
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 10-Q

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

For the quarterly period ended June 1, 2024

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

For the transition period from _____ to _____

Commission File Number: 0-6365

APOGEE ENTERPRISES, INC.

(Exact name of registrant as specified in its charter)

Minnesota

(State or other jurisdiction of incorporation or organization)

41-0919654

(I.R.S. Employer Identification No.)

4400 West 78th Street, Suite 520

Minneapolis

Minnesota

55435

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (952) 835-1874

Not Applicable

(Former name, former address and former fiscal year, if changed since last report)

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

Title of each class

Trading Symbol(s)

Name of each exchange on which registered

Common stock, par value \$0.33 1/3 per share

APOG

The Nasdaq Stock Market

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

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

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

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

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

As of July 5, 2024, 21,933,163 shares of the registrant's common stock, par value \$0.33 1/3 per share, were outstanding.

APOGEE ENTERPRISES, INC. AND SUBSIDIARIES

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

CONSOLIDATED BALANCE SHEETS

(In thousands, except stock data)	<i>(Unaudited)</i>	
	June 1, 2024	March 2, 2024
Assets		
Current assets		
Cash and cash equivalents	\$ 30,363	\$ 37,216
Receivables, net	183,270	173,557
Inventories, net	80,495	69,240
Contract assets	43,957	49,502
Other current assets	34,417	29,124
Total current assets	372,502	358,639
Property, plant and equipment, net of accumulated depreciation of \$ 452,711 and \$445,017	242,292	244,216
Operating lease right-of-use assets	38,726	40,221
Goodwill	129,042	129,182
Intangible assets, net	64,981	66,114
Other non-current assets	41,436	45,692
Total assets	\$ 888,979	\$ 884,064
Liabilities and Shareholders' Equity		
Current liabilities		
Accounts payable	\$ 82,841	\$ 84,755
Accrued compensation and benefits	28,900	53,801
Contract liabilities	36,377	34,755
Operating lease liabilities	12,090	12,286
Other current liabilities	66,895	59,108
Total current liabilities	227,103	244,705
Long-term debt	77,000	62,000
Non-current operating lease liabilities	30,462	31,907
Non-current self-insurance reserves	30,859	30,552
Other non-current liabilities	43,600	43,875
Commitments and contingent liabilities (Note 6)		
Shareholders' equity		
Junior preferred stock of \$1.00 par value; authorized 200,000 shares; zero issued and outstanding	—	—
Common stock of \$0.33-1/3 par value; authorized 50,000,000 shares; issued and outstanding 21,936,674 and 22,089,265, respectively	7,312	7,363
Additional paid-in capital	153,002	152,818
Retained earnings	348,651	340,375
Accumulated other comprehensive loss	(29,010)	(29,531)
Total shareholders' equity	479,955	471,025
Total liabilities and shareholders' equity	\$ 888,979	\$ 884,064

See accompanying notes to consolidated financial statements.

CONSOLIDATED RESULTS OF OPERATIONS

(Unaudited)

<i>(In thousands, except per share data)</i>	Three Months Ended	
	June 1, 2024	May 27, 2023
Net sales	\$ 331,516	\$ 361,713
Cost of sales	232,661	268,727
Gross profit	98,855	92,986
Selling, general and administrative expenses	57,474	59,219
Operating income	41,381	33,767
Interest expense, net	450	2,036
Other (income) expense, net	(143)	288
Earnings before income taxes	41,074	31,443
Income tax expense	10,063	7,867
Net earnings	\$ 31,011	\$ 23,576
Basic earnings per share	\$ 1.42	\$ 1.08
Diluted earnings per share	\$ 1.41	\$ 1.05
Weighted average basic shares outstanding	21,823	21,883
Weighted average diluted shares outstanding	22,061	22,386

See accompanying notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE EARNINGS

(Unaudited)

<i>(In thousands)</i>	Three Months Ended	
	June 1, 2024	May 27, 2023
Net earnings	\$ 31,011	\$ 23,576
Other comprehensive earnings:		
Unrealized (loss) gain on marketable securities, net of \$(1) and \$33 of tax (benefit) expense, respectively	(6)	121
Unrealized gain (loss) on derivative instruments, net of \$ 364 and \$(121) of tax expense (benefit), respectively	1,196	(397)
Foreign currency translation adjustments	(669)	435
Other comprehensive earnings	521	159
Total comprehensive earnings	\$ 31,532	\$ 23,735

See accompanying notes to consolidated financial statements.

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CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

(In thousands)	Three Months Ended	
	June 1, 2024	May 27, 2023
Operating Activities		
Net earnings	\$ 31,011	\$ 23,576
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation and amortization	9,976	10,282
Share-based compensation	2,704	2,178
Deferred income taxes	3,466	(165)
Loss (gain) on disposal of property, plant and equipment	22	(27)
Non-cash lease expense	2,895	2,714
Other, net	(925)	(432)
Changes in operating assets and liabilities:		
Receivables	(9,845)	(13,476)
Inventories	(11,337)	(2,068)
Contract assets	5,511	14,368
Accounts payable	(1,871)	(8,390)
Accrued compensation and benefits	(24,850)	(13,312)
Contract liabilities	1,648	8,158
Operating lease liability	(3,007)	(3,101)
Accrued income taxes	6,535	7,590
Other current assets and liabilities	(6,480)	(6,608)
Net cash provided by operating activities	5,453	21,287
Investing Activities		
Capital expenditures	(7,229)	(7,398)
Proceeds from sales of property, plant and equipment	40	66
Purchases of marketable securities	(740)	—
Sales/maturities of marketable securities	600	400
Net cash used by investing activities	(7,329)	(6,932)
Financing Activities		
Proceeds from revolving credit facilities	30,000	105,852
Repayments on revolving credit facilities	(15,000)	(105,000)
Repurchase of common stock	(15,061)	(5,193)
Dividends paid	—	(5,245)
Other, net	(4,865)	(1,677)
Net cash used by financing activities	(4,926)	(11,263)
Effect of exchange rates on cash	(51)	77
(Decrease) increase in cash and cash equivalents	(6,853)	3,169
Cash and cash equivalents at beginning of period	37,216	21,473
Cash and cash equivalents at end of period	\$ 30,363	\$ 24,642
Non-cash Activity		
Capital expenditures in accounts payable	\$ 472	\$ 2,115
Dividends declared but not yet paid	\$ 5,409	—

See accompanying notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(Unaudited)

(In thousands)	Common Shares Outstanding	Accumulated Other Comprehensive (Loss) Income					Total Shareholders' Equity
		Common Stock at Par Value	Additional Paid- In Capital	Retained Earnings			
Balance at March 2, 2024	22,089	\$ 7,363	\$ 152,818	\$ 340,375	\$ (29,531)	\$ 471,025	
Net earnings	—	—	—	31,011	—	31,011	
Other comprehensive income, net of tax	—	—	—	—	521	521	
Issuance of stock, net of cancellations	170	57	(57)	—	—	—	
Share-based compensation	—	—	2,704	—	—	2,704	
Share repurchases	(242)	(81)	(1,860)	(13,120)	—	(15,061)	
Other share retirements	(80)	(27)	(603)	(4,206)	—	(4,836)	
Declared dividends	—	—	—	(5,409)	—	(5,409)	
Balance at June 1, 2024	21,937	\$ 7,312	\$ 153,002	\$ 348,651	\$ (29,010)	\$ 479,955	

