

including our CEO and CFO, as appropriate to allow timely decisions regarding required disclosure. Based upon the controls evaluation, our CEO and CFO have concluded that our Disclosure Controls were effective as of June 30, 2024, the end of the period covered by this Quarterly Report. **Changes in Internal Control Over Financial Reporting** Except for the improvements in our internal control over financial reporting to remediate the material weakness described below in **Remediation**, there have been no significant changes in our internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) that occurred during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting. **Remediation** As previously disclosed in Part II, Item 9A of our Annual Report on Form 10-K for the year ended December 31, 2023, we determined a material weakness existed relating to the design, implementation, and monitoring of general information technology controls in the areas of program change management, user access, and segregation of duties for systems supporting certain internal control processes. A Related controls are dependent upon the information derived from the information systems and therefore could have been adversely impacted. Our management, under the oversight of our Audit Committee, has completed the following measures to remediate the material weakness: **Engaged a third-party service provider to advise on the design of our general information technology controls and proper remediation measures.** **Updated and formalized certain information technology policies.** **Implemented software and enhanced controls and procedures relating to program change management, programmer access, and segregation of duties for systems supporting the related internal control processes.** **Developed monitoring controls and protocols that allow us to timely assess the design and operating effectiveness of the new and redesigned controls.** We believe the measures above were effective in remediating the material weakness and improved the effectiveness of our internal control over financial reporting. Our remediation efforts are considered complete as the new and redesigned controls have been operating for a sufficient period, and management has concluded, through testing, that the controls are operating effectively. **Part II. OTHER INFORMATION** **Item 1. Legal Proceedings.** From time to time, we are engaged in legal proceedings in the ordinary course of business. We are not presently party to any legal proceedings the resolution of which we believe would have a material adverse effect on our business, financial condition, operating results or cash flows. **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.** In 1998, our stock repurchase program was established and approved by the Board of Directors. On several occasions since the program's inception, our Board of Directors has increased the number of shares authorized for repurchase under the program. In total, 8.5 million shares have been authorized for repurchase over the life of the program. The table below presents information regarding the repurchases of our common stock in the three-month period ended June 30,

Consolidated Condensed Balance Sheets (Unaudited); (ii) Consolidated Condensed Statements of Earnings and Comprehensive Income (Unaudited); (iii) Consolidated Condensed Statements of Cash Flows (Unaudited); and (iv) Notes to Consolidated Condensed Financial Statements. The cover page of the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2024, formatted in iXBRL (included in Exhibit 101). 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. *Weyco Group, Inc.* *Dated: August 8, 2024* *By:* *Judy Anderson* *Vice President, Chief Financial Officer, and Secretary (Duly Authorized Officer and Principal Financial Officer)* *Exhibit 10.2* *Pursuant to the terms and conditions of the Company's 2024 Incentive Plan (the "Plan"), you have been granted an Incentive Stock Option to purchase _____ shares*

of stock as outlined below. **Granted To:** Employee Name **Grant Date:** mm/dd/yy **Granted:** # **Grant Price:** # **Total Cost to Exercise:** # **Expiration Date:** mm/dd/yy **Vesting Schedule:** # **By** my signature below, I hereby acknowledge receipt of this Grant on the date shown above, which has been issued to me under the terms and conditions of the Plan. I further acknowledge receipt of the copy of the Plan and agree to conform to all the terms and conditions of the Grant and the Plan. **Signature:** Employee Signature

receipt of this Grant on the date shown above, which has been issued to me under the terms and conditions of the Plan. I further acknowledge receipt of the copy of the Plan and agree to conform to all the terms and conditions of the Grant and the Plan. Signature: A _____ A A A A Date: _____ Exhibit 10.4.A. Pursuant to the terms and conditions of the Company's 2024 Incentive Plan (the "Plan"), you have been granted a Restricted Stock Award for _____ shares of stock

as outlined below. **Granted To:** A Employee Name **Granted:** A mm/dd/yyyy **Grant Price:** A ##### **Vesting Schedule:** **By my signature below, I hereby acknowledge receipt of this Grant on the date shown above, which has been issued to me under the terms and conditions of the Plan. I further acknowledge receipt of the copy of the Plan and agree to conform to all the terms and conditions of the Grant and the Plan.** **Signature:** A **Date:** A A A **EXHIBIT**

31.1 CERTIFICATION: I, Thomas W. Florsheim, Jr., certify that: *I have reviewed this quarterly report on Form 10-Q of Weyco Group, Inc.* *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.* *Based on my knowledge, the financial statements, and other financial information included in this report, fairly*

made, nor misleading with respect to any fact stated or to be stated in this Report, based upon 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

financial reporting (as defined in Exchange Act Rules 13a-15(i) and 15d-15(i)) for the registrant and have, as: (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; and (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

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; and (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's "fourth fiscal quarter in

report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's 3rd or 4th fiscal quarter for the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and (5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions); (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial

board of directors (or persons performing the equivalent functions). (a)(1) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and (a)(4) 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. (a)(1) (a)(4) Dated: August 8, 2024/s/ Thomas W. Florsheim, Jr. (a)(4) Thomas W. Florsheim, Jr. (a)(4) Chief Executive Officer (a)(4) EXHIBIT 31.2 CERTIFICATION (a)(4) Judy Anderson, certify that (a)(4). I have reviewed this quarterly report on Form 10-Q

Florschtein, Jr., ac: Thomas W. Florschtein, Jr. as Chief Executive Officer ac: EXHIBIT ST. CERTIFICATION ac: Judy Anderson, certifying that: I have reviewed this quarterly report on Form 10-Q of Weyco Group, Inc.; ac: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; ac: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

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; *at 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: *at 4* (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,

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

financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; at (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 at (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

registrant's "most recent fiscal quarter (the registrant's "fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and (5) the registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions). (b) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process

and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and (d) 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. *dated: August 8, 2004* /s/ Judy Anderson/Judy Anderson/Cheif Financial Officer/EXHIBIT 32CERTIFICATION OF PERIODIC FINANCIAL REPORTS/S/We, Thomas W. Florschuetz, Jr., Chief Executive Officer, and Judy Anderson, Chief Financial Officer, of Wexco Group, Inc. each certifying pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

REPORTS We, Thomas W. Florschheim, Jr., Chief Executive Officer, and Judy Anderson, Chief Financial Officer, of Weyco Group, Inc. each certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of our knowledge: (1) The Periodic Report on Form 10-Q for the quarter ended June 30, 2024 (the <u>Periodic Report</u></u>), to which this statement is an exhibit 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 Periodic Report fairly presents, in all material respects, the financial condition and results of operations of Weyco Group, Inc. <u>Dated: August 8, 2024 /s/ Thomas W. Florschheim, Jr. </u><u>Thomas W. Florschheim, Jr.</u></u> Chief Executive Officer

respects, the financial condition and results of operations of Weyco Group, Inc. dated August 8, 2024/s/ Thomas W. Florsheim, Jr. Chief Executive Officer/s/ Judy Anderson, Chief Financial Officer. A signed original of this written statement required by Section 906, or other documents authenticating, acknowledging, or otherwise adopting the signature that appears in type form within the electronic version of this written statement required by Section 906, has been provided to Weyco Group, Inc. and will be retained by Weyco Group, Inc. and furnished to the Securities and Exchange Commission on its staff upon request.

Group, Inc. and will be retained by Weyco Group, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.