REFINITIV

DELTA REPORT

10-Q

VLGEA - VILLAGE SUPER MARKET INC

10-Q - APRIL 27, 2024 COMPARED TO 10-Q - JANUARY 27, 2024

The following comparison report has been automatically generated

TOTAL DELTAS	479
CHANGES	207
DELETIONS	139
ADDITIONS	133

2023.10.28UNITED UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

FORM 10-Q

(Mark One)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the quarterly period ended January 27, 2024 April 27, 2024

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

Commission File No. 0-2633

VILLAGE SUPER MARKET, INC.

(Exact name of registrant as specified in its charter)

New Jersey	22-1576170
(State or other jurisdiction of incorporation or organization)	(I. R. S. Employer Identification No.)

733 Mountain Avenue, Springfield, New Jersey, 07081
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (973) 467-2200

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

Class A common stock, no par value	VLGEA	The NASDAQ Stock Market
(Title of Class)	(Trading Symbol)	(Name of exchange on which registered)

Securities registered pursuant to Section 12(g) of the Act: None

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 and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12-b2 of the Exchange Act.

Large accelerated filer ☐

Non-accelerated filer ☐
(Do not check if a smaller reporting company)

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 ☒.

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

	March 6, June 5, 2024
Class A Common Stock, No Par Value	10,579,595 10,584,874 Shares
Class B Common Stock, No Par Value	4,203,748 Shares

VILLAGE SUPER MARKET, INC.

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PART I	PAGE NO.

FINANCIAL INFORMATION

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

VILLAGE SUPER MARKET, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In thousands) (Unaudited)

		January 27, 2024	July 29, 2023		April 27, 2024	July 29, 2023
ASSETS	ASSETS			ASSETS		
Current assets	Current assets			Current assets		
Cash and cash equivalents						

Merchandise inventories		
Patronage dividend receivable		
Notes receivable from Wakefern		
Income taxes receivable		
Income taxes receivable		
Income taxes receivable		
Other current assets		
Total current assets		
Property, equipment and fixtures, net		
Property, equipment and fixtures, net		
Property, equipment and fixtures, net		
Operating lease assets		
Notes receivable from Wakefern		
Investment in Wakefern		
Investments in Real Estate Partnerships		
Goodwill		
Other assets		
Total assets		
Total assets		
Total assets		
LIABILITIES and SHAREHOLDERS' EQUITY	LIABILITIES and SHAREHOLDERS' EQUITY	LIABILITIES and SHAREHOLDERS' EQUITY
Current liabilities		
Operating lease obligations		
Operating lease obligations		
Operating lease obligations		
Finance lease obligations		
Notes payable to Wakefern		
Current portion of debt		
Accounts payable to Wakefern		
Accounts payable and accrued expenses		
Accrued wages and benefits		
Income taxes payable		
Total current liabilities		
Long-term debt		
Operating lease obligations		
Operating lease obligations		
Operating lease obligations		
Finance lease obligations		
Notes payable to Wakefern		
Long-term debt		
Total long-term debt		
Pension liabilities		
Other liabilities		
Commitments and contingencies (Note 5)	Commitments and contingencies (Note 5)	Commitments and contingencies (Note 5)
Shareholders' equity	Shareholders' equity	Shareholders' equity
Preferred stock, no par value: Authorized 10,000 shares, none issued		
Class A common stock, no par value: Authorized 20,000 shares; issued 11,556 shares at January 27, 2024 and 11,563 shares at July 29, 2023		
Class B common stock, no par value: Authorized 20,000 shares; issued and outstanding 4,204 shares at January 27, 2024 and July 29, 2023		

Class A common stock, no par value: Authorized 20,000 shares; issued 11,562 shares at April 27, 2024 and 11,563 shares at July 29, 2023	
Class B common stock, no par value: Authorized 20,000 shares; issued and outstanding 4,204 shares at April 27, 2024 and July 29, 2023	
Retained earnings	
Accumulated other comprehensive income	
Less treasury stock, Class A, at cost: 968 shares at January 27, 2024 and 912 shares at July 29, 2023	
Less treasury stock, Class A, at cost: 977 shares at April 27, 2024 and 912 shares at July 29, 2023	
Total shareholders’ equity	
Total liabilities and shareholders’ equity	
Total liabilities and shareholders’ equity	
Total liabilities and shareholders’ equity	

See notes to consolidated financial statements.

VILLAGE SUPER MARKET, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share amounts) (Unaudited)

	13 Weeks Ended		26 Weeks Ended		13 Weeks Ended		39 Weeks Ended	
	January 27, 2024	January 28, 2023	January 27, 2024	January 28, 2023	April 27, 2024	April 29, 2023	April 27, 2024	April 29, 2023
Sales								
Cost of sales								
Cost of sales								
Cost of sales								
Gross profit								
Gross profit								
Gross profit								
Operating and administrative expense								
Operating and administrative expense								
Operating and administrative expense								
Depreciation and amortization								
Depreciation and amortization								
Depreciation and amortization								
Operating income								
Operating income								
Operating income								
Interest expense								
Interest expense								
Interest expense								
Interest income								
Interest income								
Interest income								
Income before income taxes								
Income before income taxes								
Income before income taxes								
Income taxes								
Income taxes								
Income taxes								
Net income								
Net income								
Net income								
Net income per share:								

Net income per share:	
Net income per share:	
Class A common stock:	Class A common stock: Class A common stock:
Basic	
Diluted	
Class B common stock:	
Class B common stock:	
Class B common stock:	
Basic	
Diluted	

See notes to consolidated financial statements.

VILLAGE SUPER MARKET, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In thousands) (Unaudited)

	13 Weeks Ended		26 Weeks Ended		13 Weeks Ended		39 Weeks Ended	
	January 27, 2024	January 28, 2023	January 27, 2024	January 28, 2023	April 27, 2024	April 29, 2023	April 27, 2024	April 29, 2023
Net income								
Other comprehensive income:								
Other comprehensive income:								
Other comprehensive income:								
Unrealized (losses) gains on interest rate swaps, net of tax (1)								
Unrealized gains (losses) on interest rate swaps, net of tax (1)								
Amortization of pension actuarial gain, net of tax (2)								
Comprehensive income								
Comprehensive income								
Comprehensive income								

(1) Amount is net of tax of $680 $339 and $540 $201 for the 13 weeks ended January 27, 2024 April 27, 2024 and January 28, 2023 April 29, 2023, respectively, and $323 $16 and $702 $501 for the 26 39 weeks ended January 27, 2024 April 27, 2024 and January 28, 2023 April 29, 2023, respectively.

(2) Amount is net of tax of $34 and $43 for the 13 weeks ended January 27, 2024 April 27, 2024 and January 28, 2023 April 29, 2023, respectively, and $69 $103 and $86 $129 for the 26 39 weeks ended January 27, 2024 April 27, 2024 and January 28, 2023 April 29, 2023, respectively. All amounts are reclassified from accumulated other comprehensive income to operating and administrative expense.

See notes to consolidated financial statements.

VILLAGE SUPER MARKET, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(In thousands) (Unaudited)

13 Weeks Ended January 27, 2024 and January 28, 2023

13 Weeks Ended April 27, 2024 and April 29, 2023

	Class A Common Stock		Class B Common Stock			Accumulated Other Comprehensive Income (Loss)	Treasury Stock Class A	Total Shareholders' Equity	Class A Common Stock		Class B Common Stock		Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Treasury Stock Class A		Total Shareholders' Equity	
	Shares Issued	Amount	Shares Issued	Amount	Retained Earnings		Shares		Amount	Shares Issued	Amount	Shares Issued	Amount			Total Shareholders' Equity		Amount
Balance, October 28, 2023																		
Balance, January 27, 2024																		
Net income																		
Other comprehensive loss, net of tax of $714																		
Other comprehensive income, net of tax of $305																		

Dividends
Treasury stock purchases
Treasury stock purchases
Treasury stock purchases
Share-based compensation expense
Share-based compensation expense
Share-based compensation expense
Balance, April 27, 2024
Balance, April 27, 2024
Balance, April 27, 2024
Balance, January 28, 2023
Balance, January 28, 2023
Balance, January 28, 2023
Net income
Other comprehensive loss, net of tax of $244
Dividends
Treasury stock purchases
Treasury stock purchases
Treasury stock purchases
Restricted shares forfeited
Share-based compensation expense
Balance, January 27, 2024
Balance, January 27, 2024
Balance, January 27, 2024
Balance, April 29, 2023
Balance, April 29, 2023
Balance, April 29, 2023
Balance, October 29, 2022
Balance, October 29, 2022
Balance, October 29, 2022
Net income
Other comprehensive loss, net of tax of $583
Dividends
Restricted shares forfeited
Restricted shares forfeited
Restricted shares forfeited
Share-based compensation expense
Balance, January 28, 2023

Balance, January 28, 2023

Balance, January 28, 2023

26 Weeks Ended January 27, 2024 and January 28, 2023

26 Weeks Ended January 27, 2024 and January 28, 2023

26 Weeks Ended January 27, 2024 and January 28, 2023

39 Weeks Ended April 27, 2024 and April 29, 2023

39 Weeks Ended April 27, 2024 and April 29, 2023

39 Weeks Ended April 27, 2024 and April 29, 2023

	Class A Common Stock		Class B Common Stock			Accumulated Other	Treasury Stock Class A	Total		Class A Common Stock		Class B Common Stock		Accumulated Other		Treasury Stock Class A	Total	
	Shares Issued	Amount	Shares Issued	Amount	Retained Earnings	Comprehensive Income (Loss)	Shares	Shareholders' Equity	Amount	Shares Issued	Amount	Shares Issued	Amount	Comprehensive Income (Loss)	Retained Earnings	Total Shareholders' Equity	Shareholders' Equity	Amount
Balance, July 29, 2023																		
Net income																		
Other comprehensive loss, net of tax of $392																		
Other comprehensive loss, net of tax of $87																		
Dividends																		
Treasury stock purchases																		
Treasury stock purchases																		
Treasury stock purchases																		
Restricted shares forfeited																		
Share-based compensation expense																		
Balance, January 27, 2024																		
Balance, January 27, 2024																		
Balance, January 27, 2024																		
Balance, April 27, 2024																		
Balance, April 27, 2024																		
Balance, April 27, 2024																		
Balance, July 30, 2022																		
Balance, July 30, 2022																		
Balance, July 30, 2022																		
Net income																		
Other comprehensive income, net of tax of $616																		
Other comprehensive income, net of tax of $372																		
Dividends																		
Restricted shares forfeited																		
Restricted shares forfeited																		
Treasury stock purchases																		
Treasury stock purchases																		
Treasury stock purchases																		
Restricted shares forfeited																		

Share-based

compensation expense

Balance, January 28, 2023

Balance, April 29, 2023

See notes to consolidated financial statements.