(In thousands)	Common Shares Outstanding	Accumulated Other Comprehensive (Loss) Income					Total Shareholders' Equity
		Common Stock at Par Value	Additional Paid- In Capital	Retained Earnings			
Balance at February 25, 2023	22,224	\$ 7,408	\$ 146,816	\$ 273,740	\$ (31,556)	\$ 396,408	
Net earnings	—	—	—	23,576	—	23,576	
Other comprehensive income, net of tax	—	—	—	—	159	159	
Issuance of stock, net of cancellations	155	52	13	(9)	—	56	
Share-based compensation	—	—	2,178	—	—	2,178	
Share repurchases	(120)	(40)	(829)	(4,324)	—	(5,193)	
Other share retirements	(40)	(14)	(281)	(1,438)	—	(1,733)	
Cash dividends	—	—	—	(5,245)	—	(5,245)	
Balance at May 27, 2023	22,219	\$ 7,406	\$ 147,897	\$ 286,300	\$ (31,397)	\$ 410,206	

See accompanying notes to consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

1. Summary of Significant Accounting Policies

Basis of presentation

The consolidated financial statements of Apogee Enterprises, Inc. (we, us, our or the Company) have been prepared in accordance with accounting principles generally accepted in the United States (U.S. GAAP). The information included in this Form 10-Q should be read in conjunction with the Company's Form 10-K for the year ended March 2, 2024. We use the same accounting policies in preparing quarterly and annual financial statements. All adjustments necessary for a fair presentation of quarterly and year to date operating results are reflected herein and are of a normal, recurring nature. The results of operations for the three-month period ended June 1, 2024 are not necessarily indicative of the results to be expected for the full year.

New accounting standards

In November 2023, the Financial Accounting Standards Board (FASB) issued ASU 2023-07, Improvements to Reportable Segment Disclosures, which expands the required disclosure for reportable segments. This guidance requires entities to disclose significant segment expenses and other segment items on an annual and interim basis and to provide in interim periods all segment disclosures which are currently required annually. This ASU additionally requires entities to disclose the title and position of the individual or the name of the group or committee identified as its chief operating decision-maker. Such guidance, which is required to be applied retrospectively, is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, although early adoption is permitted. While the adoption of this ASU will not have an impact on our financial position and/or results of operations, we are currently evaluating the impact to our segment disclosures for the year ended March 1, 2025 and future interim periods.

In December 2023, the FASB issued ASU 2023-09, Improvements to Income Tax Disclosures, intended to enhance the transparency and decision-usefulness of income tax disclosures. Such guidance requires entities to provide additional information within their income tax rate reconciliation, including further disclosure of federal, state, and foreign income taxes and to provide more details about these reconciling items if a quantitative threshold is met. This guidance additionally requires expanded disclosure of income taxes paid, including amounts paid for federal, state, and foreign taxes. This ASU, which is required to be applied prospectively, is effective for fiscal years beginning after December 15, 2024, although early adoption and retrospective application is permitted. While the adoption of this ASU will not have an impact on our financial position and/or results of operations, we are currently evaluating the impact on our income tax disclosures, including the processes and controls around the collection of this information.

2. Revenue, Receivables and Contract Assets and Liabilities

Revenue

The following table disaggregates total revenue by timing of recognition (see Note 12 for disclosure of revenue by segment):

(In thousands)	Three Months Ended	
	June 1, 2024	May 27, 2023
Recognized at shipment	\$ 136,722	\$ 152,655
Recognized over time (input method)	116,681	123,381
Recognized over time (output method)	78,113	85,677
Total	\$ 331,516	\$ 361,713

Receivables

Receivables reflected in the financial statements represent the net amount expected to be collected. An allowance for credit losses is established based on expected losses. Expected losses are estimated by reviewing individual accounts, considering aging, financial condition of the debtor, recent payment history, current and forecasted economic conditions and other relevant factors. Upon billing, aging of receivables is monitored until collection. An account is considered current when it is within agreed upon payment terms. An account is written off when it is determined that the asset is no longer collectible.

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(In thousands)	June 1, 2024	March 2, 2024
Trade accounts	\$ 112,266	\$ 115,061
Construction contracts	73,720	61,879
Total receivables	185,986	176,940
Less: allowance for credit losses	2,716	3,383
Receivables, net	\$ 183,270	\$ 173,557

The following table summarizes the activity in the allowance for credit losses for the three-month period ended:

(In thousands)	June 1, 2024
Beginning balance	\$ 3,383
Reductions to allowance of credit losses	(659)
Foreign currency effects	(8)
Ending balance	\$ 2,716

Contract assets and liabilities

Contract assets consist of retainage, costs and earnings in excess of billings and other unbilled amounts typically generated when revenue recognized exceeds the amount billed to the customer. Retainage on construction contracts represents amounts withheld by our customers on long-term projects until the project reaches a level of completion where amounts are released to us from the customer. Contract liabilities consist of billings in excess of costs and earnings and other deferred revenue on contracts.

The time period between when performance obligations are complete and payment is due is not significant. In certain parts of our business that recognize revenue over time, progress billings follow an agreed-upon schedule of values.

The changes in contract assets and contract liabilities were mainly due to timing of project activity within our businesses that operate under long-term contracts.

Other contract-related disclosures

(In thousands)	Three Months Ended	
	June 1, 2024	May 27, 2023
Revenue recognized related to contract liabilities from prior year-end	\$ 26,530	\$ 22,745
Revenue recognized related to prior satisfaction of performance obligations	3,298	427

Some of our contracts have an expected duration of longer than a year, with performance obligations extending over that time frame. Generally, these contracts are found in our businesses that typically operate with long-term contracts, which recognize revenue over time. The transaction prices associated with unsatisfied performance obligations at June 1, 2024 are expected to be satisfied, and the corresponding revenue to be recognized, over the following estimated time periods:

(In thousands)	June 1, 2024
Within one year	\$ 608,606
Between one and two years	352,707
Beyond two years	109,831
Total	\$ 1,071,144

3. Inventories

Inventories

(In thousands)	June 1, 2024	March 2, 2024
Raw materials	\$ 33,970	\$ 31,363
Work-in-process	16,605	12,291
Finished goods	29,920	25,586
Total inventories, net	\$ 80,495	\$ 69,240

4. Financial Instruments

Marketable securities

Through our wholly-owned insurance subsidiary, Prism Assurance, Ltd. (Prism), we hold the following available-for-sale marketable securities, made up of fixed-maturity investments:

(In thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
June 1, 2024	\$ 11,455	\$ 19	\$ 448	\$ 11,026
March 2, 2024	11,327	15	437	10,905

Prism insures a portion of our general liability, workers' compensation and automobile liability risks using reinsurance agreements to meet statutory requirements. The reinsurance carrier requires Prism to maintain fixed-maturity investments for the purpose of providing collateral for Prism's obligations under the reinsurance agreements.

