8 million and 7.5% as compared to \$6.4 million and 4.2% in the prior year third quarter, due to improved profitability in the Hooker Branded and Home Meridian segments. Consolidated net income was \$7.0 million or \$0.65 per diluted share, compared to \$4.8 million or \$0.42. During the fiscal 2025 first quarter, consolidated net sales decreased by \$28.2 million, or 23.2%, compared to the prior year's first quarter. All three reporting segments experienced double-digit sales decreases due to lower demand for home furnishings, which is adversely affecting the industry as a whole. Notably, the absence of \$7.5 million in revenue from the Accentratics Home (ACH) product line, which we exited during fiscal 2024, accounted for approximately half of the sales decrease in the Home Meridian segment. Both consolidated gross profit and margin decreased for the quarter. Gross profit decreased primarily due to the loss in sales volume across all segments. Gross margin decreased primarily due to unfavorable customer and product mix in the Home Meridian segment and to a lesser extent under-absorbed costs in Domestic Upholstery segment due to lower production and sales. Consequently, the Company recorded a consolidated operating loss of \$5.2 million, with a negative margin of (5.5%), compared to a \$2.0 million operating income and 1.6% margin reported in the previous year's first quarter. The consolidated net loss was \$4.1 million or (\$0.39) per diluted share, compared to net income of \$1.5 million or \$0.13 per diluted share in the prior year quarter.
- For the fiscal 2024 nine-month period, consolidated net sales decreased by \$115.4 million, or 25.5%, as compared to the same period last year due to decreased net sales in all three segments also attributable to industry-wide soft demand, as well as our exit from the Accentratics Home product line in the Home Meridian segment. Consolidated gross profit decreased due to the sales decline, while gross margin increased due to increased margin in the Hooker Branded and Home Meridian segments, partially offset by decreased gross profit and margin in the Domestic Upholstery segment. Consolidated operating income and margin were \$12.0 million or 3.6% as compared to \$17.6 million and 3.9% in the prior year period. Consolidated net income was \$9.3 million or \$0.85 per diluted share, as compared to \$13.6 million or \$1.14 per diluted share in the prior year period.

Our fiscal 2024 third 2025 first quarter and nine months performance are discussed in greater detail below under "Review" and "Results of Operations."

Review

Despite a challenging macroeconomic environment due to the ongoing softness in the home furnishings industry, which we attribute to multiple factors, including a slowdown sluggish housing market driven by high mortgage rates, delays in the housing market, major discretionary purchases driven by persistent inflation and high interest rates, and a shift in as well as lower consumer discretionary spending away from confidence and home furnishings we are pleased spending due to report an increase in net income for the fiscal 2024 third quarter. Despite macroeconomic uncertainties. We have cautiously navigated through these challenges we are encouraged by positive indicators such as maintaining a strong balance sheet and focusing on fine-tuning growth initiatives including expanding both the normalization of ocean freight costs, eased supply chain constraints, more stable raw material costs, Sunset West distribution along the East Coast and increased labor availability. Additionally, our strategy to reposition the Home Meridian segment from a volatile, high risk model with unpredictable profitability licensed product line, investing in talent, improving showroom experiences, and continuing to a lower risk, sustainable profit model have begun to yield positive results, with the segment grow our contract and hospitality businesses. Despite reporting a quarterly operating income for the first time since calendar year 2021. All these factors have contributed to our improved profitability for the quarter.

The Hooker Branded segment experienced a net sales decrease of \$17.5 million, or 30.9%, in the fiscal 2024 third quarter, due primarily to reduced volume driven by current lower demand for home furnishings. Short-term delays related to the implementation of a new ERP system over the Labor Day weekend had an impact of approximately \$3 million, which would have positioned the sales in this segment down 26% for the quarter. Compounding this, the unusually high net sales in the previous year's third quarter created a challenging basis for comparison in the current year. Despite the sales decline, this segment reported an increased gross margin of 45.6% loss for the quarter, due mostly we strongly believe we will return to lower ocean freight costs. We implemented price decreases profitability once demand and promotions on new orders in August to align with decreased ocean freight costs and the discounting levels in the home furnishings market. However, the majority of shipments still carried price increases we implemented in the prior year, which combined with lower freight costs, led to unusually high gross margins for the quarter. We anticipate a subsequent decrease in gross margin as more orders are shipped under our revised pricing. Additionally, decreased warehousing costs also contributed to the increased gross margin, as demurrage and drayage expenses decreased significantly compared to the prior year period. The segment reported a solid operating income of \$7.3 million and an operating margin of 18.6%, compared to \$5.9 million and 10.3% in the prior year period. Incoming orders increased by 7% compared to both the prior year's third quarter and this year's second quarter. Although quarter-end order backlog was much lower than the prior year quarter-end, it increased from this year's second quarter-end and remained nearly 70% higher than pre-pandemic levels at the end of fiscal 2020 third quarter. sales volumes rebound.

The **Home Meridian Hooker Branded** segment's net sales decreased by **\$6.9 million** **\$8.1 million**, or **13.6%** **18.6%**, compared to the prior year's first quarter. This decrease was primarily due to decreased unit volume and, to a lesser extent, lower average selling prices resulting from price reductions (due to lower ocean freight costs) implemented late last year. The soft demand across the home furnishings industry led to a 13% decrease in incoming orders during the quarter, with a corresponding 14% decrease in backlog compared to the prior year quarter-end. Quarter-end order backlog remained nearly 40% higher than pre-pandemic levels at the end of fiscal 2020 first quarter. Despite the sales decline, this segment managed to maintain a gross margin of 31.3%, slightly higher than the prior year quarter. Inventories sold in the prior year's first quarter still carried a portion of high ocean freight costs, which was also reflected in prior year selling prices. Additionally, a shift in the sourcing of Hooker Upholstery products from China to Vietnam, which eliminated tariff costs also contributed to the margin improvement. However, warehousing costs, which are mostly fixed, increased by 160 bps due to lower net sales, despite decreased demurrage and drayage expenses resulting from a more stable supply chain. Although selling and administration expenses were slightly higher in an absolute amount compared to the prior year period, they increased significantly as a percentage of net sales due to lower sales volume. Consequently, Hooker Branded reported breakeven for the quarter, compared to an operating income of \$2.4 million in the prior year period. Notably, this segment assumes the majority of expenses associated with the Company's growth and strategic initiatives. Management remains committed to optimizing spending.

The **Home Meridian** segment experienced a sales decline of \$15.5 million, or 37%, compared to the prior year third quarter, but increased compared to the first and second quarters quarter. The absence of fiscal 2024. The \$7.5 million in ACH sales decrease in the e-commerce channel accounted for over 40% nearly 50% of the overall decrease in the segment, due to our exit from the Accentrics Home (ACH) product line, segment. The remaining decreases in the segment were attributable to sales decreases declines at Samuel Lawrence Furniture (SLF), Prime Resources International (PRI) and Pulaski Furniture (PFC), the divisions that serve independent furniture stores, and major furniture chains. The decreases were partially offset by strong sales at chains, and hospitality business. Despite more than 3x increase in incoming orders compared to the prior year period, Samuel Lawrence Hospitality (SLH), which reported sales increases of 152% and 46% for the third quarter and nine-month period, respectively, versus the prior year periods. Liquidations of inventory that were written down in the prior year fourth quarter were substantially completed during the quarter and had an immaterial impact on gross profit. Despite the decreased net sales decrease, due to the nature of its project-based business model; additionally, its quarter-end backlog was up nearly 2.5x. HMI gross profit and margin increased by \$3.4 million and 940 bps compared to the prior year third quarter, both decreased due to the absence of sales in unprofitable sales channels and product lines, volume loss, as well as strong performance lower margins resulting from lower-margin product and customer mix. On a more positive note, fixed overhead costs were reduced by \$2 million as a result of business repositioning, including redeploying space at SLH, our Georgia warehouse to support Sunset West's East Coast expansion. The segment recorded a quarterly operating income loss of \$0.9 million \$3.4 million, compared to a \$3.2 million \$2.1 million operating loss in the prior year third quarter. Inventory levels decreased by \$15 million as compared to year-end and \$46 million as compared to prior year third quarter end due primarily to period. However, this result was consistent with management's expectations given current industry conditions. Incoming orders increased during the absence of Accentrics Home inventory, as well as the realignment of inventory mix to reflect our current business plan. We reduced our footprint in the Georgia warehouse by 200,000 square feet in the second first quarter, and entered into an agreement in the third quarter to reduce another 200,000 square feet by early next year. Consequently, costs at the Georgia warehouse decreased by 100 bps during the third quarter. Incoming orders were 19% higher than prior year third quarter, but lower than the first and second quarters' orders as our retail customers are matching inventories to current soft demand for home furnishings. Quarter-end quarter-end backlog was lower 22% higher than the same period last year, year and 37% higher than the fiscal 2024 year-end in January.