VILLAGE SUPER MARKET, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands) (Unaudited)

VILLAGE SUPER MARKET, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands) (Unaudited)

VILLAGE SUPER MARKET, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands) (Unaudited)

CASH FLOWS FROM OPERATING ACTIVITIES

CASH FLOWS FROM OPERATING ACTIVITIES

CASH FLOWS FROM OPERATING ACTIVITIES

Net income

Net income

Net income

Adjustments to reconcile net income to net cash provided by operating activities:

Adjustments to reconcile net income to net cash provided by operating activities:

Adjustments to reconcile net income to net cash provided by operating activities:

Depreciation and amortization

Depreciation and amortization

Depreciation and amortization

Non-cash share-based compensation

Non-cash share-based compensation

Non-cash share-based compensation

Deferred taxes

Deferred taxes

Deferred taxes

Provision to value inventories at LIFO

Provision to value inventories at LIFO

Provision to value inventories at LIFO

Gain on sale of property, equipment and fixtures

Gain on sale of property, equipment and fixtures

Gain on sale of property, equipment and fixtures

Changes in assets and liabilities:

Changes in assets and liabilities:

Changes in assets and liabilities:

Merchandise inventories

Merchandise inventories

Merchandise inventories

Patronage dividend receivable

Patronage dividend receivable

Patronage dividend receivable

Accounts payable to Wakefern

Accounts payable to Wakefern

Accounts payable to Wakefern

Accounts payable and accrued expenses

Accounts payable and accrued expenses
Accounts payable and accrued expenses
Accrued wages and benefits
Accrued wages and benefits
Accrued wages and benefits
Income taxes receivable / payable
Income taxes receivable / payable
Income taxes receivable / payable
Other assets and liabilities
Other assets and liabilities
Other assets and liabilities
Net cash provided by operating activities
Net cash provided by operating activities
Net cash provided by operating activities
CASH FLOWS FROM INVESTING ACTIVITIES
CASH FLOWS FROM INVESTING ACTIVITIES
CASH FLOWS FROM INVESTING ACTIVITIES
Capital expenditures
Capital expenditures
Capital expenditures
Proceeds from the sale of assets
Proceeds from the sale of assets
Proceeds from the sale of assets
Investment in notes receivable from Wakefern
Investment in notes receivable from Wakefern
Investment in notes receivable from Wakefern
Maturity of notes receivable from Wakefern
Maturity of notes receivable from Wakefern
Maturity of notes receivable from Wakefern
Investment in real estate partnership
Investment in real estate partnership
Investment in real estate partnership
Net cash used in investing activities
Net cash used in investing activities
Net cash used in investing activities
CASH FLOWS FROM FINANCING ACTIVITIES
CASH FLOWS FROM FINANCING ACTIVITIES
CASH FLOWS FROM FINANCING ACTIVITIES
Proceeds from issuance of long-term debt
Proceeds from issuance of long-term debt
Proceeds from issuance of long-term debt
Principal payments of long-term debt
Principal payments of long-term debt
Principal payments of long-term debt
Debt issuance costs
Debt issuance costs
Debt issuance costs
Dividends
Dividends
Dividends
Treasury stock purchases

Treasury stock purchases
Treasury stock purchases
Net cash (used in) provided by financing activities
Net cash (used in) provided by financing activities
Net cash (used in) provided by financing activities
Net cash used in financing activities
Net cash used in financing activities
Net cash used in financing activities
NET DECREASE IN CASH AND CASH EQUIVALENTS
NET DECREASE IN CASH AND CASH EQUIVALENTS
NET DECREASE IN CASH AND CASH EQUIVALENTS
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD
CASH AND CASH EQUIVALENTS, END OF PERIOD
CASH AND CASH EQUIVALENTS, END OF PERIOD
CASH AND CASH EQUIVALENTS, END OF PERIOD
SUPPLEMENTAL DISCLOSURES OF CASH PAYMENTS MADE FOR:
SUPPLEMENTAL DISCLOSURES OF CASH PAYMENTS MADE FOR:
SUPPLEMENTAL DISCLOSURES OF CASH PAYMENTS MADE FOR:
Interest
Interest
Interest
Income taxes
Income taxes
Income taxes
NONCASH SUPPLEMENTAL DISCLOSURES:
NONCASH SUPPLEMENTAL DISCLOSURES:
NONCASH SUPPLEMENTAL DISCLOSURES:
Investment in Wakefern and increase in notes payable to Wakefern
Investment in Wakefern and increase in notes payable to Wakefern
Investment in Wakefern and increase in notes payable to Wakefern
Capital expenditures included in accounts payable and accrued expenses
Capital expenditures included in accounts payable and accrued expenses
Capital expenditures included in accounts payable and accrued expenses
Lease obligations obtained in exchange for right-of-use assets
Lease obligations obtained in exchange for right-of-use assets
Lease obligations obtained in exchange for right-of-use assets

See notes to consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(In thousands) (Unaudited)

1. BASIS OF PRESENTATION and ACCOUNTING POLICIES

In the opinion of management, the accompanying unaudited consolidated financial statements contain all adjustments (consisting of normal and recurring accruals) necessary to present fairly the consolidated financial position as of January 27, 2024 April 27, 2024 and the consolidated statements of operations, comprehensive income and cash flows for the 13 and 26 39 weeks ended January 27, 2024 April 27, 2024 and January 28, 2023 April 29, 2023 of Village Super Market, Inc. (“Village” or the “Company”).

The significant accounting policies followed by the Company are set forth in Note 1 to the Company's consolidated financial statements in the July 29, 2023 Village Super Market, Inc. Annual Report on Form 10-K, which should be read in conjunction with these financial statements. The results of operations for the periods ended January 27, 2024 April 27, 2024 are not necessarily indicative of the results to be expected for the full year.

Disaggregated Revenues

The following table presents the Company's sales by product categories during each of the periods indicated:

	13 Weeks Ended							13 Weeks Ended						26 Weeks Ended		
		January 27, 2024			January 28, 2023			January 27, 2024			January 28, 2023			April 27, 2024		April 29, 2023
	Amount		Amount	%	Amount		%	Amount		%	Amount		%			Amount
Center Store (1)	Center Store (1)	$350,573	60.9	60.9 %	$343,818	61.0	61.0 %	$ 671,497	60.5	60.5 %	$ 655,642	60.6	60.6 %	Center Store (1)	$325,450	59.6
Fresh (2)																
Pharmacy																
Other (3)																
Total Sales																
Total Sales																
Total Sales		$575,579	100.0	100.0 %	$563,866	100.0	100.0 %	$1,111,933	100.0	100.0 %	$1,083,555	100.0	100.0 %		$546,396	100.0

(1) Consists primarily of grocery, dairy, frozen, health and beauty care, general merchandise and liquor.
(2) Consists primarily of produce, meat, deli, seafood, bakery, prepared foods and floral.
(3) Consists primarily of sales related to other income streams, including service fees related to digital sales, gift card and lottery commissions and wholesale sales.

2. MERCHANDISE INVENTORIES

At January 27, 2024April 27, 2024 and July 29, 2023, approximately 64% of merchandise inventories are valued by the LIFO method while the balance is valued by FIFO. If the FIFO method had been used for the entire inventory, inventories would have been $22,154$22,637 and $21,238 higher than reported at January 27, 2024April 27, 2024 and July 29, 2023, respectively.

3. NET INCOME PER SHARE

The Company has two classes of common stock. Class A common stock is entitled to cash dividends as declared 54% greater than those paid on Class B common stock. Shares of Class B common stock are convertible on a share-for-share basis for Class A common stock at any time.

The Company utilizes the two-class method of computing and presenting net income per share. The two-class method is an earnings allocation formula that calculates basic and diluted net income per share for each class of common stock separately based on dividends declared and participation rights in undistributed earnings. Under the two-class method, Class A common stock is assumed to receive a 54% greater participation in undistributed earnings than Class B common stock, in accordance with the classes' respective dividend rights. Unvested share-based payment awards that contain nonforfeitable rights to dividends are treated as participating securities and therefore included in computing net income per share using the two-class method.

Diluted net income per share for Class A common stock is calculated utilizing the if-converted method, which assumes the conversion of all shares of Class B common stock to Class A common stock on a share-for-share basis, as this method is more dilutive than the two-class method. Diluted net income per share for Class B common stock does not assume conversion of Class B common stock to shares of Class A common stock.

The table below reconciles Net income to Net income available to Class A and Class B shareholders:

	13 Weeks Ended	13 Weeks Ended	26 Weeks Ended		13 Weeks Ended		39 Weeks Ended	
	January 27, 2024	January 28, 2023	January 27, 2024	January 28, 2023	April 27, 2024	April 29, 2023	April 27, 2024	April 29, 2023
Net income								
Distributed and allocated undistributed Net income to unvested restricted shareholders								
Net income available to Class A and Class B shareholders								

The tables below reconcile the numerators and denominators of basic and diluted Net income per share for all periods presented.

		13 Weeks Ended		13 Weeks Ended		26 Weeks Ended		13 Weeks Ended		39 Weeks Ended
		January 27, 2024		January 27, 2024		April 27, 2024		April 27, 2024		
		Class A	Class B	Class A		Class B	Class A	Class B	Class A	Class B
Numerator:	Numerator:				Numerator:					
Net income allocated, basic										
Conversion of Class B to Class A shares										

Net income allocated, diluted
Net income allocated, diluted
Net income allocated, diluted
Denominator:
Denominator:
Denominator:
Weighted average shares outstanding, basic
Conversion of Class B to Class A shares
Weighted average shares outstanding, diluted
Weighted average shares outstanding, diluted
Weighted average shares outstanding, diluted

	13 Weeks Ended		26 Weeks Ended		39 Weeks Ended			
	13 Weeks Ended							
	13 Weeks Ended							
	January 28, 2023		January 28, 2023		April 29, 2023		April 29, 2023	
	Class A	Class B	Class A	Class B	Class A	Class B	Class A	Class B
Numerator:	Numerator:				Numerator:			
Net income allocated, basic								
Conversion of Class B to Class A shares								
Net income allocated, diluted								
Net income allocated, diluted								
Net income allocated, diluted								
Denominator:								
Denominator:								
Denominator:								
Weighted average shares outstanding, basic								
Conversion of Class B to Class A shares								
Weighted average shares outstanding, diluted								
Weighted average shares outstanding, diluted								
Weighted average shares outstanding, diluted								

Outstanding stock options to purchase Class A shares of 85 2 and 90 were excluded from the calculation of diluted net income per share at January 27, 2024 April 27, 2024 and January 28, 2023 April 29, 2023, respectively, as a result of their anti-dilutive effect. In addition, 496 485 and 358 507 non-vested restricted Class A shares, which are considered participating securities, and their allocated net income were excluded from the diluted net income per share calculation at January 27, 2024 April 27, 2024 and January 28, 2023 April 29, 2023, respectively, due to their anti-dilutive effect.