The amortized cost and estimated fair values of these investments at June 1, 2024, by contractual maturity, are shown below. Expected maturities may differ from contractual maturities, as borrowers may have the right to call or prepay obligations with or without penalty.

(In thousands)	Amortized Cost	Estimated Fair Value
Due within one year	\$ 3,625	\$ 3,608
Due after one year through five years	7,830	7,418
Total	\$ 11,455	\$ 11,026

Derivative instruments

We use interest rate swaps, currency put options, and forward purchase contracts to manage risks generally associated with foreign exchange rate, interest rate and commodity price fluctuations. The information that follows explains the various types of derivatives and financial instruments we use, how such instruments are accounted for, and how such instruments impact our financial position and performance.

In fiscal 2020, we entered into an interest rate swap to hedge exposure to variability in cash flows from interest payments on our floating-rate revolving credit facility. As of June 1, 2024, the interest rate swap contract had a notional value of \$30.0 million and has a maturity date of February 5, 2026.

We periodically enter into forward purchase contracts and/or fixed/floating swaps to manage the risk associated with fluctuations in aluminum prices and fluctuations in foreign exchange rates. These contracts generally have an original maturity date of less than one year. As of June 1, 2024, we held aluminum purchase contracts and foreign exchange option contracts with U.S. dollar notional values of \$4.7 million and \$0.7 million, respectively.

The mark to market adjustments on these derivative instruments are recorded within our consolidated balance sheets within other current assets and other current liabilities. Gains or losses associated with these instruments are recorded as a component of accumulated other comprehensive loss until which time the hedged transaction is settled and gains or losses are reclassified to net earnings.

Fair value measurements

Financial assets and liabilities are classified in the fair value hierarchy based on the lowest level input that is significant to the fair value measurement: Level 1 (unadjusted quoted prices in active markets for identical assets or liabilities); Level 2 (observable market inputs, other than quoted prices included in Level 1); and Level 3 (unobservable inputs that cannot be corroborated by observable market data). We do not have any Level 3 financial assets or liabilities.

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(In thousands)	Quoted Prices in Active Markets (Level 1)	Other Observable Inputs (Level 2)	Total Fair Value
June 1, 2024			
Assets:			
Money market funds	\$ 23,874	\$ —	\$ 23,874
Municipal and corporate bonds	—	11,026	11,026
Interest rate swap contract	—	1,336	1,336
Aluminum hedging contract	—	386	386
March 2, 2024			
Assets:			
Money market funds	\$ 26,529	\$ —	\$ 26,529
Municipal and corporate bonds	—	10,905	10,905
Foreign currency forward/option contract	—	3	3
Interest rate swap contract	—	1,292	1,292
Liabilities:			
Aluminum hedging contract	—	529	529

5. Debt

As of June 1, 2024, we had a committed revolving credit facility with Wells Fargo Bank, N.A. as administrative agent, and other lenders (U.S. credit facility) with maximum borrowings of up to \$385 million and a maturity date of August 5, 2027. Outstanding borrowings under the revolving credit facility were \$65.0 million and \$50.0 million as of June 1, 2024 and March 2, 2024, respectively.

We also maintain two Canadian committed, revolving credit facilities with the Bank of Montreal totaling \$ 25.0 million USD (Canadian facilities). The Canadian facilities expire annually in February, but can be renewed each year solely at our discretion until August 2027. Therefore, we have classified all outstanding amounts under these facilities as long-term debt within our consolidated balance sheets. As of June 1, 2024 and March 2, 2024, we had no outstanding borrowings under these Canadian facilities.

Our revolving credit facilities contain two maintenance financial covenants that require us to stay below a maximum debt-to-EBITDA ratio of 3.25 and maintain a minimum ratio of EBITDA-to-interest expense of 3.00. Both ratios are computed quarterly, with EBITDA calculated on a rolling four-quarter basis. At June 1, 2024, we were in compliance with both financial covenants.

The revolving credit facilities also contain an acquisition holiday. In the event we make an acquisition for which the purchase price is greater than \$ 75 million, we can elect to increase the maximum debt-to-EBITDA ratio to 3.75 for a period of four consecutive fiscal quarters, commencing with the fiscal quarter in which a qualifying acquisition occurs. No more than two acquisition "holidays" can occur during the term of the facility, and at least two fiscal quarters must separate qualifying acquisitions.

Borrowings under the credit facilities bear floating interest at either the Base Rate or Term Secured Overnight Financing Rate (SOFR), or, in the case of the Canadian facilities, Canadian Overnight Repo Rate Average (CORRA) plus, in each a margin based on the Leverage Ratio (as defined in the Credit Agreements). For Base Rate borrowings, the margin ranges from 0.125% to 0.75%. For Term SOFR and CORRA borrowings, the margin ranges from 1.125% to 1.75%, with an incremental Term SOFR and CORRA adjustment of 0.10% and 0.29547%, respectively.

The U.S. credit facility also contains an "accordion" provision. Under this provision, we can request that the facility be increased by as much as \$200.0 million. Any lender may elect or decline to participate in the requested increase at their sole discretion.

At June 1, 2024, we had a total of \$ 15.0 million of ongoing letters of credit related to industrial revenue bonds, construction contracts and insurance collateral that expire in fiscal years 2026 through 2032 and reduce borrowing capacity under the revolving credit facility. As of June 1, 2024, the amount available for revolving borrowings was \$305.0 million and \$25.0 million under the U.S. credit facility and Canadian facilities, respectively.

At June 1, 2024, debt included \$12.0 million of industrial revenue bonds that mature in fiscal years 2036 through 2043.

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The fair value of our U.S. credit facility, Canadian credit facilities and industrial revenue bonds approximated carrying values at June 1, 2024, and would be classified as Level 2 within the fair value hierarchy described in Note 4, due to the variable interest rates on these instruments.

(In thousands)	June 1, 2024	May 27, 2023
Interest on debt	\$ 1,174	\$ 2,510
Interest rate swap gain	(236)	(267)
Other interest expense	21	28
Interest income	\$ (509)	\$ (235)
Interest expense, net	\$ 450	\$ 2,036

Interest payments under the U.S. and Canadian credit facilities were \$ 1.1 million and \$2.4 million for the three months ended June 1, 2024 and May 27, 2023, respectively.

6. Commitments and Contingent Liabilities

Bond commitments

In the ordinary course of business, predominantly in our Architectural Services and Architectural Framing Systems Segments, we are required to provide surety or performance bonds that commit payments to our customers for any non-performance. At June 1, 2024, \$1.3 billion of these types of bonds were outstanding, of which \$434.7 million is in our backlog. These bonds have expiration dates that align with completion of the sales order or contract. We have never been required to make payments under surety or performance bonds with respect to our existing businesses.

Warranty and project-related contingencies

We reserve estimated exposures on known claims, as well as on a portion of anticipated claims, for product warranty and rework cost, based on historical product liability claims as a ratio of sales. Claim costs are deducted from the accrual when paid. Factors that could have an impact on these accruals in any given period include the following: changes in manufacturing quality, changes in product mix, and any significant changes in sales volume.