The **Domestic Upholstery** segment's net sales decreased by **\$10.9 million** **\$5.1 million**, or **25%** **14.5%**, compared to the prior year third quarter due to sales declines in all four divisions. We reduced production at Bradenton Young and first quarter. Each of the divisions, Bradenton-Young, HF Custom in August and Shenandoah experienced double-digit sales decreases. However, Sunset West reported robust sales growth of 20% for the quarter, attributed to conform its successful expansion to the prevailing backlog levels. Gross East Coast and the stabilization of its ERP system over the past year. Additionally, Sunset West saw a 9% increase in incoming orders during the quarter. However, the segment's gross profit and margin decreased by \$3.4 million both decreased. Direct material costs, direct labor costs, indirect costs, and 290 bps, primarily warehousing costs all increased slightly as percentages of net sales due to the decrease in overall sales decline. On a positive note, direct material costs were 220 bps and lower than prior year quarter due to more stable material costs; however, this favorable variance was more than offset by under-absorbed indirect costs, which increased by 440 bps from production efficiency. Consequently, the prior year third quarter attributable to lower net sales. Direct labor and warehousing expenses decreased as a result of decreased production levels and demurrage costs but increased as a percent of sales due to lower net sales. Shenandoah and Sunset West recorded operating income despite sales decreases. Bradenton Young achieved breakeven for the quarter, while HF Custom segment recorded an operating loss due of \$1.3 million, compared to its sales decline and under-absorbed costs and operating expenses. Incoming income of \$1.3 million in the prior year period. While HF Custom's incoming orders increased by 39% in comparison to 18% during the third quarter, of the previous year, as Bradenton Young, HF Custom and Shenandoah all recorded increased orders. Sunset West orders remained unchanged as compared to the prior year third quarter. Quarter-end quarter-end backlog for the segment slightly decreased compared to prior year quarter-end but increased from second quarter end. Bradenton-Young fiscal 2024 year-end. Excluding Sunset West, order backlog was 2.5 times that of 38% higher than the pre-pandemic levels at fiscal 2020 third quarter end, while the backlog for HF Custom and Shenandoah decreased to levels comparable to fiscal 2020, first quarter-end.

Cash and cash equivalents stood at **\$39.8 million** **\$40.9 million** at fiscal 2024 third 2025 first quarter-end, an increase a decrease of **\$20.8 million** **\$2.3 million** from the prior fiscal 2024 year-end. During the nine-month period, first quarter, we used a portion of the **\$48.8 million** cash and cash equivalents on hand and **\$1.5 million** cash generated from operating activities to fund **\$11.7 million** share repurchases, **\$7.2 million** **\$2.5 million** in cash dividends to our shareholders, **\$5.7 million** capital expenditures including investments in our new High Point and Atlanta showrooms, **\$3.8 million** **\$1.3 million** for further development of our cloud-based ERP system, and **\$2.4 million** on BOBO acquisition. Our **\$25 million** share repurchase program was completed during the fiscal 2024 third quarter. We purchased and retired approximately 1.4 million shares of our common stock since our share repurchase program began in the second quarter of last year. **\$843,000** capital expenditures. In addition to our cash balance, we had an aggregate of **\$27.2 million** **\$28.3**

million available under our existing revolver at quarter-end to fund working capital needs, as well as \$28.7 million cash surrender value of company-owned life insurance. With strategic inventory management, reasonable capital expenditures, and prudent expense management, we believe we have sufficient financial resources to support our business operations for the foreseeable future.

Results of Operations

The following table sets forth the percentage relationship to net sales of certain items included in the condensed consolidated statements of income included in this report.

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended		Thirteen Weeks Ended					
	October 29, 2023		October 30, 2022		October 29, 2023		October 30, 2022		April 2024	April 2023
	2023	2022	2023	2022	2023	2022	2024	2023	2024	2023
Net sales		100 %		100 %		100 %		100 %	100 %	100 %
Cost of sales		71.1		78.9		74.7		79.5	79.5	77.1
Gross profit		28.9		21.1		25.3		20.5	20.5	22.9
Selling and administrative expenses		20.6		16.3		20.9		16.0	25.1	20.6
Intangible asset amortization		0.8		0.6		0.8		0.6	1.0	0.7
Operating income		7.5		4.2		3.6		3.9		
Operating (loss)/income									(5.5)	1.6
Other income, net		0.6		0.1		0.3		0.1	0.7	-
Interest expense		0.3		0.3		0.4		0.1	0.4	0.1
Income before income taxes		7.8		4.1		3.5		3.9		
Income tax expense		1.7		0.9		0.8		0.9		
Net income		6.0		3.2		2.8		3.0		
(Loss)/income before income taxes									(5.3)	1.5
(Loss)/income tax expense									(0.9)	0.3
Net (loss)/income									(4.4)	1.2

Fiscal 2024 Third 2025 First Quarter and Nine Months Compared to Fiscal 2023 Third 2024 First Quarter and Nine Months

	Net Sales										Net Sales						
	Thirteen Weeks Ended					Thirty-Nine Weeks Ended					Thirteen Weeks Ended		Thirteen Weeks Ended				
	October		October		October		October		October		April 28,	April 30,	2024		2023		
	29, 2023	30, 2022	29, 2023	30, 2022	29, 2023	30, 2022	29, 2023	30, 2022	29, 2023	30, 2022	% Net Sales	% Net Sales	% Net Sales	% Net Sales	% Net Sales	\$ Change	
Hooker Branded	\$ 39,122	33.5 %	\$ 56,632	37.4 %	\$ (17,510)	-30.9 %	\$ 118,936	35.4 %	\$ 154,133	34.1 %	\$ (35,197)	-22.8 %	\$ 35,353	37.8 %	\$ 43,432	35.7 %	\$ (8,079)
Home Meridian	43,692	37.4 %	50,588	33.4 %	(6,896)	-13.6 %	114,524	34.0 %	171,721	38.0 %	(57,197)	-33.3 %	26,424	28.2 %	41,921	34.4 %	(15,497)
Domestic Upholstery	32,559	27.9 %	43,436	28.7 %	(10,877)	-25.0 %	98,555	29.3 %	122,982	27.2 %	(24,427)	-19.9 %	30,027	32.1 %	35,104	28.8 %	(5,077)
All Other	1,458	1.2 %	924	0.5 %	534	57.8 %	4,437	1.3 %	2,967	0.7 %	1,470	49.5 %	1,767	1.9 %	1,358	1.1 %	409
Consolidated	\$ 116,831	100 %	\$ 151,580	100 %	\$ (34,749)	-22.9 %	\$ 336,452	100 %	\$ 451,803	100 %	\$ (115,351)	-25.5 %	\$ 93,571	100 %	\$ 121,815	100 %	\$ (28,244)

Unit Volume	FY24 Q3 %	FY24 YTD %	Average Selling Price ("ASP")	FY24 Q3 %	FY24 YTD %	FY25 Q1 %	Average	FY25 Q1 %
	Increase vs. FY23 Q3	Increase vs. FY23 YTD		Increase vs. FY23 Q3	Increase vs. FY23 YTD	Increase vs. FY24	Selling Price ("ASP")	Increase vs. FY24
	_____	_____		_____	_____	Q1	_____	Q1
Hooker Branded	-23.7 %	-23.3 %	Hooker Branded	-6.3 %	2.3 %	-10.5 %	Hooker Branded	-3.7 %
Home Meridian	-18.0 %	-19.2 %	Home Meridian	4.8 %	-16.6 %	-51.3 %	Home Meridian	32.0 %
Domestic Upholstery	-37.0 %	-30.2 %	Domestic Upholstery	4.2 %	10.1 %	-11.7 %	Domestic Upholstery	-1.6 %
All Other	-4.9 %	13.9 %	All Other	-15.9 %	-1.5 %	-35.6 %	All Other	-27.5 %
Consolidated	-21.5 %	-20.9 %	Consolidated	-4.8 %	-5.9 %	-41.6 %	Consolidated	33.3 %