4. RELATED PARTY INFORMATION

A description of the Company's transactions with Wakefern, its principal supplier, and with other related parties is included in the Company's Annual Report on Form 10-K for the year ended July 29, 2023.

On August 15, 2022, notes receivable due from Wakefern of $28,850 that earned interest at the prime rate plus 1.25% matured. The Company invested all of the proceeds received in variable rate notes receivable from Wakefern that earn interest at the prime rate plus .50% and mature on August 15, 2027. On September 28, 2022, the Company invested an additional $30,000 in variable rate notes receivable from Wakefern that earn interest at the prime rate plus .50% and mature on September 28, 2027. On February 15, 2024, notes receivable due from Wakefern of $33,338 that earned interest at the prime rate plus .75% matured. The Company invested all of the proceeds received in variable rate notes receivable from Wakefern that earn interest at the SOFR plus 2.25% and mature on February 15, 2029.

At January 27, 2024 April 27, 2024, the Company held variable rate notes receivable due from Wakefern of $32,962 that earned interest at the prime rate plus .75% and matured on February 15, 2024, $32,275 $32,999 that earn interest at the prime rate plus .50% and mature on August 15, 2027 and $33,317 , $34,065 that earn interest at the prime rate plus .50% and mature on September 28, 2027. The Company invested $33,338 of the proceeds received from the notes that matured on February 15, 2024 in variable rate notes receivable from Wakefern , and $33,656 that earn interest at the SOFR plus 2.25% and mature on February 15, 2029.

Wakefern has the right to prepay these notes at any time. Under certain conditions, the Company can require Wakefern to prepay the notes, although interest earned since inception would be reduced as if it was earned based on overnight money market rates as paid by Wakefern on demand deposits.

Included in cash and cash equivalents at January 27, 2024 April 27, 2024 and July 29, 2023 are $114,033 $95,070 and $122,028, respectively, of demand deposits invested at Wakefern at overnight money market rates.

On April 28, 2022, the Company entered into a partnership agreement for a 30% interest in the development of a retail center in Old Bridge, New Jersey, which includes a Village replacement store with an operating lease obligation of $4,395 $4,419 as of January 27, 2024 April 27, 2024. Village will fund its share of project costs estimated to be $15,000 to $20,000 over the two to three year life of the project. As of January 27, 2024 April 27, 2024, Village has invested $14,700 $15,579 into the real estate partnership, which is accounted for as an equity method investment included in Investments in Real Estate Partnerships on the Consolidated Balance Sheet.

There have been no other significant changes in the Company's relationships or nature of transactions with related parties during the 26 39 weeks ended January 27, 2024 April 27, 2024.

5. COMMITMENTS and CONTINGENCIES

The Company is involved in litigation incidental to the normal course of business. Company management is of the opinion that the ultimate resolution of these legal proceedings should not have a material adverse effect on the consolidated financial position, results of operations or liquidity of the Company.

6. DEBT

Long-term debt consists of:

	January 27, 2024	July 29, 2023
	April 27, 2024	July 29, 2023
Secured term loans		
Secured term loans		
Secured term loans		
Unsecured term loan		
New Market Tax Credit Financing		
Total debt, excluding obligations under leases		
Total debt, excluding obligations under leases		
Total debt, excluding obligations under leases		
Less current portion		
Total long-term debt, excluding obligations under leases		
Total long-term debt, excluding obligations under leases		
Total long-term debt, excluding obligations under leases		

Credit Facility

The Company has a credit facility (the "Credit Facility") with Wells Fargo National Bank, National Association ("Wells Fargo"). The principal purpose of the Credit Facility is to finance general corporate and working capital requirements, Village's fiscal 2020 acquisition of certain Fairway assets and certain capital expenditures. Among other things, the Credit Facility provides for:

- An unsecured revolving line of credit providing a maximum amount available for borrowing of $75,000. Indebtedness under this agreement bears interest at the applicable Secured Overnight Financing Rate ("SOFR") plus 1.10% and expires on May 6, 2025.

- An unsecured $25,500 term loan issued on May 12, 2020, repayable in equal monthly installments based on a seven-year amortization schedule through May 4, 2027 and bearing interest at the applicable SOFR plus 1.46%. An interest rate swap with notional amounts equal to the term loan fixes the base SOFR at .26% per annum through May 4, 2027, resulting in a fixed effective interest rate of 1.72% on the term loan.

- A secured $50,000 term loan issued on September 1, 2020 repayable in equal monthly installments based on a fifteen-year amortization schedule through September 1, 2035 and bearing interest at the applicable SOFR plus 1.61%. An interest rate swap with notional amounts equal to the term loan fixes the base SOFR at .57% per annum through September 1, 2035, resulting in a fixed effective interest rate of 2.18% on the term loan. The term loan is secured by real properties of Village Super Market, Inc. and its subsidiaries, including the sites of three Village stores.

- A secured $7,350 term loan issued on January 28, 2022 repayable in equal monthly installments based on a fifteen-year amortization schedule through January 28, 2037 and bearing interest at the applicable SOFR plus 1.50%. An interest rate swap with notional amounts equal to the term loan fixes the base SOFR at 1.41% per annum through January 28, 2037, resulting in a fixed effective interest rate of 2.91% on the term loan. The term loan is secured by the Galloway store shopping center acquired in the first quarter of fiscal 2022.

On September 1, 2022, the Company amended the Credit Facility due to the execution of a seven year $10,000 unsecured term loan. The unsecured term loan is repayable in equal monthly installments based on a seven year amortization schedule through September 4, 2029 and bears interest at the applicable SOFR plus 1.35%. Village also executed an interest rate swap for a notional amount equal to the term loan amount that fixes the base SOFR at 2.95%, resulting in a fixed effective rate of 4.30%. This loan qualified for an interest rate subsidy program with Wakefern on financing related to certain capital expenditure projects. Net of the subsidy, the Company will pay interest at a fixed effective rate of 2.30%.

On January 27, 2023, the Company purchased the Vineland store shopping center for $9,500. As part of the purchase, the Company amended the Credit Facility due to the execution of a fifteen year $7,125 term loan secured by the Vineland store shopping center. The secured term loan is repayable in equal monthly installments based on a fifteen year amortization schedule through January 27, 2038 and bears interest at the applicable SOFR plus 1.75%. Village also executed an interest rate swap for a notional amount equal to the term loan amount that fixes the base SOFR at 3.59%, resulting in a fixed effective rate of 5.34%.

The Credit Facility also provides for up to $25,000 of letters of credit ($7,336 outstanding at January 27, 2024 April 27, 2024), which secure obligations for store leases and construction performance guarantees to municipalities. The Credit Facility contains covenants that, among other conditions, require a minimum tangible net worth, a minimum fixed charge coverage ratio and a maximum adjusted debt to EBITDAR ratio. The Company was in compliance with all covenants of the credit agreement at January 27, 2024 April 27, 2024. As of January 27, 2024 April 27, 2024, $67,664 remained available under the unsecured revolving line of credit.

New Markets Tax Credit Financing

On December 29, 2017, the Company entered into a financing transaction with Wells Fargo Community Investment Holdings, LLC (“Wells Fargo”) under a qualified New Markets Tax Credit (“NMTC”) program related to the construction of a new store in the Bronx, New York. The NMTC program was provided for in the Community Renewal Tax Relief Act of 2000 (the “Act”) and is intended to induce capital investment in qualified lower income communities. The Act permits taxpayers to claim credits against their Federal income taxes for up to 39% of qualified investments in the equity of community development entities (“CDEs”). CDEs are privately managed investment institutions that are certified to make qualified low-income community investments.

In connection with the financing, the Company loaned $4,835 to VSM Investment Fund, LLC (the "Investment Fund") at an interest rate of 1.403% per year and with a maturity date of December 31, 2044. Repayments on the loan commence in March 2025. Wells Fargo contributed $2,375 to the Investment Fund and, by virtue of such contribution, is entitled to substantially all of the tax benefits derived from the NMTC. The Investment Fund is a wholly owned subsidiary of Wells Fargo. The loan to the Investment Fund is recorded in Other assets in the consolidated balance sheets.

The Investment Fund then contributed the proceeds to a CDE, which, in turn, loaned combined funds of $6,563, net of debt issuance costs, to Village Super Market of NY, LLC, a wholly-owned subsidiary of the Company, at an interest rate of 1.000% per year with a maturity date of December 31, 2051. These loans are secured by the leasehold improvements and equipment related to the construction of the Bronx store. Repayment of the loans commences in March 2025. The proceeds of the loans from the CDE were used to partially fund the construction of the Bronx store. The Notes payable related to New Markets Tax Credit, net of debt issuance costs, are recorded in long-term debt in the consolidated balance sheets.

The NMTC is subject to 100% recapture for a period of seven years. The Company is required to be in compliance with various regulations and contractual provisions that apply to the New Markets Tax Credit arrangement. Noncompliance could result in Wells Fargo's projected tax benefits not being realized and, therefore, require the Company to indemnify Wells Fargo for any loss or recapture of NMTCs. The Company does not anticipate any credit recapture will be required in connection with this financing arrangement. The transaction includes a put/call provision whereby the Company may be obligated or entitled to repurchase Wells Fargo's interest in the Investment Fund. The value attributed to the put/call is de minimis. We believe that Wells Fargo will exercise the put option in December 2024, at the end of the recapture period, that will result in a net benefit to the Company of $1,728. The Company is recognizing the net benefit over the seven-year compliance period in operating and administrative expense.