(In thousands)	Three Months Ended
	June 1, 2024
Balance at beginning of period	\$ 21,362
Additional accruals	2,399
Claims paid	(3,529)
Balance at end of period	\$ 20,232

Additionally, we are subject to project management and installation-related contingencies as a result of our fixed-price material supply and installation service contracts, primarily in our Architectural Services Segment and in certain parts of our Architectural Framing Systems Segment. We manage the risk of these exposures through contract negotiations, proactive project management and insurance coverages.

Letters of credit

At June 1, 2024, we had \$ 15.0 million of ongoing letters of credit, all of which have been issued under our committed revolving credit facility, as discussed in Note 5.

Purchase obligations

Purchase obligations for raw material commitments and capital expenditures totaled \$ 17.9 million as of June 1, 2024.

New Markets Tax Credit (NMTC) transactions

We have two outstanding NMTC arrangements which help to support operational expansion. Proceeds received from investors on these transactions are included within other non-current liabilities in our consolidated balance sheets. The NMTC arrangements are subject to 100 percent tax credit recapture for a period of seven years from the date of each respective transaction. Upon the termination of each arrangement, these proceeds will be recognized in earnings in exchange for the transfer of tax credits. The direct and incremental costs incurred in structuring these arrangements have been deferred and are included in other non-current assets in our consolidated balance sheets. These costs will be recognized in conjunction with the recognition of the related proceeds on each arrangement. During the construction phase or for working capital purposes for each

project, we are required to hold cash dedicated to fund each project, which is classified as restricted cash in our consolidated balance sheets. As a result of the structure of these transactions, variable-interest entities were created. As the other investors in these programs do not have a material interest in the entities' underlying economics, we include 100% of the results of the variable-interest entities in our consolidated financial statements.

The table below provides a summary of estimated benefits related to our outstanding NMTC transactions (in thousands):

Inception date	Termination date	Deferred Benefit	Deferred costs	Net benefit
May 2022 ⁽¹⁾	August 2025	\$ 6,052	\$ 1,604	\$ 4,448
September 2018	September 2025	\$ 3,198	\$ 1,031	\$ 2,167
Total		\$ 9,250	\$ 2,635	\$ 6,615

(1) Continuation of the August 2018 NMTC financing transaction

Litigation

The Company is a party to various legal proceedings incidental to its normal operating activities. In particular, like others in the construction supply and services industry, the Company is routinely involved in various disputes and claims arising out of construction projects, sometimes involving significant monetary damages or product replacement. We have in the past and are currently subject to product liability and warranty claims, including certain legal claims related to a commercial sealant product formerly incorporated into our products. In December 2022, the claimant in an arbitration of one such claim was awarded \$20 million. The Company has appealed the award and believes, after taking into account all currently available information, including the advice of counsel and the likelihood of available insurance coverage, that this award will not have a material adverse effect on the Company's business, financial condition, results of operations or cash flows. The Company is also subject to litigation arising out of areas such as employment practices, workers compensation and general liability matters. Although it is very difficult to accurately predict the outcome of any such proceedings, facts currently available indicate that no matters will result in losses that would have a material adverse effect on the results of operations, cash flows or financial condition of the Company.

7. Supplier Finance Program Obligations

In the first quarter of fiscal 2024, we implemented a supplier financing arrangement that enables our suppliers, at their sole discretion, to sell our receivables (i.e., our payment obligations to the suppliers) on a non-recourse basis in order to be paid earlier than our payment terms provide. Our suppliers' voluntary inclusion of invoices in the supplier financing arrangement has no bearing on our payment terms, the amounts we pay, or our liquidity. We have no economic interest in a supplier's decision to participate in the supplier financing program, and we do not provide any guarantees in connection with it. These balances are reflected in accounts payable in the consolidated balance sheets and are reflected in net cash provided by operating activities in our consolidated statements of cash flows when settled.

The following table summarizes the obligation activity and outstanding balances as of June 1, 2024 and March 2, 2024 that we have confirmed as valid to the administrators of our program:

(In thousands)	June 1, 2024	March 2, 2024
Balance at beginning of period	\$ 6,527	\$ —
Obligations added to the program	10,342	33,133
Obligations settled	(10,666)	(26,606)
Balance at end of period	\$ 6,203	\$ 6,527

8. Shareholders' Equity

We declared dividends totaling \$5.4 million (\$0.25 per share) in the first three months of fiscal 2025, compared to dividends paid of \$ 5.2 million (\$0.24 per share) in the comparable prior year period.

During fiscal 2004, the Board of Directors authorized a share repurchase program allowing us to repurchase shares of our outstanding common stock, with subsequent increases in authorization. During the three-months ended June 1, 2024, we repurchased 241,573 shares under the program, for a total cost of \$15.1 million, inclusive of the applicable excise tax. During the three-months ended May 27, 2023, we repurchased 119,916 shares under the program, for a total cost of \$5.2 million. We have repurchased a total of 11,518,090 shares, at a total cost of \$ 408.5 million, since the inception of this program in fiscal 2004. We have remaining authority to repurchase 2,731,910 shares under this program, which has no expiration date. We may also elect to repurchase additional shares of common stock under our authorization, subject to limitations contained in our debt

agreements and based upon our assessment of a number of factors, including share price, trading volume and general market conditions, working capital requirements, general business conditions, financial conditions, any applicable contractual limitations, and other factors, including alternative investment opportunities. We may finance share repurchases with available cash, additional debt or other sources of financing.

9. Share-Based Compensation

As part of our compensation structure, we grant stock-based compensation awards to certain employees and non-employee directors during the fiscal year. These awards may be in the form of incentive stock options (to employees only), nonstatutory options, or nonvested share awards and units, all of which are granted at a price or with an exercise price equal to the fair market value of the Company's stock at the date of award, unless the date of the award is on a day the Nasdaq Stock Market is not open for trading, then the exercise price shall equal the fair market value on the most recent preceding date when such market is open.

The table below sets forth the number of stock-based compensation awards granted during the three-months ended June 1, 2024, along with the weighted average grant date fair value:

Awards	Number of Awards	Weighted Average Grant Date Fair Value
Restricted stock awards and restricted stock units ⁽¹⁾	91,957	\$ 62.25
Performance share units ⁽²⁾	35,332	\$ 62.53

(1) Represent service condition awards which generally vest over a two- or three-year period.

(2) Represent performance condition awards with the grant equal to the target number of performance shares based on the share price at grant date. These grants allow for the right to receive a variable number of shares, between 0% and 200% of target, dependent on being employed at the end of the performance period and achieving defined performance goals for average return on invested capital and cumulative earnings per share.

Total share-based compensation expense included in the results of operations was \$ 2.7 million for the three-month period ended June 1, 2024, and \$ 2.2 million for the three-month period ended May 27, 2023.

At June 1, 2024, there was \$ 10.6 million of total unrecognized compensation cost related to nonvested share and nonvested share unit awards, which is expected to be recognized over a weighted average period of approximately 19 months. The total fair value of shares vested during the three-months ended June 1, 2024 was \$ 9.0 million.