Consolidated net sales decreased in all three segments in the fiscal 2024 third 2025 first quarter and nine-month period compared to the prior year periods: period:

- The Hooker Branded segment's net sales decreased by \$17.5 million \$8.1 million, or 30.9% 18.6%, in the fiscal 2024 third quarter 2025 first quarter. This decrease was primarily driven by reduced unit volume due to decreased unit volume driven by current soft persistently low demand for in the home furnishings and to a lesser extent, decreased industry. Additionally, average selling prices and short-term delays related decreased as a result of price reductions implemented during the second half of last year due to the implementation of the new ERP system in early September. In response to normalized lower ocean freight costs and to align with current demand, we implemented price decreases and promotions on new orders effective in August, leading to the first quarterly decrease in ASP since calendar 2020. For the fiscal 2024 nine-month period, net sales decreased by \$35.2 million, or 22.8%, due to decreased unit volume, which was driven by lower demand. ASP increased during the nine-month period as the majority of inventories sold still carried price increases we implemented last year in response to higher freight costs and product cost inflation. costs.
- The Home Meridian segment's net sales decreased by \$6.9 million \$15.5 million, or 13.6% 37%, in the fiscal 2024 third 2025 first quarter. This decrease Nearly half of the revenue decline was attributed to decreased unit volume the absence of ACH liquidation sales. The remaining decreases were from lower sales through major furniture chains, independent furniture stores, and the hospitality business. Meanwhile, the average selling price increased significantly due to the absence of ACH liquidation sales and lower sales with independent furniture stores and major furniture chains. The decreases were largely mitigated by strong sales at SLH, driven by the continued rebound in the hospitality business. ASP increased during the third quarter as the liquidation sales of furniture previously written down were substantially completed, having a minimal impact on revenue for this current period. Additionally, ASP benefitted from increased SLH sales, which tend to be higher priced items. For the nine-month period, net sales decreased by \$57.2 million, or 33.3%, due to sales declines across the major furniture chains, the e-commerce channel, independent furniture stores, and mass merchant categories. These decreases were also partially offset by sales increases at SLH. ASP decreased during the nine-month period primarily due to the liquidation sales of heavily discounted ACH inventories and the sales of obsolete inventories at PRI and SLF during the first and second quarters.
- The Domestic Upholstery segment's net sales decreased by \$10.9 million, or 25%, in the fiscal 2024 third quarter due to a significant decrease in unit volume. All four divisions reported sales decreases for both the quarter and the nine-month period. The Domestic Upholstery segment experienced sales growth for the past two years. However, as incoming orders and backlog normalized, we reduced production to align with current demand. ASP increased across all divisions during the fiscal 2024 third quarter and nine-month period due to the price increases we implemented last year in response to the inflation of raw material costs. However, the increase in ASP it was not sufficient insufficient to offset the unit volume loss.

Gross Profit and Margin												
	Thirteen Weeks Ended						Thirty-Nine Weeks Ended					
	October 29,		October 30,		October 29,		October 30,		October 29,		October 30,	
	2023		2022		2023		2022		2023		2022	
	% Net		% Net		\$		%		% Net		\$	
	Sales		Sales		Change		Change		Sales		Sales	
Hooker Branded	\$ 17,823	45.6 %	\$ 16,156	28.5 %	\$ 1,667	10.3 %	\$ 43,840	36.9 %	\$ 45,357	29.4 %	\$ (1,517)	-3.3 %
Home Meridian	8,803	20.1 %	5,431	10.7 %	3,372	62.1 %	18,726	16.4 %	19,057	11.1 %	(331)	-1.7 %
Domestic Upholstery	6,485	19.9 %	9,918	22.8 %	(3,433)	-34.6 %	19,872	20.2 %	26,400	21.5 %	(6,528)	-24.7 %
All Other	599	41.1 %	503	54.4 %	96	19.1 %	2,519	56.8 %	1,708	57.6 %	811	47.5 %
Consolidated	\$ 33,710	28.9 %	\$ 32,008	21.1 %	\$ 1,702	5.3 %	\$ 84,957	25.3 %	\$ 92,522	20.5 %	\$ (7,565)	-8.2 %

In the fiscal 2024 third quarter, consolidated gross profit and margin increased due to significantly improved profitability at Hooker Branded and Home Meridian segments. Consolidated gross profit decreased in the nine-month period of fiscal 2024, primarily as a result of lower net sales. However, consolidated gross margin increased during the period, also attributable to improved profitability at Hooker Branded and Home Meridian segments.

- The Hooker Branded segment's gross profit and margin both increased in the fiscal 2024 third quarter despite a decline in net sales. This favorable outcome was attributed to significantly decreased product costs driven by lower ocean freight. Inventories sold carrying the price increases we implemented last year, combined with lower freight costs, contributed to the increase in gross profit and margin. Furthermore, inventory turns have increased steadily since August, resulting in a higher proportion of inventories sold at lower costs. However, price decreases and promotions implemented on new orders starting in August are expected to gradually erode margins as more orders sold at lower prices are shipped. In addition, warehousing costs decreased due to lower demurrage and drayage expenses, as well as lower labor and compensation expenses due to reduced shipping activities. For the fiscal 2024 nine-month period, gross profit decreased due to sales decline, while gross margin increased due to the factors discussed previously.
- The Home Meridian segment's gross profit and margin increased by \$3.4 million and 940 bps, respectively, in the fiscal 2024 third quarter. This increase was primarily attributable to improved margin due to previous exits of unprofitable sales channels and product lines, decreased product costs, and increased profitability at SLH. Furthermore, decreased costs in the Georgia warehouse, and decreased wage expenses due to organizational and personnel changes all contributed to increased gross profit and margin. For the fiscal 2024 nine-month period, gross profit slightly decreased driven by the sales decrease, while gross margin increased by 530 bps due to the previously mentioned factors, as well as the absence of warehouse transition and start-up costs incurred in the prior year first quarter. Sales of previously written-down or written-off inventory had an immaterial impact on gross profit in the fiscal 2024 third quarter and nine-month period.
- The Domestic Upholstery segment's gross profit and margin both net sales decreased by \$5.1 million, or 14.5%, in the fiscal 2024 third quarter and nine-month period driven by net sales decreases. Direct material costs were 220 bps and 310 bps below prior year periods due to more stable raw material costs. However, these decreases were more than offset by under-absorbed indirect costs, which were 440 bps and 370 bps higher as compared to the prior year third quarter and nine-month period, respectively. Direct labor costs decreased in absolute terms due to reduced production unit volume at Bradenton Young, Bradenton-Young, HF Custom and Shenandoah. Warehousing In contrast, Sunset West experienced a 20% sales increase compared to the previous year's first quarter. This growth was attributed to the Company's effort to expand distribution along the East Coast and distribution expenses also decreased in absolute amount, due to lower demurrage expense and freight-out expense, which was also impacted by lower sales. Direct labor costs and warehousing costs both increased as a percentage the stabilization of net sales its ERP system during these periods due to sales decreases. the past year.