7. DERIVATIVES AND HEDGING ACTIVITIES

The Company is exposed to interest rate risk arising from fluctuations in SOFR related to the Company’s Credit Facility. The Company manages exposure to this risk and the variability of related cash flows primarily by the use of derivative financial instruments, specifically, interest rate swaps.

The Company's objectives in using interest rate swaps are to add stability to interest expense and to manage its exposure to interest rate movements. Interest rate swaps designated as cash flow hedges involve the receipt of variable amounts from a counterparty in exchange for the Company making fixed-rate payments over the life of the agreements without exchange of the underlying notional amount.

As of January 27, 2024 April 27, 2024, the Company had five interest rate swaps with an aggregate initial notional value of $99,975 to hedge the variable cash flows associated with variable-rate loans under the Company's Credit Facility. The interest rate swaps were executed for risk management and are not held for trading purposes. The objective of the interest rate swaps is to hedge the variability of cash flows resulting from fluctuations in the reference rate. The swaps replaced the applicable reference rate with fixed interest rates and payments are settled monthly when payments are made on the variable-rate loans. The Company's derivatives qualify and have been designated as cash flow hedges of interest rate risk. The gain or loss on the derivative is recorded in Accumulated other comprehensive income and subsequently reclassified into interest expense in the same period during which the hedged transaction affects earnings. Amounts reported in Accumulated other comprehensive income related to derivatives will be reclassified to interest expense as interest payments are made on the variable-rate loans. The Company reclassified $775 $748 and $506 $677 during the 13 weeks ended January 27, 2024 April 27, 2024 and January 28, 2023 April 29, 2023, respectively, and $1,555 $2,304 and $748 $1,425 during the 26 39 weeks ended January 27, 2024 April 27, 2024 and January 28, 2023 April 29, 2023, respectively, from Accumulated other comprehensive income to Interest expense.

The notional value of the interest rate swaps were $72,227 $69,885 as of January 27, 2024 April 27, 2024. The fair value of interest rate swaps recorded in Other assets in the consolidated balance sheets is $8,112 $9,189 as of January 27, 2024 April 27, 2024.

ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

(Dollars in Thousands)

OVERVIEW

Village Super Market, Inc. (the “Company” or “Village”) was founded in 1937. Village operates a chain of 34 supermarkets in New Jersey (26), New York (6), Maryland (1) and Pennsylvania (1) under the ShopRite and Fairway banners and three Gourmet Garage specialty markets in New York City. Village is the second largest member of Wakefern Food Corporation (“Wakefern”), the nation’s largest retailer-owned food cooperative and owner of the ShopRite, Fairway and Gourmet Garage names. As further described in the Company’s Form 10-K, this ownership interest in Wakefern provides Village with many of the economies of scale in purchasing, distribution, advanced retail technology, marketing and advertising associated with chains of greater size and geographic coverage.

The supermarket industry is highly competitive and characterized by narrow profit margins. The Company competes directly with multiple retail formats, both in-store and online, including national, regional and local supermarket chains as well as warehouse clubs, supercenters, drug stores, discount general merchandise stores, fast food chains, restaurants, dollar stores and convenience stores. The Company competes by providing a superior customer service experience, competitive pricing and a broad range of consistently available quality products. The ShopRite Price Plus and Fairway Insider customer loyalty programs enable Village to offer continuity programs, focus on target marketing initiatives and to offer discounts and attach digital coupons directly to a customer's loyalty card.

Online grocery ordering for in-store pick up or home delivery is available in all of our ShopRite stores through shoprite.com, the ShopRite app or through third party service providers. Additionally, the ShopRite Order Express app enables customers to pre-order deli, catering, specialty occasion cakes and other items. Online ordering for home delivery is available in all Fairway stores through fairwaymarket.com, the Fairway app or through third party service providers. Online ordering for home delivery is available in all Gourmet Garage stores through gourmetgarage.com, the Gourmet Garage app or through third party service providers.

To promote production efficiency, product quality and consistency, the Company operates a centralized commissary supplying certain products in deli, bakery, prepared foods and other perishable product categories to all stores. The Company also owns and operates an automated micro-fulfillment center to facilitate online order fulfillment for the south New Jersey stores.

The Company’s stores, eight of which are owned, average 54,000 56,000 total square feet. These larger store sizes enable the Company to offer a wide variety of national branded and locally sourced food products, including grocery, meat, produce, dairy, deli, seafood, prepared foods, bakery and frozen foods as well as non-food product offerings, including health and beauty care, general merchandise, liquor and 21 in-store pharmacies. Most product departments include high-quality, competitively priced own-brand offerings under the Wholesome Pantry, Bowl & Basket, Paperbird, Fairway and Fairway Gourmet Garage brands. Our Fairway Markets offer a one-stop destination shopping experience with an emphasis on fresh, unique, and high quality offerings paired with an expansive variety of natural, organic, specialty and gourmet products. Our Gourmet Garage specialty markets offer organic produce, signature soups and prepared foods, high-quality meat and seafood, charcuterie and gourmet cheeses, artisan baked bread and pastries, chef-prepared meals to go and pantry staples.

The Company has an ongoing program to evaluate, upgrade and expand its supermarket chain. This program has included store remodels as well as the opening or acquisition of additional stores. When remodeling, Village has sought, whenever possible, to increase the amount of selling space in its stores. On March 17, 2024, we opened an 83,000 sq. ft. replacement ShopRite store in Old Bridge, NJ, that replaced our existing 32,000 sq. ft. store. On August 14, 2022, we converted the Pelham, NY store from the Fairway banner to the ShopRite banner and a major remodel of the store was completed in late October 2022.

On November 1, 2023, Village closed an 8,400 sq. ft. Gourmet Garage store located in New York City. The impact associated with the closure and ongoing results of operating were not material to Village’s consolidated financial statements.

We consider a variety of indicators to evaluate our performance, such as same store sales; percentage of total sales by department (mix); shrink; departmental gross profit percentage; sales per labor hour; units per labor hour; and hourly labor rates.

NON-GAAP MEASURES

The accompanying Consolidated Financial Statements, including the related notes, are presented in accordance with generally accepted accounting principles ("GAAP"). We provide non-GAAP measures, including Adjusted net income and Adjusted operating and administrative expenses as management believes these supplemental measures are useful to investors and analysts. These non-GAAP financial measures should not be reviewed in isolation or considered as a substitute for our financial results as reported in accordance with GAAP, nor as an alternative to net income, operating and administrative expense or any other GAAP measure of performance. Adjusted net income and Adjusted operating and administrative expense are useful to investors because they provide supplemental measures that exclude the financial impact of certain items that affect period-to-period comparability. Management and the Board of Directors use these measures as they provide greater transparency in assessing ongoing operating performance on a period-to-period basis. Other companies may have different definitions of Non-GAAP Measures and provide for different adjustments, and comparability to the Company's results of operations may be impacted by such differences. The Company's presentation of Non-GAAP Measures should not be construed as an implication that its future results will be unaffected by unusual or non-recurring items.

The following tables reconciles Net income to Adjusted net income and Operating and administrative expenses to Adjusted operating and administrative expenses:

	13 Weeks Ended		39 Weeks Ended	
	April 27, 2024	April 29, 2023	April 27, 2024	April 29, 2023
Net Income	$ 8,966	$ 11,017	$ 35,030	$ 34,422
Adjustments to Operating Expenses:				
Store pre-opening costs (1)	$ 907	$ —	$ 907	$ —
Litigation settlement gain (2)	—	(1,200)	—	(1,200)
Adjustments to Income Taxes:				
Tax impact of adjustments to operating expenses	(281)	372	(281)	372
Adjusted net income	$ 9,592	$ 10,189	$ 35,656	$ 33,594
Operating and administrative expenses	$ 137,650	$ 128,787	$ 404,419	$ 384,452

Adjustments to operating and administrative expenses	(907)	1,200	(907)	1,200
Adjusted operating and administrative expenses	$ 136,743	$ 129,987	$ 403,512	$ 385,652
Adjusted operating and administrative expenses as a % of sales	25.03 %	24.56 %	24.33 %	23.91 %

(1) Fiscal 2024 pre-opening costs are associated with opening of the Old Bridge, NJ ShopRite replacement store opened on March 17, 2024.

(2) Fiscal 2023 litigation settlement gains are related to claims associated with the Fairway acquisition and liabilities associated thereto.

RESULTS OF OPERATIONS

The following table sets forth the major components of the Consolidated Statements of Operations as a percentage of sales:

		13 Weeks Ended		26 Weeks Ended			13 Weeks Ended		39 Weeks Ended	
		January 27, 2024	January 28, 2023	January 27, 2024	January 28, 2023		April 27, 2024	April 29, 2023	April 27, 2024	April 29, 2023
Sales	Sales	100.00 %	100.00 %	100.00 %	100.00 %	Sales	100.00 %	100.00 %	100.00 %	100.00 %
Cost of sales										
Gross profit										
Operating and administrative expense										
Depreciation and amortization										
Operating income										
Interest expense										
Interest expense										
Interest expense										
Interest income										
Income before income taxes										
Income taxes										
Net income	Net income	2.52 %	2.19 %	2.34 %	2.16 %	Net income	1.64 %	2.08 %	2.11 %	2.13 %

Sales. Sales were $575,579 $546,396 in the 13 weeks ended January 27, 2024 April 27, 2024, an increase of 2.1% 3.2% compared to the 13 weeks ended January 28, 2023 April 29, 2023. Sales increased due to an increase in same store sales of 2.2% 2.3% and the opening of the Old Bridge, NJ replacement store on March 17, 2024 partially offset by the impact of the closure of a Gourmet Garage location on November 1, 2023. Same store sales increased due primarily to retail price inflation, digital sales growth, higher pharmacy sales and continued growth in recently remodeled stores. New stores, replacement stores and stores with banner changes are included in same store sales in the quarter after the store has been in operation for four full quarters. Store renovations and expansions are included in same store sales immediately.

Sales were $1,111,933 $1,658,329 in the 26 39 weeks ended January 27, 2024 April 27, 2024, an increase of 2.6% 2.8% compared to the 26 39 weeks ended January 28, 2023 April 29, 2023. Sales increased due to an increase in same store sales of 2.1% and 2.2%, increased sales due to the opening of the Old Bridge, NJ replacement store on March 17, 2024 and the remodel and conversion of the Pelham, NY Fairway to the ShopRite banner on August 15, 2022 partially offset by the impact of the closure of a Gourmet Garage location on November 1, 2023. Same store sales increased due primarily to retail price inflation, digital sales growth, higher pharmacy sales and continued growth in recently remodeled stores.