10. Income Taxes

We file income tax returns in the U.S. federal jurisdiction, various U.S. state and local jurisdictions, Canada, Brazil and other international jurisdictions. We are no longer subject to U.S. federal tax examinations for years prior to fiscal 2021, or state and local income tax examinations for years prior to fiscal 2015. We are not currently under U.S. federal examination for years subsequent to fiscal year 2020, and there is very limited audit activity of our income tax returns in U.S. state jurisdictions or international jurisdictions.

For interim periods, our income tax expense and resulting effective tax rate are based upon an estimated annual effective tax rate adjusted for the effects of items required to be treated as discrete to the period, including changes in tax laws, changes in estimated exposures for uncertain tax positions and other items. Income tax expense as a percentage of earnings before income tax was 24.5%, compared to 25.0% for the same period last year. The decrease in the effective tax rate was primarily due to a decrease in tax expense for discrete items, partially offset by an increase in non-deductible executive compensation expense.

The total liability for unrecognized tax benefits was \$ 5.6 million at June 1, 2024 compared to \$ 5.1 million at March 2, 2024, respectively. Penalties and interest related to unrecognized tax benefits are recorded in income tax expense.

11. Earnings per Share

The following table presents a reconciliation of the share amounts used in the computation of basic and diluted earnings per share (diluted EPS):

(In thousands)	Three Months Ended	
	June 1, 2024	May 27, 2023
Basic earnings per share – weighted average common shares outstanding	21,823	21,883
Weighted average effect of nonvested share grants and assumed exercise of stock options	238	503
Diluted earnings per share – weighted average common shares and potential common shares outstanding	22,061	22,386
Stock awards excluded from the calculation of earnings per share because the effect was anti-dilutive (award price greater than average market price of the shares)	87	229

12. Business Segment Data

We have four reporting segments:

- The **Architectural Framing Systems Segment** designs, engineers, fabricates and finishes aluminum window, curtainwall, storefront and entrance systems for the exterior of buildings.
- The **Architectural Glass Segment** coats and fabricates, high-performance glass used in custom window and wall systems on non-residential buildings.
- The **Architectural Services Segment** integrates technical services, project management, and field installation services to design, engineer, fabricate, and install building glass and curtainwall systems.
- The **Large-Scale Optical (LSO) Segment** manufactures high-performance glass and acrylic products for the custom framing, fine art, and engineered optics markets.

Segment net sales is defined as net sales for a certain segment and includes revenue related to intersegment transactions. We report net sales intersegment eliminations separately to exclude these sales from our consolidated total. Segment operating income is equal to net sales, less cost of goods sold, selling, general and administrative expenses, and any asset impairment charges associated with the segment. Segment operating income includes operating income related to intersegment sales transactions and excludes certain corporate costs that are not allocated at a segment level. We report these unallocated corporate costs in Corporate and Other. Operating income does not include other income or expense, interest expense or a provision for income taxes.

(In thousands)	Three Months Ended	
	June 1, 2024	May 27, 2023
Segment net sales		
Architectural Framing Systems	\$ 133,172	\$ 164,162
Architectural Glass	86,703	97,202
Architectural Services	99,027	89,418
Large-Scale Optical	21,204	22,456
Intersegment eliminations	(8,590)	(11,525)
Net sales	\$ 331,516	\$ 361,713
Segment operating income (loss)		
Architectural Framing Systems	\$ 18,336	\$ 19,945
Architectural Glass	17,091	16,521
Architectural Services	5,623	(596)
Large-Scale Optical	4,846	5,525
Corporate and Other	(4,515)	(7,628)
Operating income	\$ 41,381	\$ 33,767

Due to the varying combinations and integration of individual window, storefront and curtainwall systems, it is impractical to report product revenues generated by class of product, beyond the segment revenues currently reported.

13. Restructuring

During the fourth quarter of fiscal 2024, we announced strategic actions to further streamline our business operations, enable a more efficient cost model, and better position the Company for profitable growth (referred to as "Project Fortify"). Project Fortify primarily impacts the Architectural Framing Systems Segment and includes:

- Eliminating certain lower-margin product and service offerings, enabling consolidation into a single operating entity.
- Transferring production operations from the Company's facility in Walker, Michigan, to the Company's facilities in Monett, Missouri and Wausau, Wisconsin.
- Simplifying the segment's brand portfolio and commercial model to improve flexibility, better leverage the Company's capabilities, and enhance customer service.

Additionally, the Company has implemented actions to optimize processes and streamline resources in its Architectural Services Segment and Corporate.

The Company expects these actions to be substantially complete by the third quarter of fiscal 2025. The Company now expects to incur approximately \$15.0 million to \$16.0 million of pre-tax charges in connection with Project Fortify leading to annualized cost savings of \$ 12 million to \$14 million. Restructuring charges are expected to include:

- \$6.5 million to \$7.5 million of severance and employee related costs;
- \$1.5 million to \$2.0 million of contract termination costs; and
- \$6.5 million to \$7.0 million of other expenses.

During the first quarter of fiscal 2025, we incurred \$ 1.1 million of pre-tax costs associated with Project Fortify, of which \$ 0.6 million was included within cost of sales and \$0.5 million was included within selling, general and administrative expenses. During the fourth quarter of fiscal 2024, we incurred \$12.4 million of pre-tax costs associated with Project Fortify, of which \$ 5.5 million was included within cost of sales and \$6.9 million was included within selling, general and administrative expenses.

(In thousands)	Architectural Framing	Architectural Services	Corporate & Other	Total
June 1, 2024				
Termination benefits	\$ 302	\$ —	\$ 124	\$ 426
Other restructuring charges	696	—	—	696
Total restructuring charges	\$ 998	\$ —	\$ 124	\$ 1,122

The following table summarizes our restructuring related accrual balances included within accrued payroll and related benefits and other current liabilities in the consolidated balance sheets. All remaining accrual balances are expected to be paid within fiscal 2025.

(In thousands)	Architectural Framing	Architectural Services	Corporate & Other	Total
Balance at March 2, 2024	\$ 2,814	\$ 2,067	\$ 56	\$ 4,937
Restructuring expense	771	—	124	895
Payments	(2,053)	(348)	(50)	(2,451)
Other adjustments	320	—	—	320
Balance at June 1, 2024	\$ 1,852	\$ 1,719	\$ 130	\$ 3,701

The charges presented in the rollforward of our restructuring accruals do not include items charged directly to expense as incurred, as those items are not reflected in accrued payroll and related benefits and other current liabilities in the consolidated balance sheets.

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

Forward-looking statements

This Quarterly Report on Form 10-Q, including the section, Management's Discussion and Analysis of Financial Condition and Results of Operations, contains certain statements that are considered "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These statements reflect our current views with respect to future events and financial performance. Forward-looking statements generally can be identified by the use of forward-looking terminology such as "may," "believe," "expect," "anticipate," "intend," "estimate," "forecast," "project," "should," "will," "continue" or similar words or expressions. All forecasts and projections in this document are "forward-looking statements," and are based on management's current expectations or beliefs of the Company's near-term results, based on current information available pertaining to the Company. From time to time, we may also provide oral and written forward-looking statements in other materials we release to the public, such as press releases, presentations to securities analysts or investors, or other communications by the Company. Any or all of our forward-looking statements in this report and in any public statements we make could be materially different from actual results.