	Selling and Administrative Expenses (S&A)												Gross Profit and Margin											
	Thirteen Weeks Ended						Thirty-Nine Weeks Ended						Thirteen Weeks Ended											
	October		October		October		October		April 28,		April 30,													
	29,		30,		29,		30,		2024		2023													
	2023		2022		2023		2022		%		%		%		%		%		%		%		%	
	Net		Net		\$		%		Net		Net		\$		%		Net		\$		%		Net	
	Sales		Sales		Sales		Sales		Sales		Sales		Sales		Sales		Sales		Sales		Sales		Sales	
Hooker Branded	\$ 10,535	26.9 %	\$ 10,296	18.2 %	\$ 240	2.3 %	\$ 30,542	25.7 %	\$ 28,935	18.8 %	\$ 1,608	5.6 %	\$ 11,048	31.3 %	\$ 13,518	31.1 %	\$ (2,470)	-18.3 %	\$ 10,535	26.9 %	\$ 10,296	18.2 %	\$ 240	2.3 %
Home Meridian	7,550	17.3 %	8,302	16.4 %	(752)	-9.1 %	22,267	19.4 %	25,346	14.8 %	(3,079)	-12.1 %	3,301	12.5 %	6,713	16.0 %	(3,412)	-50.8 %	7,550	17.3 %	8,302	16.4 %	(752)	-9.1 %
Domestic Upholstery	5,203	16.0 %	5,550	12.8 %	(348)	-6.3 %	15,392	15.6 %	16,479	13.4 %	(1,088)	-6.6 %	4,705	15.7 %	7,023	20.0 %	(2,318)	-33.0 %	5,203	16.0 %	5,550	12.8 %	(348)	-6.3 %
All Other	728	49.9 %	564	61.0 %	164	29.1 %	2,006	45.2 %	1,495	50.4 %	511	34.2 %	167	9.5 %	652	48.0 %	(485)	-74.4 %	728	49.9 %	564	61.0 %	164	29.1 %
Consolidated	\$ 24,016	20.6 %	\$ 24,712	16.3 %	\$ (696)	-2.8 %	\$ 70,207	20.9 %	\$ 72,255	16.0 %	\$ (2,048)	-2.8 %	\$ 19,221	20.5 %	\$ 27,906	22.9 %	\$ (8,685)	-31.1 %	\$ 24,016	20.6 %	\$ 24,712	16.3 %	\$ (696)	-2.8 %

Consolidated gross profit and margin both decreased in fiscal 2025 first quarter.

- The Hooker Branded segment's gross profit decreased by \$2.5 million while gross margin increased slightly. Product costs were lower due to inventory sold in the previous year's first quarter still carrying high ocean freight costs. However, despite significantly reduced demurrage and drayage expenses, warehousing and distribution expenses, which are primarily fixed costs, increased by 160 bps, driven by lower net sales, and to a lesser extent, increased labor costs.
- The Home Meridian segment's gross profit and margin decreased by \$3.4 million and 350 bps, respectively, in the fiscal 2025 first quarter. These decreases were attributed to multiple factors, including lower net sales and unfavorable customer and product mix. On a more positive note, Georgia warehouse costs were halved due to a decrease in inventory levels. Additionally, the vacant space within the Georgia warehouse was repurposed to support Sunset West's business along the East Coast.
- The Domestic Upholstery segment's gross profit and margin decreased by \$2.3 million and 430 bps, respectively, in the fiscal 2025 first quarter. Direct material costs, direct labor costs, and indirect costs increased by 110 bps, 60 bps and 120 bps, respectively, as compared to the previous year's first quarter. These increases were partially offset by lower benefits expenses. Additionally, warehousing costs were 140 bps higher than prior year period due to higher labor costs and lower net sales.

Selling and Administrative Expenses (S&A)								
Thirteen Weeks Ended								
	April 28, 2024			April 30, 2023				
		% Net Sales			% Net Sales		\$ Change	% Change
		\$	11,040	31.2 %	\$	10,800	24.9 %	\$ 240 2.2 %
Hooker Branded								
Home Meridian			6,394	24.2 %		8,502	20.3 %	(2,108) -24.8 %
Domestic Upholstery			5,419	18.0 %		5,142	14.6 %	277 5.4 %
All Other			614	34.7 %		604	44.5 %	10 1.7 %
Consolidated			\$ 23,467	25.1 %	\$ 25,048	20.6 %	\$ (1,581) -6.3 %	

Consolidated selling and administrative ("S&A") expenses decreased in absolute terms but increased as a percentage of net sales in the fiscal 2024 third quarter and nine-month period. 2025 first quarter.

- The Hooker Branded segment's S&A expenses increased by a modest \$240,000 in absolute terms during the fiscal 2024 third quarter and nine-month period. However, this translated to a significant rise of 630 bps as a percentage of net sales. This increase spike was primarily attributed to higher selling the decrease in net sales due to low demand for home furnishings, leading to a disproportionate percentage of net sales in comparison to a normal demand cycle. Additionally, this segment assumes the majority of expenses including those associated with larger the Company's growth and strategic initiatives, including investments in talent, showroom footprints, higher expansions, implementation of the new ERP system, and various professional services expenses and higher international travel expenses. These increases were partially offset by lower commissions due to decreased net sales. S&A expenses as a percentage of net sales increased for both the fiscal 2024 third quarter reductions in compensation and nine-month period also due to lower net sales, selling expenses.
- The Home Meridian segment's S&A expenses decreased in absolute terms by \$2.1 million for the fiscal 2024 third 2025 first quarter and nine-month period due primarily to decreased salary expenses as the result of personnel changes, and to a lesser extent, lower selling costs and decreased insurance costs due to significantly reduced inventory levels, decreased net sales, lower compensation expenses and other cost-saving initiatives. S&A expenses increased as a percentage of net sales for these periods due to lower net sales.
- The Domestic Upholstery segment's S&A expenses decreased increased by a modest \$277,000 in absolute terms in the fiscal 2024 third 2025 first quarter and nine-month period due to lower higher selling costs, the absence of accelerated ERP depreciation expenses and lower bonus accrual due amortization expenses related to current low profitability, the new ERP system. These decreases increases were partially offset by higher advertising supplies and sample expenses for the new M Brand, as well as higher professional services lower compensation expenses.

Intangible Asset Amortization												
	Thirteen Weeks Ended						Thirty-Nine Weeks Ended					
	October 29,		October 30,				October 29,		October 30,			
	2023		2022				2023		2022		% Net	\$
Intangible asset		% Net Sales		% Net Sales	\$ Change	% Change		% Net Sales		% Net Sales	\$ Change	% Change
amortization	\$ 924	0.8 %	\$ 878	0.6 %	\$ 46	5.2 %	\$ 2,732	0.8 %	\$ 2,634	0.6 %	\$ 98	3.7 %

Intangible Asset Amortization									
Thirteen Weeks Ended									
April 28, 2024					April 30, 2023				
Intangible asset amortization	\$ 924	1.0 %	\$ 883	0.7 %	\$ 41				4.6 %

Intangible asset amortization expense increased slightly in fiscal 2024 third quarter and nine-month period due to the reassessment and amortization of the Sam Moore trade name. See Note 8 to our Condensed Consolidated Financial Statements for additional information.

	Operating Profit/(Loss) and Margin												Operating (Loss) / Profit and Margin											
	Thirteen Weeks Ended						Thirty-Nine Weeks Ended						Thirteen Weeks Ended											
	October		October		October		October		April		April													
	29,	30,	29,	30,	2023	2022	2023	2022	28,	30,	2024	2023												
	%	%	%	%	%	%	%	%	%	%	%	%	% Net	% Net	% Net	% Net	% Net	% Net	% Net	% Net	% Net	% Net	% Net	% Net
	Net	Net	\$	\$	Net	Net	Net	Net	Net	Net	Net	Net	Sales	Sales	Sales	Sales	Sales	Sales	Sales	Sales	Sales	Sales	Sales	Sales
	Sales	Sales	Change	Change	Sales	Sales	Change	Change	Sales	Sales	Sales	Sales	Change	Change	Change	Change	Change	Change	Change	Change	Change	Change	Change	Change
Hooker Branded	\$ 7,287	18.6%	\$ 5,860	10.3%	\$ 1,427	24.4%	\$ 13,298	11.2%	\$ 16,423	10.7%	\$ (3,125)	-19.0%	\$ 7	0.0%	\$ 2,718	6.3%	\$ (2,711)	-99.7%	\$ 7	0.0%	\$ 2,718	6.3%	\$ (2,711)	-99.7%
Home Meridian	923	2.1%	(3,205)	-6.3%	4,128	128.8%	(4,532)	-4.0%	(7,290)	-4.2%	2,758	37.8%	(3,423)	-13.0%	(2,119)	-5.1%	(1,304)	-61.5%	(3,423)	-13.0%	(2,119)	-5.1%	(1,304)	-61.5%
Domestic Upholstery	688	2.1%	3,823	8.8%	(3,135)	-82.0%	2,739	2.8%	8,288	6.7%	(5,549)	-67.0%	(1,308)	-4.4%	1,328	3.8%	(2,636)	-198.5%	(1,308)	-4.4%	1,328	3.8%	(2,636)	-198.5%
All Other	(128)	-8.8%	(60)	-6.5%	(68)	-113.3%	513	11.6%	212	7.2%	301	142.0%	(446)	-25.2%	48	3.5%	(494)	-1029.2%	(446)	-25.2%	48	3.5%	(494)	-1029.2%
Consolidated	\$ 8,770	7.5%	\$ 6,418	4.2%	\$ 2,352	36.6%	\$ 12,018	3.6%	\$ 17,633	3.9%	\$ (5,615)	-31.8%	\$ (5,170)	-5.5%	\$ 1,975	1.6%	\$ (7,145)	-361.8%	\$ (5,170)	-5.5%	\$ 1,975	1.6%	\$ (7,145)	-361.8%