Gross Profit. Gross profit as a percentage of sales increased .93% decreased .03% in the 13 weeks ended January 27, 2024 April 27, 2024 compared to the 13 weeks ended January 28, 2023 April 29, 2023 due primarily to increased departmental gross margin percentages (.49% higher promotional spending (.17%), and an unfavorable change in product mix (.17%) partially offset by higher patronage dividends and rebates received from Wakefern (.49% (.08%), decreased warehouse assessment charges from Wakefern (.14% (.18%) and decreased LIFO charges (.05%) partially offset by higher promotional spending (.13%) and an unfavorable change in product mix (.11%). Department gross margins increased due primarily to improvements in both shrink and commissary operations. Gross profit in both the 13 weeks ended January 27, 2024 and the 13 weeks ended January 28, 2023 was favorably impacted by receipt of patronage dividends from Wakefern greater than estimated amounts accrued in both the second quarter of fiscal 2024 (.58%) and 2023 (.17%).

Gross profit as a percentage of sales increased .38% .25% in the 26 39 weeks ended January 27, 2024 April 27, 2024 compared to the 26 39 weeks ended January 28, 2023 April 29, 2023 due primarily to increased departmental gross margin percentages (.42% (.27%), increased patronage dividends and rebates received from Wakefern (.24% (.19%), decreased warehouse assessment charges from Wakefern (.04%) and decreased LIFO charges (.04%) partially offset by higher promotional spending (.18% (.17%), and an unfavorable change in product mix (.12%) and increased warehouse assessment charges from Wakefern (.02%). Department gross margins increased due primarily to improvements in both shrink and commissary operations. Gross profit in both the 26 weeks ended January 27, 2024 and the 26 weeks ended January 28, 2023 was favorably impacted by receipt of patronage dividends from Wakefern greater than estimated amounts accrued in both the second quarter of fiscal 2024 (.30%) and 2023 (.09%).

Operating and Administrative Expense. Operating and administrative expense as a percentage of sales increased .64% .86% in the 13 weeks ended January 27, 2024 April 27, 2024 compared to the 13 weeks ended January 28, 2023 April 29, 2023. Adjusted operating and administrative expenses increased .47% to 25.03% in the 13 weeks ended April 27, 2024 compared to 24.56% in the 13 weeks ended April 29, 2023. The increase in Adjusted operating and administrative expenses is due primarily to increased labor costs and fringe benefits (.25% (.23%), increased external fees associated with digital sales growth (.10%), expanded store security (.08%), software licensing associated with retail and commissary technology investments (.07%) and higher facility repair and maintenance costs (.09% (.06%). Higher labor and fringe benefit costs due primarily to minimum wage and demand driven pay rate increases and higher union health and welfare plan costs.

Operating and administrative expense as a percentage of sales increased .55% in the 39 weeks ended April 27, 2024 compared to the 39 weeks ended April 29, 2023. Adjusted operating and administrative expenses increased .42% to 24.33% in the 39 weeks ended April 27, 2024 compared to 23.91% in the 39 weeks ended April 29, 2023. The increase in Adjusted operating and administrative expenses is due primarily to increased labor costs and fringe benefits (.15%), increased external fees associated with digital sales growth (.06%), expanded store security costs (.07%), software licensing associated with retail and commissary technology investments (.06%), external consulting fees (.06% (.05%) and external fees associated with digital sales

(.05% higher facility repair and maintenance costs (.08%). Higher labor and fringe benefit costs due primarily to minimum wage and demand driven pay rate increases and higher union health and welfare plan costs.

Operating and administrative expense as a percentage of sales increased .39% in the 26 weeks ended January 27, 2024 compared to the 26 weeks ended January 28, 2023 due primarily to increased facility repair and maintenance costs (.10%), labor and fringe benefits (.08%), security costs (.07%), software licensing associated with technology investments (.05%) and external fees associated with digital sales (.05%).

Depreciation and Amortization. Depreciation and amortization expense decreased in the 13 and 26 39 weeks ended January 27, 2024 April 27, 2024 compared to the 13 and 26 39 weeks ended January 28, 2023 April 29, 2023 due primarily to the timing of capital expenditures.

Interest Expense. Interest expense increased decreased in the 13 and 26 39 weeks ended January 27, 2024 April 27, 2024 compared to the 13 and 26 39 weeks ended January 28, 2023 April 29, 2023 due primarily to higher lower average outstanding debt balances.

Interest Income. Interest income increased in the 13 and 26 39 weeks ended January 27, 2024 April 27, 2024 compared to the 13 and 26 39 weeks ended January 28, 2023 April 29, 2023 due primarily to higher interest rates and larger amounts invested in variable rate notes receivable from Wakefern and demand deposits at Wakefern.

Income Taxes. The effective income tax rate was 31.5% 30.1% in the 13 and 26 weeks ended January 27, 2024 April 27, 2024 compared to 30.9% 31.6% in the 13 and 26 weeks ended January 28, 2023 April 29, 2023. The decrease in the effective tax rate is due primarily to realization of work opportunity tax credits greater than estimated.

The effective income tax rate was 31.1% in the 39 weeks ended April 27, 2024 compared to 31.2% in the 39 weeks ended April 29, 2023.

Net Income. Net Income income was $14,480 $8,966 in the 13 weeks ended January 27, 2024 April 27, 2024 compared to $12,322 $11,017 in the 13 weeks ended January 28, 2023 April 29, 2023. Net Adjusted net income increased 18% was $9,592 in the 13 weeks ended April 27, 2024, a decrease of 6% compared to $10,189 in the prior year due primarily to the increase in sales of 2.1%, increased gross profit margin and higher interest income. 13 weeks ended April 29, 2023.

Net income was $26,066 $35,030 in the 26 39 weeks ended January 27, 2024 April 27, 2024 compared to $23,405 $34,422 in the 26 39 weeks ended January 28, 2023 April 29, 2023. Net Adjusted net income increased 11% was $35,656 in the 39 weeks ended April 27, 2024, an increase of 6% compared to $33,594 in the 26 39 weeks ended January 28, 2023 due primarily to the increase in sales of 2.6%, increased gross profit margin and higher interest income. April 29, 2023.

CRITICAL ACCOUNTING POLICIES

Critical accounting policies are those accounting policies that management believes are important to the portrayal of the Company's financial condition and results of operations. These policies require management's most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. The Company's critical accounting policies relating to the impairment of long-lived assets, goodwill and indefinite-lived intangible assets and accounting for patronage dividends earned as a stockholder of Wakefern, are described in the Company's Annual Report on Form 10-K for the year ended July 29, 2023. As of January 27, 2024 April 27, 2024, there have been no changes to the critical accounting policies contained therein.

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent 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 those estimates.

LIQUIDITY AND CAPITAL RESOURCES

Net cash provided by operating activities was $48,674 $58,040 in the 26 39 weeks ended January 27, 2024 April 27, 2024 compared to $48,357 $68,244 in the corresponding period of the prior year. The change in cash flows from operating activities in fiscal 2024 was primarily due to changes in working capital partially offset by an increase in net income partially offset by changes in working capital. income. Working capital changes, including Other assets and liabilities, increased decreased cash flows from operating activities by $2,551 $6,934 in fiscal 2024 compared to an increase of $4,275 $3,525 in fiscal 2023. The change in impact of working capital is due primarily to the timing of tax payments.

During the 26 39 weeks ended January 27, 2024 April 27, 2024, Village used cash to fund capital expenditures of $34,783, $54,103, dividends of $6,701, $10,002, principal payments of long-term debt of $5,387, $8,304, share repurchases of $1,358, $1,577, an investment in a real estate partnership for the development of a retail center in Old Bridge, New Jersey of $3,825 $4,704 and additional net investments of $4,345 $6,511 in notes receivable from Wakefern. Capital expenditures primarily include costs associated with the construction of the Old Bridge

replacement store scheduled to open in fiscal 2024, that opened on March 17, 2024, the minor remodel of the Millburn, NJ ShopRite, two other replacement stores scheduled to open in fiscal 2025, the purchase of real estate and various technology, equipment and facility upgrades.

We have revised our budgeted $70,000 for capital expenditures downward from prior estimates to approximately $70,000 in fiscal 2024 due to the timing of construction spends for replacement stores shifting from fiscal 2024 into fiscal 2025. 2024. Planned expenditures include costs for construction of the Old Bridge replacement store scheduled to open in fiscal 2024 that opened on March 17, 2024 and two other replacement stores scheduled to open in fiscal 2025, potential real estate purchases, several smaller store remodels and merchandising initiatives and various technology, equipment and facility upgrades. The Company's primary sources of liquidity in fiscal 2024 are expected to be cash and cash equivalents on hand at January 27, 2024 April 27, 2024 and operating cash flow generated in fiscal 2024.

On April 28, 2022 the Company entered into a partnership agreement for a 30% interest in the development of a retail center in Old Bridge, New Jersey, which includes a the Village Old Bridge replacement store with an operating lease obligation of $4,395 $4,419 as of January 27, 2024 April 27, 2024. Village will fund its share of project costs estimated to be $15,000 to $20,000 over the two to three year life of the project. As of January 27, 2024 April 27, 2024, Village has invested $14,700 $15,579 into the real estate partnership, which is accounted for as an equity method investment included in Investments in Real Estate Partnerships on the consolidated balance sheet.

On August 15, 2022, notes receivable due from Wakefern of $28,850 that earned interest at the prime rate plus 1.25% matured. The Company invested all of the proceeds received in variable rate notes receivable from Wakefern that earn interest at the prime rate plus .50% and mature on August 15, 2027. On September 28, 2022, the Company invested an additional $30,000 in variable rate notes receivable from Wakefern that earn interest at the prime rate plus .50% and mature on September 28, 2027. On February 15, 2024, notes receivable due from Wakefern of $33,338 that earned interest at the prime rate plus .75% matured. The Company invested all of the proceeds received in variable rate notes receivable from Wakefern that earn interest at the SOFR plus 2.25% and mature on February 15, 2029.