Accordingly, we wish to caution investors that any forward-looking statements made by or on behalf of the Company are subject to uncertainties and other factors that could cause actual results to differ materially from such statements. These uncertainties and other risk factors include, but are not limited to, the risks and uncertainties set forth under "Risk Factors" section of our Annual Report on Form 10-K for the year ended March 2, 2024 and in subsequent filings with the U.S. Securities and Exchange Commission, including this Quarterly Report on Form 10-Q.

We also wish to caution investors that other factors might in the future prove to be important in affecting the Company's results of operations. New factors emerge from time to time; it is not possible for management to predict all such factors, nor can it assess the impact of each such factor on the business or the extent to which any factor, or a combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. We undertake no obligation to update publicly or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Non-GAAP Measures

We have included in this report measures of financial performance that are not defined by U.S. GAAP. We believe that these measures provide useful information and include these measures in other communications to investors. For each of these non-GAAP financial measures, we provide a reconciliation of the differences between the non-GAAP measure and the most directly comparable U.S. GAAP measure (see "Reconciliation of Non-GAAP Financial Measures" in this Item 2 below), and an explanation of why we believe the non-GAAP measure provides useful information to management and investors. These non-GAAP measures should be viewed in addition to, and not in lieu of, the comparable U.S. GAAP measure.

Overview

We are a leading provider of architectural products and services for enclosing buildings, and high-performance glass and acrylic products used in applications for preservation, protection and enhanced viewing. Our four reporting segments are: Architectural Framing Systems, Architectural Glass, Architectural Services and Large-Scale Optical (LSO).

Our enterprise strategy is based on the following three key elements:

1. **Become the economic leader in our target markets.** We are developing a deep understanding of our target markets and aligning our businesses with clear go-to-market strategies to drive value for our customers through differentiated product and service offerings. We are focused on operational execution, driving productivity improvements, and maintaining a competitive cost structure, so that we may bring more value to our customers and improve our own profitability.
2. **Actively manage our portfolio to drive higher margins and returns.** We are shifting our business mix toward higher operating margin offerings in order to improve our return on invested capital performance. We expect to accomplish this by allocating resources to grow our top performing businesses, actively addressing underperforming businesses, and investing to add new differentiated product and service offerings to accelerate our growth and increase margins.
3. **Strengthen our core capabilities.** We are shifting from our historical, decentralized operating model to one with center-led functional expertise that enables us to leverage the scale of the enterprise to better support the needs of the business. In fiscal 2022, we established a Company-wide operating system with common tools and processes based on the foundation of Lean and Continuous Improvement, which we call the "Apogee Management System". Our strategy is supported by a robust talent management program and a commitment to strong governance to ensure compliance and drive sustainable performance.

We set this strategy by developing a deep knowledge of the markets we serve and by gaining extensive input from customers and industry influencers, along with detailed competitive benchmarking. We continually analyze our portfolio of products,

services, and capabilities to identify the best areas for future profitable growth. We also evaluate our operating model to ensure we have the organizational structure and capabilities needed to deliver consistent profitable growth. Through this work, we validate strengths that we can leverage and identify opportunities to improve our performance.

In fiscal 2024, we drove further progress toward our strategic goals and financial targets. We continued the deployment of the Apogee Management System across our business, supporting sustainable cost and productivity improvements. We invested in organic growth initiatives, including capacity expansion in the Large-Scale Optical Segment and geographic growth in the Architectural Services Segment. We increased our focus on differentiated products and services, and continued to diversify the mix of architectural projects that we serve while leaning more heavily into higher, value-added products. We also advanced several initiatives to strengthen our core capabilities, driving the standardization of key business processes and systems, and strengthening talent management and leadership development programs.

The following selected financial data should be read in conjunction with the Company's Form 10-K for the year ended March 2, 2024 and the consolidated financial statements, including the notes to consolidated financial statements, included therein.

Results of Operations

The following tables provide various components of operations as year over year U.S. dollar and percentage change, as well as a percentage of net sales.

(in thousands, except percentages)	Three Months Ended		% Change	% of Net Sales	
	June 1, 2024	May 27, 2023		June 1, 2024	May 27, 2023
Net sales	\$ 331,516	\$ 361,713	(8.3)%	100.0 %	100.0 %
Cost of sales	232,661	268,727	(13.4)	70.2	74.3
Gross profit	98,855	92,986	6.3	29.8	25.7
Selling, general and administrative expenses	57,474	59,219	(2.9)	17.3	16.4
Operating income	41,381	33,767	22.5	12.5	9.3
Interest expense, net	450	2,036	(77.9)	0.1	0.6
Other expense, net	(143)	288	N/M	—	0.1
Earnings before income taxes	41,074	31,443	30.6	12.4	8.7
Income tax expense	10,063	7,867	27.9	3.0	2.2
Net earnings	\$ 31,011	\$ 23,576	31.5 %	9.4 %	6.5 %
Effective tax rate				24.5 %	25.0 %

N/M Indicates calculation not meaningful.

Comparison of First Quarter Fiscal 2025 to First Quarter Fiscal 2024

- Consolidated net sales decreased 8.3%, to \$331.5 million, primarily driven by lower volume.
- Gross margin increased to 29.8%, compared to 25.7%, primarily driven by a more favorable mix of projects in Architectural Services, favorable material costs, lower insurance-related costs, and productivity gains, partially offset by the impact of lower volume and \$0.6 million of restructuring costs associated with Project Fortify.
- Selling, general and administrative (SG&A) expenses decreased \$1.7 million to 17.3% of net sales, compared to 16.4% of net sales. The increase in SG&A as a percentage of sales was primarily due to unfavorable sales leverage, partially offset by lower bad debt expense.
- Operating income grew to \$41.4 million from \$33.8 million, and operating margin increased 320 basis points to 12.5%. The improvement in operating margin was primarily driven by a more favorable mix of projects in Architectural Services, favorable material costs, lower insurance-related costs, productivity gains, and lower bad debt expense, which more than offset the impact of lower volume, \$1.1 million of restructuring costs related to Project Fortify, and unfavorable segment mix. Adjusted operating income grew 25.9% to \$42.5 million, and adjusted operating margin improved to 12.8%.
- Interest expense, net was \$0.5 million, compared to \$2.0 million, primarily driven by lower average debt levels.

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- Income tax expense as a percentage of earnings before income tax was 24.5%, compared to 25.0% for the same period last year. The decrease in the effective tax rate was primarily due to a decrease in tax expense for discrete items, partially offset by an increase in non-deductible executive compensation expense.

Segment Analysis

The following table presents net sales, operating income (loss) and operating margin by segment and consolidated total.