Operating profit and margin increased as compared to The Company reported an operating loss in the third fiscal 2025 first quarter of the previous year but decreased as compared to the nine-month period of the prior year, due to the factors discussed above.

	Interest Expense, net												Interest Expense, net											
	Thirteen Weeks Ended						Thirty-Nine Weeks Ended						Thirteen Weeks Ended						Thirty-Nine Weeks Ended					
	October 29,		October 30,		October 29,		October 30,		2023		2022		2023		2022		2023		2022		2023		2022	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
	% Net	% Net	% Net	% Net	% Net	% Net	% Net	% Net	% Net	% Net	% Net	% Net	% Net	% Net	% Net	% Net	% Net	% Net	% Net	% Net	% Net	% Net	% Net	% Net
	Sales	Sales	Sales	Sales	Sales	Sales	Sales	Sales	Sales	Sales	Sales	Sales	Sales	Sales	Sales	Sales	Sales	Sales	Sales	Sales	Sales	Sales	Sales	Sales
Consolidated interest expense, net	\$ 364	0.3%	\$ 434	0.3%	\$ (70)	-16.1%	\$ 1,197	0.4%	\$ 546	0.1%	\$ 651	119.2%	\$ 364	0.3%	\$ 434	0.3%	\$ (70)	-16.1%	\$ 1,197	0.4%	\$ 546	0.1%	\$ 651	119.2%

Consolidated interest expense was lower in fiscal 2024 third quarter due to the absence of interest expense on the Existing Revolver we drew upon in the third quarter of prior year. Interest expense increased in the fiscal 2024 nine-month period due to interest on the term loans, which we entered in July 2022, as well as increased interest rates.

	Income taxes												Income taxes														
	Thirteen Weeks Ended						Thirty-Nine Weeks Ended						Thirteen Weeks Ended						Thirty-Nine Weeks Ended								
	October		October		October		October		October		April		April		October		October		April		April		October				
	29,	30,	29,	30,	2023	2022	2023	2022	2023	2022	29,	30,	2024	2023	2023	2022	2024	2023	2023	2022	2024	2023	2023	2022	2024		
	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%		
	Net	Net	Net	Net	Net	Net	Net	Net	Net	Net	Net	Net	Net	Net	Net	Net	Net	Net	Net	Net	Net	Net	Net	Net	Net		
	Sales	Sales	Sales	Sales	Sales	Sales	Sales	Sales	Sales	Sales	Sales	Sales	Sales	Sales	Sales	Sales	Sales	Sales	Sales	Sales	Sales	Sales	Sales	Sales	Sales		
Consolidated income tax expense	\$ 2,027	1.7%	\$ 1,334	0.9%	\$ 693	51.9%	\$ 2,620	0.8%	\$ 3,946	0.9%	\$ (1,326)	-33.6%	\$ 2,027	1.7%	\$ 1,334	0.9%	\$ 693	51.9%	\$ 2,620	0.8%	\$ 3,946	0.9%	\$ (1,326)	-33.6%			
Consolidated income tax (benefits)/expense																											
Effective Tax Rate	22.4%		21.6%				22.0%		22.5%															16.6%		21.7%	

We recorded income tax expense benefits of \$2.0 million \$816,000 and income tax expenses of \$402,000 for the fiscal 2025 and fiscal 2024 third quarter compared to \$1.3 million for the comparable prior year quarter, first quarters, respectively. The effective tax rates for the fiscal 2025 and 2024 and 2023 third first quarters were 22.4% 16.6% and 21.6%, respectively. For the fiscal 2024 nine-month period, we recorded income tax expense of \$2.6 million, compared to \$3.9 million for the comparable prior year period. The effective tax rates for the fiscal 2024 and 2023 nine-month periods were 22.0% and 22.5% 21.7%, respectively.

Net Income												
Thirteen Weeks Ended												
October 29,		October 30,		October 29,		October 30,		Thirty-Nine Weeks Ended				
2023	2022	2023	2022	2023	2022	2023	2022	% Net Sales	% Net Sales	\$ Change	% Change	
Consolidated net income		% Net Sales		% Net Sales		\$ Change		% Net Sales	% Net Sales	\$ Change	% Change	
income	\$ 7,038	6.0 %	\$ 4,841	3.2 %	\$ 2,197	45.4 %	\$ 9,272	2.8 %	\$ 13,566	3.0 %	\$ (4,294)	-31.7 %
Diluted earnings per share	\$ 0.65		\$ 0.42				\$ 0.85		\$ 1.14			

Net (Loss) / Income											
Thirteen Weeks Ended											
April 28,		April 30,		April 28,		April 30,		Thirteen Weeks Ended			
2024	2023	2024	2023	2024	2023	2024	2023	% Net Sales	% Net Sales	\$ Change	% Change
Consolidated net (loss) / income	\$ (4,091)		\$ 1,450		\$ (5,541)			1.2 %	1.2 %	\$ (5,541)	-382.1 %
Diluted (loss) / earnings per share	\$ (0.39)		\$ 0.13								

Outlook

While economic Much remains unsettled on the macroeconomic front. Economic indicators remain mixed with unemployment continuing under 4% and furniture industry retail traffic is down about 15% from January through October 2023, our consolidated orders were up \$12.7 million, or 15.7% inflation easing slightly in April, leading to record stock market performance in mid-May. However, consumer sentiment index fell nearly 10% in May after holding steady for the third quarter months, indicating a deterioration in optimism across age, income and for the first nine months, consolidated orders increased by \$75.8 million or 33.5%. Recent order trends and an improved long-term economic outlook bode well for Hooker and the industry. Reduced housing activity and high mortgage interest rates are still challenging, but several positives have emerged since last quarter. Core inflation is at the lowest level since 2021, the US economy grew nearly 5% last quarter, unemployment remains at record lows and a recession appears less likely. education levels.

Additionally, in both March and April, existing home sales decreased year-over-year. Because the Federal Reserve has yet to cut interest rates this year, we believe home sales may be flat. As long as interest rates remain high, we believe the housing industry – and therefore home furnishings demand - will remain subdued.

This environment has necessitated the adjustment of our cost footprint to current and expected medium-term demand through a realignment of operations which we expect will lead to a 10% reduction in overall fixed costs, the largest cut in our history, but one necessitated by current industry conditions. Planned actions include consolidating BOBO into Hooker Branded, further reducing our Georgia warehouse footprint, and consolidating certain other operations and additional fixed cost reductions. We are still finalizing those plans and expect to have more information in the current fiscal quarter. We are intensely focused on creating an appropriate expense structure, while not jeopardizing the pace and impact of our strategic initiatives, which we believe will have a significant positive impact on Hooker once demand normalizes. We expect to be profitable in the current fiscal year and beyond.