At January 27, 2024 April 27, 2024, the Company held variable rate notes receivable due from Wakefern of $32,962 that earned interest at the prime rate plus .75% and matured on February 15, 2024, $32,275 $32,999 that earn interest at the prime rate plus .50% and mature on August 15, 2027 and $33,317, $34,065 that earn interest at the prime rate plus .50% and mature on September 28, 2027. The Company invested $33,338 of the proceeds received from the notes that matured on February 15, 2024 in variable rate notes receivable from Wakefern, and $33,656 that earn interest at the SOFR plus 2.25% and mature on February 15, 2029.

Wakefern has the right to prepay these notes at any time. Under certain conditions, the Company can require Wakefern to prepay the notes, although interest earned since inception would be reduced as if it was earned based on overnight money market rates as paid by Wakefern on demand deposits.

Working capital was $60,061 $16,314 at January 27, 2024 April 27, 2024 compared to $67,714 at July 29, 2023. Working capital ratios at the same dates were 1.34 1.09 and 1.38 to one, respectively. The decrease in working capital in fiscal 2024 compared to fiscal 2023 is due primarily to $33,338 in notes receivable from Wakefern that matured on February 15, 2024 and were reinvested in long-term notes receivable from Wakefern. The Company's working capital needs are reduced, since inventories are generally sold by the time payments to Wakefern and other suppliers are due.

Credit Facility

The Company has a credit facility (the "Credit Facility") with Wells Fargo National Bank, National Association ("Wells Fargo"). The principal purpose of the Credit Facility is to finance general corporate and working capital requirements, Village's fiscal 2020 acquisition of certain Fairway assets and certain capital expenditures. Among other things, the Credit Facility provides for:

- An unsecured revolving line of credit providing a maximum amount available for borrowing of $75,000. Indebtedness under this agreement bears interest at the applicable Secured Overnight Financing Rate ("SOFR") plus 1.10% and expires on May 6, 2025.
- An unsecured $25,500 term loan issued on May 12, 2020, repayable in equal monthly installments based on a seven-year amortization schedule through May 4, 2027 and bearing interest at the applicable SOFR plus 1.46%. An interest

  rate swap with notional amounts equal to the term loan fixes the base SOFR at .26% per annum through May 4, 2027, resulting in a fixed effective interest rate of 1.72% on the term loan.
- A secured $50,000 term loan issued on September 1, 2020 repayable in equal monthly installments based on a fifteen-year amortization schedule through September 1, 2035 and bearing interest at the applicable SOFR plus 1.61%. An interest rate swap with notional amounts equal to the term loan fixes the base SOFR at .57% per annum through September 1, 2035, resulting in a fixed effective interest rate of 2.18% on the term loan. The term loan is secured by real properties of Village Super Market, Inc. and its subsidiaries, including the sites of three Village stores.
- A secured $7,350 term loan issued on January 28, 2022 repayable in equal monthly installments based on a fifteen-year amortization schedule through January 28, 2037 and bearing interest at the applicable SOFR plus 1.50%. An interest rate swap with notional amounts equal to the term loan fixes the base SOFR at 1.41% per annum

through January 28, 2037, resulting in a fixed effective interest rate of 2.91% on the term loan. The term loan is secured by the Galloway store shopping center acquired for $9,800 in the first quarter of fiscal 2022.

On September 1, 2022, the Company amended the Credit Facility due to the execution of a seven year $10,000 unsecured term loan. The unsecured term loan is repayable in equal monthly installments based on a seven year amortization schedule through September 4, 2029 and bears interest at the applicable SOFR plus 1.35%. Village also executed an interest rate swap for a notional amount equal to the term loan amount that fixes the base SOFR at 2.95%, resulting in a fixed effective rate of 4.30%. This loan qualified for an interest rate subsidy program with Wakefern on financing related to certain capital expenditure projects. Net of the subsidy, the Company will pay interest at a fixed effective rate of 2.30%.

On January 27, 2023, the Company purchased the Vineland store shopping center for $9,500. As part of the purchase, the Company amended the Credit Facility due to the execution of a fifteen year $7,125 term loan secured by the Vineland store shopping center. The secured term loan is repayable in equal monthly installments based on a fifteen year amortization schedule through January 27, 2038 and bears interest at the applicable SOFR plus 1.75%. Village also executed an interest rate swap for a notional amount equal to the term loan amount that fixes the base SOFR at 3.59%, resulting in a fixed effective rate of 5.34%.

Based on current trends, the Company believes cash and cash equivalents on hand at January 27, 2024 April 27, 2024, operating cash flow and availability under our Credit Facility are sufficient to meet our liquidity needs for the next twelve months and for the foreseeable future beyond the next twelve months.

There have been no other substantial changes as of January 27, 2024 April 27, 2024 to the contractual obligations and commitments discussed in the Company's Annual Report on Form 10-K for the year ended July 29, 2023.

OUTLOOK

This Form 10-Q contains certain forward-looking statements about Village's future performance. These statements are based on management's assumptions and beliefs in light of information currently available. Such statements relate to, for example: same store sales; economic conditions; expected pension plan contributions; projected capital expenditures; cash flow requirements; inflation expectations; and legal matters; and are indicated by words such as "will," "expect," "should," "intend," "anticipates," "believes" and similar words or phrases. The Company cautions the reader that there is no assurance that actual results or business conditions will not differ materially from the results expressed, suggested or implied by such forward-looking statements. The Company undertakes no obligation to update forward-looking statements to reflect developments or information obtained after the date hereof.

- We expect the increase in same store sales to range from 1.0% 2.0% to 3.0% 2.5% in fiscal 2024.

- We have revised our budgeted $70,000 for capital expenditures downward from prior estimates to approximately $70,000 in fiscal 2024 due to the timing of construction spends for replacement stores shifting from fiscal 2024 into fiscal 2025. 2024. Planned expenditures include costs for construction of the Old Bridge replacement store scheduled to open in fiscal 2024 that opened on March 17, 2024 and two other replacement stores scheduled to open in fiscal 2025, potential real estate purchases, several smaller store remodels and merchandising initiatives and various technology, equipment and facility upgrades.

- The Board's current intention is to continue to pay quarterly dividends in 2024 at the most recent rate of $.25 per Class A and $.1625 per Class B share.

- We believe cash and cash equivalents on hand, operating cash flow and the Company's Credit Facility will be adequate to meet anticipated requirements for working capital, capital expenditures and debt payments for the foreseeable future.

- We expect our effective income tax rate in fiscal 2024 to be in the range of 31.0% - 32.0%.

Various uncertainties and other factors could cause actual results to differ from the forward-looking statements contained in this report. These include:

- The supermarket business is highly competitive and characterized by narrow profit margins. Results of operations may be materially adversely impacted by competitive pricing and promotional programs, industry consolidation and competitor store openings. Village competes directly with multiple retail formats both in-store and online, including national, regional and local supermarket chains as well as warehouse clubs, supercenters, drug stores, discount general merchandise stores, fast food chains, restaurants, dollar stores and convenience stores. Some of these competitors have greater financial resources, lower merchandise acquisition costs and lower operating expenses than we do.

- The Company's stores are concentrated in New Jersey, New York, Pennsylvania and Maryland. We are vulnerable to economic downturns in these states in addition to those that may affect the country as a whole. Economic conditions such as inflation, deflation, interest rate fluctuations, movements in energy costs, social programs, minimum wage legislation, unemployment rates, disturbances due to social unrest and changing demographics may adversely affect our sales and profits.

- Village purchases substantially all of its merchandise from Wakefern. In addition, Wakefern provides the Company with support services in numerous areas including advertising, workers' compensation, liability and property insurance, supplies, certain equipment purchasing, coupon processing, certain financial accounting applications, retail technology support, and other store services. Further, Village receives patronage dividends and other product incentives from Wakefern and also has demand deposits and notes receivable due from Wakefern.

  Any material change in Wakefern's method of operation or a termination or material modification of Village's relationship with Wakefern could have an adverse impact on the conduct of the Company's business and could involve additional expense for Village. The failure of any Wakefern member to fulfill its obligations to Wakefern or a member's insolvency or withdrawal from Wakefern could result in increased costs to the Company. Additionally, an adverse change in Wakefern's results of operations could have an adverse effect on Village's results of operations.

- Approximately 92% of our employees are covered by collective bargaining agreements. Any work stoppages could have an adverse impact on our financial results. If we are unable to control health care and pension costs provided for in the collective bargaining agreements, we may experience increased operating costs.

- The Company could be adversely affected if consumers lose confidence in the safety and quality of the food supply chain. The real or perceived sale of contaminated food products by us could result in a loss of consumer confidence and product liability claims, which could have a material adverse effect on our sales and operations.

- Certain of the multi-employer plans to which we contribute are underfunded. As a result, we expect that contributions to these plans may increase. Additionally, the benefit levels and related items will be issues in the negotiation of our collective bargaining agreements. Under current law, an employer that withdraws or partially withdraws from a multi-employer pension plan may incur a withdrawal liability to the plan, which represents the portion of the plan's underfunding that is allocable to the withdrawing employer under very complex actuarial and allocation rules. The failure of a withdrawing employer to fund these obligations can impact remaining employers. The amount of any increase or decrease in our required contributions to these multi-employer pension plans will depend upon the outcome of collective bargaining, actions taken by trustees who manage the plans, government regulations, withdrawals by other participating employers and the actual return on assets held in the plans, among other factors.

- The Company uses a combination of insurance and self-insurance to provide for potential liability for workers' compensation, automobile, general liability, property, director and officers' liability, and certain employee health care benefits. Any projection of losses is subject to a high degree of variability. Changes in legal claims, trends and interpretations, variability in inflation rates, changes in the nature and method of claims settlement, benefit level changes due to changes in applicable laws, and insolvency of insurance carriers could all affect our financial condition, results of operations, or cash flows.

- Our long-lived assets, primarily store property, equipment and fixtures, are subject to periodic testing for impairment. Failure of our asset groups to achieve sufficient levels of cash flow could result in impairment charges on long-lived assets.

- Our goodwill and indefinite-lived intangible assets are tested at the end of each fiscal year, or more frequently if circumstances dictate, for impairment. Failure of acquired businesses to achieve their forecasted expectations could result in impairment charges to goodwill and indefinite-lived intangible assets.

- Our effective tax rate may be impacted by the results of tax examinations and changes in tax laws.

- Wakefern provides all members of the cooperative with information system support that enables us to effectively manage our business data, customer transactions, ordering, communications and other business processes. These information systems are subject to damage or interruption from power outages, computer or telecommunications failures, computer viruses and related malicious software, catastrophic weather events, or human error. Any material interruption of our or Wakefern's information systems could have a material adverse impact on our results of operations.