<i>(In thousands, except percentages)</i>	Three Months Ended		
	June 1, 2024	May 27, 2023	% Change
Segment net sales			
Architectural Framing Systems	\$ 133,172	\$ 164,162	(18.9)%
Architectural Glass	86,703	97,202	(10.8)
Architectural Services	99,027	89,418	10.7
Large-Scale Optical	21,204	22,456	(5.6)
Intersegment eliminations	(8,590)	(11,525)	(25.5)
Net sales	\$ 331,516	\$ 361,713	(8.3)%
Segment operating income (loss)			
Architectural Framing Systems	\$ 18,336	\$ 19,945	(8.1)%
Architectural Glass	17,091	16,521	3.5
Architectural Services	5,623	(596)	N/M
Large-Scale Optical	4,846	5,525	(12.3)
Corporate and Other	(4,515)	(7,628)	(40.8)
Operating income	\$ 41,381	\$ 33,767	22.5 %
Segment operating margin			
Architectural Framing Systems	13.8 %	12.1 %	
Architectural Glass	19.7	17.0	
Architectural Services	5.7	(0.7)	
Large-Scale Optical	22.9	24.6	
Corporate and Other	N/M	N/M	
Operating income	12.5 %	9.3 %	

N/M Indicates calculation not meaningful.

Segment net sales is defined as net sales for a certain segment and includes revenue related to intersegment transactions. We report net sales intersegment eliminations separately to exclude these sales from our consolidated total. Segment operating income is equal to net sales, less cost of goods sold, SG&A, and any asset impairment charges associated with the segment. Segment operating income includes operating income related to intersegment sales transactions and excludes certain corporate costs that are not allocated at a segment level. We report these unallocated corporate costs in Corporate and Other. Operating income does not include other income or expense, interest expense or a provision for income taxes.

Architectural Framing Systems

Comparison of First Quarter Fiscal 2025 to First Quarter Fiscal 2024

- Net sales were \$133.2 million, compared to \$164.2 million, primarily reflecting reduced volume due to lower end market demand and the exit of certain lower-margin product lines as part of Project Fortify.
- Operating income was \$18.3 million, or 13.8% of net sales, compared to \$19.9 million, or 12.1% of net sales. The 170 basis point improvement in operating margin was primarily driven by favorable material costs, favorable mix, productivity gains, and lower bad debt expense, partially offset by the impact of lower volume and \$1.0 million of restructuring charges as part of Project Fortify. Adjusted operating income was \$19.3 million, or 14.5% of net sales, compared to \$19.9 million, or 12.1% of net sales.

Architectural Glass

Comparison of First Quarter Fiscal 2025 to First Quarter Fiscal 2024

- Net sales were \$86.7 million, compared to \$97.2 million, reflecting lower volume due to lower end-market demand, partially offset by improved pricing.
- Operating income increased to \$17.1 million, or 19.7% of net sales, compared to \$16.5 million, or 17.0% of net sales. The 270 basis point improvement in operating margin was primarily driven by productivity gains and improved pricing, partially offset by the impact of lower volume.

Architectural Services

Comparison of First Quarter Fiscal 2025 to First Quarter Fiscal 2024

- Net sales were \$99.0 million, compared to \$89.4 million, primarily due to a more favorable mix of projects and increased volume.
- Operating income increased to \$5.6 million, or 5.7% of net sales, compared to an operating loss of \$0.6 million, or (0.7)% of net sales, primarily driven by a more favorable mix of projects.

Large-Scale Optical (LSO)

Comparison of First Quarter Fiscal 2025 to First Quarter Fiscal 2024

- LSO net sales were \$21.2 million, compared to \$22.5 million, primarily reflecting lower volume in the retail channel, partially offset by a more favorable mix.
- Operating income was \$4.8 million, or 22.9% of net sales, compared to \$5.5 million, or 24.6% of net sales. The 170 basis point decline in operating margin primarily reflects the impact of lower volume, partially offset by cost savings and improved mix.

Corporate and Other

Comparison of First Quarter Fiscal 2025 to First Quarter Fiscal 2024

- Corporate and Other expense was \$4.5 million, compared to \$7.6 million, primarily due to lower insurance-related costs.

Backlog

Backlog represents the dollar amount of signed contracts or firm orders, generally as a result of a competitive bidding process, which may be expected to be recognized as revenue in the future. Backlog is most meaningful for Architectural Services due to the longer-term nature of their projects. Backlog is not a term defined under U.S. GAAP and is not a measure of contract profitability. We view backlog as one indicator of future revenues, particularly in our longer-lead time businesses. In addition to backlog, we have a substantial amount of projects with short lead times that book-and-bill within the same reporting period and are not included in backlog.

Architectural Services

As of June 1, 2024, segment backlog was approximately \$866.9 million, compared to approximately \$807.8 million at the end of the prior quarter. The increase in backlog compared to the prior quarter was primarily driven by several large project awards in the current quarter.

Reconciliation of Non-GAAP Financial Measures

Adjusted operating income, adjusted operating margin, adjusted net earnings, adjusted diluted earnings per share (adjusted diluted EPS), adjusted net earnings before interest, taxes, depreciation and amortization (adjusted EBITDA), and adjusted EBITDA margin are supplemental non-GAAP financial measures provided by the Company to assess performance on a more comparable basis from period-to-period by excluding amounts that management does not consider part of core operating results. Management uses these non-GAAP measures as noted below:

- We use adjusted operating income, adjusted operating margin, adjusted net earnings, and adjusted diluted EPS to provide meaningful supplemental information about our operating performance by excluding amounts that are not considered part of core operating results to enhance comparability of results from period to period.
- We believe adjusted EBITDA and adjusted EBITDA margin metrics provide useful information to investors and analysts about our core operating performance.

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These non-GAAP measures should be viewed in addition to, and not as an alternative to, the reported financial results of the Company prepared in accordance with U.S. GAAP. Other companies may calculate these measures differently, thereby limiting the usefulness of the measures for comparison with other companies.

Reconciliation of Non-GAAP Financial Measures
Adjusted Operating Income and Adjusted Operating Margin
 (Unaudited)

<i>(In thousands, except percentages)</i>	Three Months Ended June 1, 2024					
	Architectural Framing Systems	Architectural Glass	Architectural Services	LSO	Corporate and Other	Consolidated
Operating income	\$ 18,336	\$ 17,091	\$ 5,623	\$ 4,846	\$ (4,515)	\$ 41,381
Restructuring costs ⁽¹⁾	998	—	—	—	124	1,122
Adjusted operating income	<u>\$ 19,334</u>	<u>\$ 17,091</u>	<u>\$ 5,623</u>	<u>\$ 4,846</u>	<u>\$ (4,391)</u>	<u>\$ 42,503</u>
Operating margin	13.8 %	19.7 %	5.7 %	22.9 %	N/M	12.5 %
Restructuring costs ⁽¹⁾	0.7 %	— %	— %	— %	N/M	0.3 %
Adjusted operating margin	<u>14.5 %</u>	<u>19.7 %</u>	<u>5.7 %</u>	<u>22.9 %</u>	<u>N/M</u>	<u>12.8 %</u>
Three Months Ended May 27, 2023						
	Architectural Framing Systems	Architectural Glass	Architectural Services	LSO	Corporate and Other	Consolidated
Operating income ⁽²⁾	\$ 19,945	\$ 16,521	\$ (596)	\$ 5,525	\$ (7,628)	\$ 33,767
Operating margin ⁽²⁾	<u>12.1 %</u>	<u>17.0 %</u>	<u>(0.7) %</u>	<u>24.6 %</u>	<u>N/M</u>	<u>9.3 %</u>

(1) Restructuring charges related to Project Fortify, including \$0.4 million of employee termination costs and \$0.7 million of other costs.