Despite the current environment, we believe our investments in new showrooms and expanding our addressable customer base and our focus on our strategic initiatives, will help us gain market share. Already we have seen a nearly 400% increase in traffic and visibility through our expanded showroom footprints. We see tremendous upside potential to take our flagship Hooker Legacy Brands product lines from good to great. The addition of the new position of Chief Creative Officer (CCO) was extremely well-received by our retailers, designers and sales representatives at the recent High Point Market. The new CCO has significant credibility in the industry and her ability to pull people together for collaboration is powerful. As part of the executive leadership team, she will direct a collaborative merchandising approach across our brands that integrates case goods, import and domestic upholstery and outdoor furnishings, as well as lighting, accessories and accents. As we look to the next quarter, we see flat sales for bring our higher-priced Hooker Legacy brands as compared to the prior year fourth quarter. We expect that the current downturn divisions into full alignment and move forward in the furniture retail business will temporarily suppress sales growth at HMI through the fourth quarter. However, significant new retail same creative direction, inspired by consumer trends in style, materials, color and aesthetics, we can become a whole-home resource offering a more forward-facing product placements achieved by HMI recently should begin to buoy sales by the first quarter of next fiscal year as the placements generate orders line and backlogs. presentation.

We continue to believe a lot the investments and process improvements we made in the past year, such as the comprehensive repositioning of Home Meridian with the ultimate goal of sustainable profitability when demand returns to normal levels, along with the continued refinement of our growth initiatives strategy, as well as the transformative approach to merchandising we plan to launch across Hooker Legacy Brands will begin be a springboard to gain traction higher sales and profitability. Since many fundamentals of the economy are solid and our company is well-positioned, we believe an upturn in consumer confidence, demand and industry-wide business will be significant when it occurs. Compared to fiscal year-end in late January, our consolidated backlog is up approximately 19% through the first half of calendar 2024 quarter, and consolidated orders increased by 11%, with orders up across every segment as compared to the previous quarter. We believe that our focus on reducing costs, keeping our balance sheet strong and judiciously deploying capital, along with our investments to promote higher visibility and future growth will continue to put us in the strongest possible position to leverage a return of furniture demand to more typical levels. are encouraged by these increases.

Financial Condition, Liquidity and Capital Resources

Cash Flows – Operating, Investing and Financing Activities

	Thirty-Nine Weeks Ended	
	October 29, 2023	October 2022
Net cash provided by/(used in) operating activities	\$ 48,770	\$
Net cash used in investing activities	(8,025)	
Net Cash (used in)/ provided by financing activities	(19,952)	
Net increase / (decrease) in cash and cash equivalents	\$ 20,793	\$

	Thirteen Weeks Ended	
	April 28, 2024	April 30, 2023
Net cash provided by operating activities	\$ 1,477	\$
Net cash used in investing activities	(959)	
Net cash used in financing activities	(2,802)	
Net (decrease)/increase in cash and cash equivalents	\$ (2,284)	\$

During the nine months fiscal 2025 first quarter ended October 29, 2023 April 28, 2024, we used a portion of cash and cash equivalent on hand and the \$48.8 million \$1.5 million cash generated from operations and \$444,000 life insurance proceeds to fund \$11.7 million share repurchases, \$7.2 million \$2.5 million in cash dividends to our shareholders, \$5.7 million capital expenditures including investments in our new showrooms, \$3.8 million \$1.3 million for further development of our cloud-based ERP system, \$2.4 million on the BOBO acquisition, \$843,000 capital expenditures and \$378,000 \$116,000 in life insurance premiums on Company-owned life insurance policies.

In comparison, during the nine three months ended October 30, 2022 April 30, 2023, we used a portion of the \$25 million term-loan proceeds and existing \$22.4 million cash and cash equivalents on hand generated from operations to build up inventory levels by \$58.9 million, fund the \$26 million Sunset Acquisition, pay \$9.4 million \$4.3 million share repurchases, \$3.2 million capital expenditures including investments in purchases and retirement of common stock, \$7.1 million our new showroom, \$2.4 million in cash dividends \$4.4 million to our shareholders, \$1.3 million for the development of our new cloud-based ERP system, \$3.5 million capital expenditures to enhance our business systems and facilities, and \$464,000 \$107,000 in life insurance premiums on Company-owned life insurance policies.

Liquidity, Financial Resources and Capital Expenditures

Our financial resources include:

- available cash and cash equivalents, which are highly dependent on incoming order rates and our operating performance;
- expected cash flow from operations;
- available lines of credit; and
- cash surrender value of Company-owned life insurance.

The most significant components of our working capital are inventory, accounts receivable and cash and cash equivalents reduced by accounts payable and accrued expenses.

Our most significant ongoing short-term cash requirements relate primarily to funding operations (including expenditures for inventory, lease payments and payroll), quarterly dividend payments and capital expenditures related primarily to our ERP project, showroom renovations and upgrading systems, buildings and equipment. The timing of our working capital needs can vary greatly depending on demand for and availability of raw materials and imported finished goods but is generally the greatest in the mid-summer as a result because of inventory build-up for the traditional fall selling season. Long term cash requirements relate primarily to funding lease payments and repayment of long-term debt.

Loan Agreements and Revolving Credit Facility

On July 26, 2022, we entered into the Fourth Amendment to the Second Amended and Restated Loan Agreement (the "Amendment") with Bank of America, N.A. ("BofA") to replenish cash used to make the Sunset Acquisition. The Second Amended and Restated Loan Agreement dated as of September 29, 2017, had previously been amended by a First Amendment to Second Amended and Restated Loan Agreement dated as of January 31, 2019, a Second Amendment to Second Amended and Restated Loan Agreement dated as of November 4, 2020, and a Third Amendment to Second Amended and Restated Loan Agreement dated as of January 27, 2021 (as so amended, the "Existing Loan Agreement"). Details of the individual credit facilities provided for in the Amendment are as follows:

- Unsecured Revolving Credit Facility. Under the Amendment, the expiration date of the existing \$35 million Unsecured Revolving Credit Facility (the "Existing Revolver") was extended to July 26, 2027. Any amounts outstanding will bear interest at a rate per annum, equal to the then current Bloomberg Short-Term Bank Yield Index ("BSBY") (adjusted periodically) plus 1.00%. The interest rate will be adjusted on a monthly basis. The actual daily amount of undrawn letters of credit is subject to a quarterly fee equal to a per annum rate of 1%. We must also pay a quarterly unused commitment fee that is based on the average daily amount of the facility utilized during the applicable quarter;
- 2022 Secured Term Loan. The Amendment provided us with an \$18 million Secured Term Loan term loan (the "Secured Term Loan"), which was disbursed to us on July 26, 2022. We are required to pay monthly interest only payments at a rate per annum equal to the then current BSBY rate (adjusted periodically) plus 0.90% on the outstanding balance until the principal is paid in full. The interest rate will be adjusted on a monthly basis. On July 26, 2027, the entire outstanding indebtedness is due in full, including all principal and interest. The Secured Term Loan is secured by certain company-owned life insurance policies under a Security Agreement (Assignment of Life Insurance Policy as Collateral) dated July 26, 2022, by and between the Company and BofA; and
- 2022 Unsecured Term Loan. The Amendment provided us with a \$7 million Unsecured Term Loan unsecured term loan (the "Unsecured Term Loan"), which was disbursed to us on July 26, 2022. We are required to pay monthly principal payments of \$116,667 and monthly interest payments at a rate per annum equal to the then current BSBY (adjusted periodically) plus 1.40% on the outstanding balance until paid in full. The interest rate will be adjusted monthly. On July 26, 2027, the entire outstanding indebtedness is due in full, including all principal and interest.

We may prepay any outstanding principal amounts borrowed under either the Secured Term Loan or the Unsecured Term Loan at any time, without penalty provided that any payment is accompanied by all accrued interest owed. As of **October 29, 2023** **April 28, 2024**, **\$5.2 million** **\$4.5 million** was outstanding under the Unsecured Term Loan and \$18 million was outstanding under the Secured Term Loan.

We incurred \$37,500 in debt issuance costs in connection with our term loans. As of **October 29, 2023** **April 28, 2024**, unamortized loan costs of **\$28,125** **\$24,375** were netted against the carrying value of our term loans on our condensed consolidated balance sheets.