  Due to the nature of our business, personal information about our customers, vendors and associates is received and stored in these information systems. In addition, confidential information is transmitted through our online business at shoprite.com and through the ShopRite app. Unauthorized parties may attempt to access information stored in or to sabotage or disrupt these systems. Wakefern and the Company maintain substantial security measures to prevent and detect unauthorized access to such information, including utilizing third-party service providers for monitoring our networks, security reviews, and other functions. It is possible that computer hackers, cyber terrorists and others may be able to defeat the security measures in place at the Company, Wakefern or those of third-party service providers.

  Any breach of these security measures and loss of confidential information, which could be undetected for a period of time, could damage our reputation with customers, vendors and associates, cause Wakefern and Village to incur significant costs to protect any customers, vendors and associates whose personal data was compromised, cause us to make changes to our information systems and could result in government enforcement actions and litigation against Wakefern and/or Village from outside parties. Any such breach could have a material adverse impact on our operations, consolidated financial condition, results of operations, and liquidity if the related costs to Wakefern and Village are not covered or are in excess of carried insurance policies. In addition, a security breach could require Wakefern and Village to devote significant management resources to address problems created by the security breach and restore our reputation.

RELATED PARTY TRANSACTIONS

See note 4 to the unaudited consolidated financial statements for information on related party transactions.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable.

ITEM 4. CONTROLS AND PROCEDURES

As required by Rule 13a-15 under the Exchange Act, the Company carried out an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures at the end of the period. This evaluation was carried out under the supervision, and with the participation, of the Company's management, including the Company's Chief Executive Officer along with the Company's Chief Financial Officer. Based upon that evaluation, the Company's Chief Executive Officer, along with the Company's Chief Financial Officer, concluded that the Company's disclosure controls and procedures are effective.

Disclosure controls and procedures are designed to ensure that information required to be disclosed in Company reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in Company reports filed under the Exchange Act is accumulated and communicated to management, including the Company's Chief Executive Officer and Chief Financial Officer as appropriate, to allow timely decisions regarding required disclosure.

There have been no changes in the Company's internal control over financial reporting during the quarter ended January 27, 2024 April 27, 2024 that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

PART II - OTHER INFORMATION

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

ITEM 2C. ISSUER PURCHASES OF EQUITY SECURITIES

The number and average price of shares purchased in each fiscal month of the second third quarter of fiscal 2024 are set forth in the table below:

Period(1)	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (2)
October 29, 2023 to November 25, 2023	19,864	$23.80	19,864	$1,947,323
November 26, 2023 to December 23, 2023	—	$—	—	$1,947,323
December 24, 2023 to January 27, 2024	3,973	$25.97	3,973	$1,844,154
Total	23,837	$24.16	23,837	$1,844,154

Period(1)	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (2)
January 28, 2024 to February 24, 2024	8,538	$25.62	8,538	$1,625,427
February 25, 2024 to March 23, 2024	—	$—	—	$1,625,427
March 24, 2024 to April 27, 2024	—	$—	—	$1,625,427
Total	8,538	$25.62	8,538	$1,625,427

(1) The reported periods conform to our fiscal calendar.

(2) Includes amount remaining under the $5.0 million repurchase program of the Company's Class A Common Stock authorized by the Board of Directors and announced on September 13, 2019 . Repurchases may be made from time-to-time through a variety of methods, including open market purchases and other negotiated transactions, including through plans designed to comply with Rule 10b5-1 under the Securities Exchange Act of 1934.

ITEM 6. EXHIBITS

Exhibit 10.1	60-Month Adjustable Rate Promissory Note
Exhibit 10.2	60-Month Adjustable Rate Promissory Note
Exhibit 10.3	60-Month Adjustable Rate Promissory Note
Exhibit 10.4	60-Month Adjustable Rate Promissory Note
Exhibit 10.5	60-Month Adjustable Rate Promissory Note
Exhibit 10.6	60-Month Adjustable Rate Promissory Note
Exhibit 31.1	Certification
Exhibit 31.2	Certification
Exhibit 32.1	Certification (furnished, not filed)
Exhibit 32.2	Certification (furnished, not filed)
Exhibit 99.1	Press Release
101 INS	XBRL Instance
101 SCH	XBRL Schema
101 CAL	XBRL Calculation
101 DEF	XBRL Definition
101 LAB	XBRL Label
101 PRE	XBRL Presentation

SIGNATURES

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.

Village Super Market, Inc.
Registrant

Dated: March 6, 2024 June 5, 2024

/s/ Robert P. Sumas
Robert P. Sumas
(Chief Executive Officer)

Dated: March 6, 2024 June 5, 2024

/s/ John Van Orden
John Van Orden
(Chief Financial Officer)

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Exhibit 31.1

I, Robert P. Sumas, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Village Super Market, Inc.;
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 registrants 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.
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 registrant's board of directors (or persons performing the equivalent function):
    - a) All significant deficiencies and material weaknesses in the design or operation of internal controls 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: March 6, 2024 June 5, 2024

/s/ Robert P. Sumas
Robert P. Sumas
Chief Executive Officer

Exhibit 31.2

I, John Van Orden, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Village Super Market, Inc.;
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 registrants 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.
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 registrant's board of directors (or persons performing the equivalent function):
    a) All significant deficiencies and material weaknesses in the design or operation of internal controls 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: March 6, 2024 June 5, 2024

/s/ John Van Orden
John Van Orden
Chief Financial Officer &
Principal Financial Officer

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 Quarterly Report of Village Super Market, Inc. (the “Company”) on Form 10-Q for the period ended January 27, 2024 April 27, 2024 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Robert P. Sumas, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Robert P. Sumas
Robert P. Sumas
Chief Executive Officer
March 6, June 5, 2024

Exhibit 32.2

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 Quarterly Report of Village Super Market, Inc. (the "Company") on Form 10-Q for the period ended January 27, 2024 April 27, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, John Van Orden certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ John Van Orden
John Van Orden
Chief Financial Officer &
Principal Financial Officer
March 6, June 5, 2024

Exhibit 99.1

VILLAGE SUPER MARKET, INC.
REPORTS RESULTS FOR THE SECOND THIRD QUARTER ENDED
JANUARY APRIL 27, 2024

Contact: John Van Orden, CFO
(973) 467-2200
villageinvestorrelations@wakefern.com

Springfield, New Jersey – March 5, 2024 June 4, 2024 – Village Super Market, Inc. (NASDAQ:VLGEA) (the "Company" or "Village") today reported its results of operations for the second third quarter ended January 27, 2024 April 27, 2024.

Second Third Quarter Highlights

- Sales increased 3.2% and same store sales increased 2.3%
- Same store digital sales increased 9%
- Net income of $14.5 million $9.0 million
- Adjusted net income of $9.6 million, an increase a decrease of 18% 6% compared to $12.3 million adjusted net income of $10.2 million in the second third quarter of the prior year
- Grand opening of an 83,000 sq. ft. ShopRite replacement store in Old Bridge, NJ

Year-To-Date Fiscal 2024 Highlights

- Sales increased 2.1% 2.8% and same store sales increased 2.2%

- Same store digital sales increased 12%

Year-To-Date Fiscal 2024 Highlights

- Net income of $26.1 million $35.0 million
- Adjusted net income of $35.7 million, an increase of 11% 6% compared to $23.4 million adjusted net income of $33.6 million in the prior year-to-date period
- Sales increased 2.6% and same store sales increased 2.1%
- Same store digital sales increased 12%

Second Third Quarter of Fiscal 2024 Results

Sales were $575.6 million $546.4 million in the 13 weeks ended January 27, 2024 April 27, 2024 compared to $563.9 million $529.3 million in the 13 weeks ended January 28, 2023 April 29, 2023. Sales increased due to an increase in same store sales of 2.2% 2.3% and the opening of the Old Bridge, NJ replacement store on March 17, 2024 partially offset by the impact of the closure of a Gourmet Garage location on November 1, 2023. Same store sales increased due primarily to retail price inflation, digital sales growth, higher pharmacy sales and continued growth in recently remodeled stores. New stores, replacement stores and stores with banner changes are included in same store sales in the quarter after the store has been in operation for four full quarters. Store renovations and expansions are included in same store sales immediately.

Gross profit as a percentage of sales increased decreased to 28.40% 28.54% in the 13 weeks ended January 27, 2024 April 27, 2024 compared to 27.47% 28.57% in the 13 weeks ended January 28, 2023 April 29, 2023 due primarily to increased departmental gross margin percentages (.49% higher promotional spending (.17%), and an unfavorable change in product mix (.17%) partially offset by higher patronage dividends and rebates received from Wakefern (.49% (.08%), decreased warehouse assessment charges from Wakefern (.14% (.18%) and decreased LIFO charges (.05%) partially offset by higher promotional spending (.13%) and an unfavorable change in product mix (.11%). Department gross margins increased due primarily to improvements in both shrink and commissary operations. Gross profit in both the 13 weeks ended January 27, 2024 and the 13 weeks ended January 28, 2023 was favorably impacted by receipt of patronage dividends from Wakefern greater than estimated amounts accrued in both the second quarter of fiscal 2024 (.58%) and 2023 (.17%).

Operating and administrative expense as a percentage of sales increased to 23.71% 25.19% in the 13 weeks ended January 27, 2024 April 27, 2024 compared to 23.07% 24.33% in the 13 weeks ended January 28, 2023 April 29, 2023. Adjusted operating and administrative expenses increased to 25.03% in the 13 weeks ended April 27, 2024 compared to 24.56% in the 13 weeks ended April 29, 2023. The increase in Adjusted operating and administrative expenses is due primarily to increased labor costs and fringe benefits (.25% (.23%), facility repair and maintenance costs (.09%), security costs (.07%), software licensing associated with technology investments (.06%), external consulting fees (.06%) and increased external fees associated with digital sales (.05% growth (.10%), expanded store security (.08%), software licensing associated with retail and commissary technology investments (.07%) and higher facility repair and maintenance costs (.06%). Higher labor and

fringe benefit costs are due primarily to minimum wage and demand driven pay rate increases and higher union health and welfare plan costs.

Depreciation and amortization expense in the 13 weeks ended January 27, 2024 April 27, 2024 decreased slightly compared to the 13 weeks ended January 28, 2023 April 29, 2023 due primarily to the timing of capital expenditures.