The Amendment also included customary representations and warranties and requires us to comply with customary covenants, including, among other things, the following financial covenants:

- Maintain a ratio of funded debt to EBITDA not exceeding:
 - o 2.25:1.0 through July 30, 2024; and
 - o 2.00:1.00 thereafter.
- A basic fixed charge coverage ratio of at least 1.25:1.00; and

- Limit capital expenditures to no more than \$15.0 million during any fiscal year.

The Existing Loan Agreement also limits our right to incur other indebtedness, make certain investments and create liens upon our assets, subject to certain exceptions, among other restrictions. The Existing Loan Agreement does not restrict our ability to pay cash dividends on, or repurchase, shares of our common stock, subject to our compliance with the financial covenants discussed above if we are not otherwise in default under the Existing Loan Agreement.

We Due to our first quarter results, we were not in compliance with each the Existing Loan Agreement's basic fixed charge ratio covenant; however, subsequent to the end of these financial covenants at October 29, 2023 our fiscal 2025 first quarter, we obtained a covenant waiver from BofA. Based on the risk of future non-compliance, we have classified all of the debt as current, and we have sufficient cash and investments on hand to retire the debt if necessary. However, we are in discussions with our lender, and we expect to remain reach a longer-term solution through amendments to the Existing Loan Agreement or otherwise, such that we expect to be in compliance with existing our financial covenants beginning in our fiscal 2025 second quarter and for the foreseeable future.

As of October 29, 2023 April 28, 2024, we had \$27.2 million \$28.3 million available under our \$35 million Existing Revolver to fund working capital needs. Standby letters of credit in the aggregate amount of \$7.8 million \$6.7 million, used to collateralize certain insurance arrangements and for imported product purchases, were outstanding under the Existing Revolver as of October 29, 2023 April 28, 2024. There were no additional borrowings outstanding under the Existing Revolver as of October 29, 2023 April 28, 2024.

Share Repurchase Authorization

In fiscal 2023, our Board of Directors authorized the repurchase of up to \$20 million of the Company's common shares. The authorization does not obligate us to acquire a specific number of shares during any period and does not have an expiration date, but it may be modified, suspended, or discontinued at any time at the discretion of our Board of Directors. Repurchases may be made from time to time in the open market, or through privately negotiated transactions or otherwise, in compliance with applicable laws, rules and regulations, and subject to our cash requirements for other purposes, compliance with the covenants under the loan agreement for our revolving credit facility and other factors we deem relevant. In fiscal 2024 second quarter, our Board of Directors approved an additional \$5 million for the repurchase of our common shares, adding to the \$20 million authorization it approved in fiscal 2023.

During the fiscal 2024 nine-month period, we used approximately \$11.7 million of the authorization to purchase 620,634 of our common shares (at an average price of \$18.79 per share). The share repurchase program was completed during the fiscal 2024 third quarter.

Capital Expenditures

We expect to spend approximately \$1 million \$4 million in capital expenditures over the remainder of fiscal 2024 2025 to maintain and enhance our operating systems and facilities, facilities, excluding any possible spending decreases resulting from the cost reduction plan discussed above.

Enterprise Resource Planning Project

During calendar 2021, our Board of Directors approved an upgrade to our current ERP system and implementation efforts began shortly thereafter. The ERP system went live at Sunset West in December 2022 and in the legacy Hooker divisions in early September 2023. We expect it to go live in the Home Meridian segment in fiscal 2025 2026. To complete the ERP system implementation as anticipated, we will be required to expend significant financial and human resources. We anticipate spending approximately \$1 million over the remainder of \$3.0 million in fiscal 2024, 2025, with a significant amount of time invested by our associates, associates, excluding any possible spending decreases resulting from the cost reduction plan discussed above.

Dividends

On December 5, 2023 June 4, 2024, our board of directors declared a quarterly cash dividend of \$0.23 per share which will be paid on December 29, 2023 June 28, 2024 to shareholders of record at December 15, 2023 June 14, 2024. This represents a \$0.01 per share and 4.5% increase over the previous quarterly dividend and the eighth consecutive annual dividend increase.

Critical Accounting Policies

There have been no material changes to our critical accounting policies and estimates from the information provided in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," included in our 2023 2024 Annual Report.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to various types of market risk in the normal course of our business, including the impact of interest rate changes, raw materials price risk and changes in foreign currency exchange rates, which could impact our results of operations or financial condition. We manage our exposure to this risk through our normal operating activities.

Interest Rate Risk

Borrowings under our revolving credit facility, the Secured Term Loan and the Unsecured Term loan bear interest based on BSBY plus 1.00%, BSBY plus 0.90% and BSBY plus 1.40%, respectively. As such, these debt instruments expose us to market risk for changes in interest rates. There was no outstanding balance under our revolving credit facility as of **October 29, 2023** **April 28, 2024** other than standby letters of credit in the amount of **\$7.8 million** **\$6.7 million**. As of **October 29, 2023** **April 28, 2024**, **\$23.2 million** **\$22.5 million** was outstanding under our term loans. A 1% increase in the BSBY rate would result in an annual increase in interest expenses on our terms loans of approximately **\$226,000** **\$219,000**.

Raw Materials Price Risk

We are exposed to market risk from changes in the cost of raw materials used in our domestic upholstery manufacturing processes; principally, wood, fabric, and foam products. Increases in home construction activity could result in increases in wood and fabric costs. Additionally, the cost of petroleum-based foam products we utilize are sensitive to crude oil prices, which vary due to supply, demand, and geo-political factors.

Currency Risk

For imported products, we generally negotiate firm pricing denominated in U.S. Dollars with our foreign suppliers, typically for periods of at least one year. We accept the exposure to exchange rate movements beyond these negotiated periods. We do not use derivative financial instruments to manage this risk but could choose to do so in the future. Most of our imports are purchased from suppliers located in Vietnam and China. The Chinese currency floats within a limited range in relation to the U.S. Dollar, resulting in exposure to foreign currency exchange rate fluctuations.

Since we transact our imported product purchases in U.S. Dollars, a relative decline in the value of the U.S. Dollar could increase the price we pay for imported products beyond the negotiated periods. We generally expect to reflect substantially all of the effect of any price increases from suppliers in the prices we charge for imported products. However, these changes could adversely impact sales volume or profit margins during affected periods.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our principal executive officer and principal financial officer, evaluated the effectiveness of our disclosure controls and procedures as of the end of the fiscal quarter ended **October 29, 2023** **April 28, 2024**. Based on this evaluation, our principal executive officer and principal financial officer have concluded that our disclosure controls and procedures are effective as of **October 29, 2023** **April 28, 2024** to provide reasonable assurance that information required to be disclosed in the reports that we file or submit under the Securities Exchange Act of 1934, as amended, is accumulated and communicated to the Company's management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure and are effective to provide reasonable assurance that such information is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

Changes in Internal Control over Financial Reporting

On January 31, 2022, we closed on the acquisition of substantially all of the assets of Sunset HWM, LLC ("Sunset West"). As permitted by SEC guidance for newly acquired businesses, we excluded Sunset West's operations from the scope of our Sarbanes-Oxley Section 404 report on internal controls over financial reporting for the year ending January 29, 2023. We are in the process of implementing our internal control structure at Sunset West and expect that this effort will be completed in fiscal 2024.

During fiscal 2024 second quarter, we closed on the acquisition of substantially all of the assets of BOBO Intriguing Objects ("BOBO"). As permitted by SEC guidance for newly acquired businesses, we intend to exclude excluded BOBO's operations from the scope of our Sarbanes-Oxley Section 404 report on internal controls over financial reporting for the year ending January 28, 2024. We are in the process of implementing our internal control structure at BOBO and expect that this effort will be completed in fiscal 2025.

There have been no changes in our internal control over financial reporting during the fiscal quarter ended **October 29, 2023** **April 28, 2024**, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART II. OTHER INFORMATION

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds (1).

	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased As Part of Publicly Announced Program	Maximum Dollar Value of Shares That May Yet Be Purchased Under The Program
July 31, 2023 - September 3, 2023	78,471	21.00	78,471	\$ 3,005,963
September 4, 2023 - October 1, 2023	62,705	19.73	62,705	117,838
October 2, 2023 - October 29, 2023	5,995	19.64	5,995	0
Total	147,171	\$ 20.41	147,171	

(1) On June 6, 2022, our Board of Directors authorized the repurchase of up to \$20 million of the Company's common shares. The authorization does not obligate us to acquire a specific number of shares during any period and does not have an expiration date, but it may be modified, suspended, or discontinued at any time at the discretion of our Board of Directors. Repurchases may be made from time to time in the open market, or through privately negotiated transactions or otherwise, in compliance with applicable laws, rules and regulations, and subject to our cash requirements for other purposes, compliance with the covenants under the loan agreement for our revolving credit facility and other factors we deem relevant. In fiscal 2024 second quarter, our Board of Directors approved an additional \$5 million for the repurchase of our common shares, adding to the \$20 million authorization it approved in fiscal 2023.

During the fiscal 2024 nine-month period, we used approximately \$11.7 million of the authorization to purchase 620,634 of our common shares (at an average price of \$18.79 per share). The share repurchase program was completed during the fiscal 2024 third quarter.

Item 5. Other Information

During the three months ended **October 29, 2023** **April 28, 2024**, no director or officer of the Company adopted, terminated or modified a 'Rule 10b5-1 trading arrangement' or 'non-Rule 10b5-1 trading arrangement,' as each term is defined in Item 408(a) of Regulation S-K.

As further described under "Liquidity, Financial Resources and Capital Expenditures" in Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations herein, the Company entered into a covenant waiver with BofA under the Existing Loan Agreement on June 5, 2024 (the "Waiver"). A copy of the Waiver is filed herewith as Exhibit 10.2 to this Quarterly Report on Form 10-Q and its terms are hereby incorporated by reference into this Item 5.

Item 6. Exhibits

3.1 [Articles of Incorporation of the Company, as amended as of September 16, 2021 \(incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q \(SEC File No. 000-25349\) for the quarter ended October 31, 2021\)](#)

3.2* [Amended and Restated Bylaws of the Company, as amended September 5, 2023 \(incorporated by reference to Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q \(SEC File No. 000-25349\) for the quarter ended July 30, 2023\)](#)

4.1 Articles of Incorporation of the Company, as amended (See Exhibit 3.1)

4.2 Amended and Restated Bylaws of the Company, as amended (See Exhibit 3.2)

10.1 [The 2024 Amendment and Restatement of the Hooker Furnishings Corporation Stock Incentive Plan \(incorporated by reference to Appendix A to the Company's 2024 Proxy \(SEC File No. 000-25349\) filed on May 3, 2024\)](#)

10.2* [Covenant Waiver Letter between the Company and Bank of America executed on June 5, 2024 under the Company's Second Amended and Restated Loan Agreement dated as of September 29, 2017](#)

31.1* [Rule 13a-14\(a\) Certification of the Company's principal executive officer](#)

31.2* [Rule 13a-14\(a\) Certification of the Company's principal financial officer](#)

32.1** [Rule 13a-14\(b\) Certification of the Company's principal executive officer and principal financial officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002](#)

101* Interactive Data Files (formatted as Inline XBRL)

104* Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

*Filed herewith

** Furnished herewith

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

HOOKER FURNISHINGS CORPORATION

Date: December 8, 2023 June 7, 2024

By: /s/ Paul A. Huckfeldt

Paul A. Huckfeldt

Chief Financial Officer and

Senior Vice President – Finance and Accounting

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Exhibit 10.2

[Bank of America letterhead]

June 5, 2024

Hooker Furnishings Corporation

440 East Commonwealth Blvd.

Martinsville, Virginia 24112

Attn: Paul A. Huckfeldt

Dear Paul:

Reference is made to that certain Second Amended and Restated Loan Agreement dated as of September 29, 2017 (as amended from time to time, the "Loan Agreement"), between Bank of America, N.A. (the "Bank") and Hooker Furnishings Corporation (formerly known as Hooker Furniture Corporaion), a Virginia corporation, Bradington-Young, LLC, a Virginia limited liability company, Sam Moore Furniture LLC, a Virginia limited liability company, and Home Meridian Group, LLC, a Virginia limited liability company (each a "Borrower" and collectively the "Borrowers"), pursuant to which the Bank has made certain credit facilities available to the Borrowers. Capitalized terms used and not otherwise defined herein shall have the meanings assigned to them in the Loan Agreement.

As we have discussed, an Event of Default has occurred under the Loan Agreement as a result of the Borrowers' failture to maintain a Basic Fixed Charge Coverage Ratio as required by Section 9.4(c) of the Loan Agreement as of April 28, 2024 (the "FCCR Covenant Default").

The Bank hereby waives the FCCR Covenant Default.

Each Borrower acknowledges and agrees (by the execution of a counterpart of this waiver letter) that (a) the waiver set forth above (the "Waiver") relates only to the FCCR Covenant Default, and the Bank has not waived any other Default or Event of Default that may be outstanding under the Loan Agreement or any of the other Loan Documents, (b) the Waiver does not imply or in any way obligate the Bank to consent to any transaction or to waive any other Default or Event of Default that may now exist or may hereafter arise, (c) the Waiver does not affect or impair any of the Bank's rights or remedies under the Loan Agreement or the other Loan Documents, or the right of the Bank to demand strict compliance by the Borrowers with all terms and conditions of the Loan Agreement and the other Loan Documents, except with respect to the FCCR Covenant Default, and (d) all existing terms and conditions of the Loan Agreement and the other Loan Documents are, and shall remain, in full force and effect, and the Bank expressly reserves all of its rights and remedies thereunder.

The Borrowers agrees to pay (i) a waiver fee to the Bank in the amount of \$10,000, which waiver fee shall be due and payable in full on the date hereof and nonrefundable once paid, and (ii) all out-of-pocket expenses incurred by the Bank in connection with the preparation of this waiver letter and the consummation of the transactions described herein, including, without limitation, the attorneys' fees and expenses of the Bank.

The effectiveness of this waiver letter is conditioned on the Borrowers signing and returning a copy of this waiver letter to me by electronic mail (colleen.landau@bofa.com), which each Borrower acknowledges and agrees will be treated the same as if this waiver letter were physically delivered to the Bank with original hand-written signatures of the Borrowers.

This waiver letter may be executed in any number of counterparts, each of which shall be an original, but all of which taken together shall constitute one and the same instrument.

Very truly yours,

BANK OF AMERICA, N.A.

By: Is/ Colleen Landau

Name: Colleen Landau

Title: Senior Vice President

ACKNOWLEDGED AND AGREED:

HOOKER FURNISHINGS CORPORATION,

BRADINGTON-YOUNG, LLC,

SAM MOORE FURNITURE LLC and

HOME MERIDIAN GROUP, LLC

By: Is/ Paul A. Huckfeldt

Name: Paul A. Huckfeldt

Title: Chief Financial Officer

#172165952

200160.746

Exhibit 31.1

Form 10-Q for the Quarterly Period Ended October 29, 2023 April 28, 2024

SECTION 13a-14(a) CERTIFICATION

I, Jeremy R. Hoff, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Hooker Furnishings Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 8, 2023 June 7, 2024

By: /s/ Jeremy R. Hoff

Jeremy R. Hoff
Chief Executive Officer and Director

Exhibit 31.2

Form 10-Q for the Quarterly Period Ended October 29, 2023 April 28, 2024

SECTION 13a-14(a) CERTIFICATION

I, Paul A. Huckfeldt, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Hooker Furnishings Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 8, 2023 June 7, 2024

By: /s/ Paul A. Huckfeldt

Paul A. Huckfeldt
Chief Financial Officer and
Senior Vice President - Finance and Accounting

Exhibit 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Hooker Furnishings Corporation (the "Company") Quarterly Report on Form 10-Q for the quarterly period ended **October 29, 2023** **April 28, 2024**, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge:

- a. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- b. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: **December 8, 2023** **June 7, 2024**

By: /s/ Jeremy R. Hoff
Jeremy R. Hoff
Chief Executive Officer and Director

By: /s/ Paul A. Huckfeldt
Paul A. Huckfeldt
Chief Financial Officer and Senior Vice President -
Finance and Accounting

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