Interest expense increased decreased in the 13 weeks ended January 27, 2024 April 27, 2024 compared to the 13 weeks ended January 28, 2023 April 29, 2023 due primarily to higher lower average outstanding debt balances.

Interest income increased in the 13 weeks ended January 27, 2024 April 27, 2024 compared to the 13 weeks ended January 28, 2023 April 29, 2023 due primarily to higher interest rates and larger amounts invested in variable rate notes receivable from Wakefern and demand deposits at Wakefern.

The effective income tax rate was 31.5% 30.1% in the 13 weeks ended January 27, 2024 April 27, 2024 compared to 30.9% 31.6% in the 13 weeks ended January 28, 2023 April 29, 2023. The decrease in the effective tax rate is due primarily to realization of work opportunity tax credits greater than estimated.

Year-To-Date Fiscal 2024 Results

Sales were $1,111.9 million $1,658.3 million in the 26 39 weeks ended January 27, 2024 April 27, 2024 compared to $1,083.6 million $1,612.8 million in the 26 39 weeks ended January 28, 2023 April 29, 2023. Sales increased due to an increase in same store sales of 2.1% 2.2%, and increased sales due to the opening of the Old Bridge, NJ replacement store on March 17, 2024 and the remodel and conversion of the Pelham, NY Fairway to the ShopRite banner on August 15, 2022 partially offset by the impact of the closure

of a Gourmet Garage location on November 1, 2023. Same store sales increased due primarily to retail price inflation, digital sales growth, higher pharmacy sales and continued growth in recently remodeled stores.

Gross profit as a percentage of sales increased to 28.45% 28.48% in the 26 39 weeks ended January 27, 2024 April 27, 2024 compared to 28.07% 28.23% in the 26 39 weeks ended January 28, 2023 April 29, 2023 due primarily to increased departmental gross margin percentages (.42% (.27%), increased patronage dividends and rebates received from Wakefern (.24% (.19%), decreased warehouse assessment charges from Wakefern (.04%) and decreased LIFO charges (.04%) partially offset by higher promotional spending (.18% (.17%), and an unfavorable change in product mix (.12%) and increased warehouse assessment charges from Wakefern (.02%). Department gross margins increased due primarily to improvements in both shrink and commissary operations. Gross profit in both the 26 weeks ended January 27, 2024 and the 26 weeks ended January 28, 2023 was favorably impacted by receipt of patronage dividends from Wakefern greater than estimated amounts accrued in both the second quarter of fiscal 2024 (.30%) and 2023 (.09%).

Operating and administrative expense as a percentage of sales increased to 23.99% 24.39% in the 26 39 weeks ended January 27, 2024 April 27, 2024 compared to 23.60% 23.84% in the 26 39 weeks ended January 28, 2023 April 29, 2023. Adjusted operating and administrative expenses increased to 24.33% in the 39 weeks ended April 27, 2024 compared to 23.91% in the 39 weeks ended April 29, 2023. The increase in Adjusted operating and administrative expenses is due primarily to increased facility repair and maintenance labor costs (.10%), labor and fringe benefits (.08% (.15%), increased external fees associated with digital sales growth (.06%), expanded store security costs (.07%), software licensing associated with retail and commissary technology investments (.05%) and external fees associated with digital sales (.05% higher facility repair and maintenance costs (.08%). Higher labor and fringe benefit costs are due primarily to minimum wage and demand driven pay rate increases and higher union health and welfare plan costs.

Depreciation and amortization expense decreased slightly in the 26 39 weeks ended January 27, 2024 April 27, 2024 compared to the 26 39 weeks ended January 28, 2023 April 29, 2023 due primarily to the timing of capital expenditures.

Interest expense increased decreased in the 26 39 weeks ended January 27, 2024 April 27, 2024 compared to the 26 39 weeks ended January 28, 2023 April 29, 2023 due primarily to higher lower average outstanding debt balances.

Interest income increased in the 26 39 weeks ended January 27, 2024 April 27, 2024 compared to the 26 39 weeks ended January 28, 2023 April 29, 2023 due primarily to higher interest rates and larger amounts invested in variable rate notes receivable from Wakefern and demand deposits at Wakefern.

The effective income tax rate was 31.5% 31.1% in the 26 39 weeks ended January 27, 2024 April 27, 2024 compared to 30.9% 31.2% in the 26 39 weeks ended January 28, 2023 April 29, 2023.

Village Super Market operates a chain of 34 supermarkets in New Jersey, New York, Maryland and Pennsylvania under the ShopRite and Fairway banners and three Gourmet Garage specialty markets in New York City.

Forward Looking Statements

All statements, other than statements of historical fact, included in this Press Release are or may be considered forward-looking statements within the meaning of federal securities law. The Company cautions the reader that there is no assurance that actual results or business conditions will not differ materially from future results, whether expressed, suggested or implied by such forward-looking statements. The Company undertakes no obligation to update forward-looking statements to reflect developments or information obtained after the date hereof. The following are among the principal factors that could cause actual results to differ from the forward-looking statements: general economic conditions; competitive pressures from the Company's operating environment; the ability of the Company to maintain and improve its sales and margins; the ability to attract and retain qualified associates; the availability of new store locations; the availability of capital; the liquidity of the Company; the success of operating initiatives; consumer spending patterns; the impact of changing energy prices; increased

Exhibit 99.1

cost of goods sold, including increased costs from the Company's principal supplier, Wakefern; disruptions or changes in Wakefern's operations; the results of litigation; the results of tax examinations; the results of union contract negotiations; competitive store openings and closings; the rate of return on pension assets; and other factors detailed herein and in the Company's filings with the SEC.

Exhibit 99.1

VILLAGE SUPER MARKET, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share amounts) (Unaudited)

		13 Weeks Ended		26 Weeks Ended			13 Weeks Ended		39 Weeks Ended	
		January 27, 2024	January 28, 2023	January 27, 2024	January 28, 2023		April 27, 2024	April 29, 2023	April 27, 2024	April 29, 2023
Sales	Sales	$ 575,579	$ 563,866	$ 1,111,933	$ 1,083,555	Sales	$ 546,396	$ 529,294	$ 1,658,329	$ 1,612,848
Cost of sales	Cost of sales	412,137	408,987	795,542	779,391	Cost of sales	390,464	378,071	1,186,007	1,157,461
Gross profit	Gross profit	163,442	154,879	316,391	304,164	Gross profit	155,932	151,223	472,322	455,387
Operating and administrative expense	Operating and administrative expense	136,477	130,103	266,769	255,665	Operating and administrative expense	137,650	128,787	404,419	384,452
Depreciation and amortization	Depreciation and amortization	8,523	8,659	17,029	17,205	Depreciation and amortization	8,078	8,392	25,108	25,597
Operating income	Operating income	18,442	16,117	32,593	31,294	Operating income	10,204	14,044	42,795	45,338
Interest expense	Interest expense	(1,046)	(966)	(2,110)	(2,052)	Interest expense	(1,015)	(1,085)	(3,125)	(3,137)
Interest income	Interest income	3,743	2,679	7,568	4,647	Interest income	3,634	3,151	11,202	7,798
Income before income taxes	Income before income taxes	21,139	17,830	38,051	33,889	Income before income taxes	12,823	16,110	50,872	49,999
Income taxes	Income taxes	6,659	5,508	11,985	10,484	Income taxes	3,857	5,093	15,842	15,577
Net income	Net income	$ 14,480	$ 12,322	$ 26,066	$ 23,405	Net income	$ 8,966	$ 11,017	$ 35,030	$ 34,422
Net income per share:	Net income per share:					Net income per share:				

Class A common stock:	Class A common stock:					Class A common stock:				
Basic	Basic	$ 1.09	$ 0.95	$ 1.95	$ 1.80	Basic	$ 0.67	$ 0.84	$ 2.63	$ 2.64
Diluted	Diluted	$ 0.97	$ 0.85	$ 1.75	$ 1.61	Diluted	$ 0.60	$ 0.75	$ 2.36	$ 2.36
Class B common stock:	Class B common stock:					Class B common stock:				
Basic	Basic	$ 0.71	$ 0.62	$ 1.27	$ 1.17	Basic	$ 0.44	$ 0.54	$ 1.71	$ 1.71
Diluted	Diluted	$ 0.71	$ 0.62	$ 1.27	$ 1.17	Diluted	$ 0.44	$ 0.54	$ 1.71	$ 1.71
Gross profit as a % of sales	Gross profit as a % of sales	28.40 %	27.47 %	28.45 %	28.07 %	Gross profit as a % of sales	28.54 %	28.57 %	28.48 %	28.23 %
Operating and administrative expense as a % of sales	Operating and administrative expense as a % of sales	23.71 %	23.07 %	23.99 %	23.60 %	Operating and administrative expense as a % of sales	25.19 %	24.33 %	24.39 %	23.84 %

Exhibit 99.1

VILLAGE SUPER MARKET, INC.
RECONCILIATION OF NON-GAAP MEASURE
(In thousands) (Unaudited)

The following tables reconciles Net income to Adjusted net income and Operating and administrative expenses to Adjusted operating and administrative expenses:

	13 Weeks Ended		39 Weeks Ended	
	April 27, 2024	April 29, 2023	April 27, 2024	April 29, 2023
Net Income	$ 8,966	$ 11,017	$ 35,030	$ 34,422
Adjustments to Operating Expenses:				
Store pre-opening costs (1)	$ 907	$ —	$ 907	$ —
Litigation settlement gain (2)	—	(1,200)	—	(1,200)
Adjustments to Income Taxes:				
Tax impact of adjustments to operating expenses	(281)	372	(281)	372
Adjusted net income	$ 9,592	$ 10,189	$ 35,656	$ 33,594
Operating and administrative expenses	$ 137,650	$ 128,787	$ 404,419	$ 384,452
Adjustments to operating and administrative expenses	(907)	1,200	(907)	1,200
Adjusted operating and administrative expenses	$ 136,743	$ 129,987	$ 403,512	$ 385,652
Adjusted operating and administrative expenses as a % of sales	25.03 %	24.56 %	24.33 %	23.91 %

(1) Fiscal 2024 pre-opening costs are associated with opening of the Old Bridge, NJ ShopRite replacement store opened on March 17, 2024.

(2) Fiscal 2023 litigation settlement gains are related to claims associated with the Fairway acquisition and liabilities associated thereto.

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DISCLAIMER

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