(2) For the first quarter of fiscal 2024, we did not make any adjustments to operating income or operating margin as calculated in accordance with U.S. GAAP.

Reconciliation of Non-GAAP Financial Measures
Adjusted Net Earnings and Adjusted Diluted Earnings Per Share
 (Unaudited)

<i>(In thousands, except per share amounts)</i>	Three Months Ended		Diluted per share amounts	
	June 1, 2024	May 27, 2023	June 1, 2024	May 27, 2023
Net earnings	\$ 31,011	\$ 23,576	\$ 1.41	\$ 1.05
Restructuring costs ⁽¹⁾	1,122	—	0.05	—
Income tax impact on above adjustments ⁽²⁾	<u>(275)</u>	<u>—</u>	<u>(0.01)</u>	<u>—</u>
Adjusted net earnings	<u>\$ 31,858</u>	<u>\$ 23,576</u>	<u>\$ 1.44</u>	<u>\$ 1.05</u>
Shares outstanding for EPS			22,061	22,386

(1) Restructuring charges related to Project Fortify, including \$0.4 million of employee termination costs and \$0.7 million of other costs.

(2) Income tax impact calculated using an estimated statutory tax rate of 24.5%, which reflects the estimated blended statutory tax rate for the jurisdictions in which the charge or income occurred.

Reconciliation of Non-GAAP Financial Measures
Adjusted EBITDA and Adjusted EBITDA Margin
(Earnings before interest, taxes, depreciation and amortization)
(Uaudited)

(In thousands)	Three Months Ended	
	June 1, 2024	May 27, 2023
Net earnings	\$ 31,011	\$ 23,576
Income tax expense	10,063	7,867
Interest expense, net	450	2,036
Depreciation and amortization	9,976	10,282
EBITDA	\$ 51,500	\$ 43,761
Restructuring costs ⁽¹⁾	1,122	—
Adjusted EBITDA	\$ 52,622	\$ 43,761
EBITDA Margin	15.5 %	12.1 %
Adjusted EBITDA Margin	15.9 %	12.1 %

(1) Restructuring charges related to Project Fortify, including \$0.4 million of employee termination costs and \$0.7 million of other costs.

Liquidity and Capital Resources

We rely on cash provided by operations for our material cash requirements, including working capital needs, capital expenditures, satisfaction of contractual commitments (including principal and interest payments on our outstanding indebtedness) and shareholder return through dividend payments and share repurchases.

Operating Activities. Net cash provided by operating activities was \$5.5 million for the first three months of fiscal 2025, compared to \$21.3 million in the prior year period. The decrease was primarily driven by increased cash used for working capital requirements and increased cash paid for incentive compensation payments, partially offset by higher earnings.

Investing Activities. Net cash used by investing activities was \$7.3 million for the first three months of fiscal 2025, compared to \$6.9 million in the prior year.

Financing Activities. Net cash used by financing activities was \$4.9 million for the first three months of fiscal 2025, compared to \$11.3 million in the prior year period. The decrease in cash used for financing activities was primarily driven by higher net debt borrowings in the current year period, partially offset by increased share repurchases.

Additional Liquidity Considerations. We periodically evaluate our liquidity requirements, cash needs and availability of debt resources relative to acquisition plans, significant capital plans, and other working capital needs.

As of the end of the first quarter of fiscal 2025, we had a committed revolving U.S. credit facility with maximum borrowings of up to \$385 million, with a maturity date of August 5, 2027, and two Canadian credit facilities totaling \$25 million (USD). At June 1, 2024, we had outstanding borrowings under our U.S. credit facility of \$65.0 million, and no outstanding borrowings under the Canadian credit facilities. We are required to make periodic interest payments on our outstanding indebtedness, and future interest payments will be determined based on the amount of outstanding borrowings and prevailing interest rates during that time.

Our revolving credit facilities contain two maintenance financial covenants that require us to stay below a maximum debt-to-EBITDA ratio of 3.25 and maintain a minimum ratio of EBITDA-to-interest expense of 3.00. Both ratios are computed quarterly, with EBITDA calculated on a rolling four-quarter basis. At June 1, 2024, we were in compliance with both financial covenants (which are identical in all three of our revolving credit facilities).

Our revolving credit facilities also contain an acquisition holiday. In the event we make an acquisition for which the purchase price is greater than \$75 million, we can elect to increase the maximum debt-to-EBITDA ratio to 3.75 for a period of four consecutive fiscal quarters, commencing with the fiscal quarter in which a qualifying acquisition occurs. No more than two acquisition "holidays" can occur during the term of the facility, and at least two fiscal quarters must separate qualifying acquisitions.

Borrowings under the credit facilities bear floating interest at either the Base Rate or Term Secured Overnight Financing Rate (SOFR), or, in the case of the Canadian credit facilities, Canadian Overnight Repo Rate Average (CORRA) plus, in each a margin based on the Leverage Ratio (as defined in the Credit Agreements). For Base Rate borrowings, the margin ranges from 0.125% to 0.75%. For Term SOFR and CORRA borrowings, the margin ranges from 1.125% to 1.75%, with an incremental Term SOFR and CORRA adjustment of 0.10% and 0.29547%, respectively.

The U.S. credit facility also contains an "accordion" provision. Under this provision, we can request that the facility be increased by as much as \$200.0 million. Any lender may elect or decline to participate in the requested increase at their sole discretion.

Additionally, at June 1, 2024, we had a total of \$15.0 million of ongoing letters of credit related to industrial revenue bonds, construction contracts and insurance collateral that expire in fiscal years 2026 through 2032 and reduce borrowing capacity under the U.S. credit facility. As of June 1, 2024, the amount available for revolving borrowings was \$305.0 million and \$25.0 million under the U.S. credit facility and Canadian credit facilities, respectively.

We acquire the use of certain assets through operating leases, such as property, manufacturing equipment, vehicles and other equipment. Future payments for such leases, excluding leases with initial terms of one year or less, were \$43.0 million at June 1, 2024, with \$9.5 million payable during the remainder of fiscal 2025.

As of June 1, 2024, we had \$17.9 million of open purchase obligations, of which payments totaling \$13.4 million are expected to become due during the remainder of fiscal 2025. These purchase obligations primarily relate to raw material commitments and capital expenditures and are not expected to impact future liquidity, as amounts should be recovered through customer billings.

We expect to make contributions of \$0.4 million to our defined-benefit pension plans in fiscal 2025, which will equal or exceed our minimum funding requirements.

As of June 1, 2024, we had reserves of \$5.6 million for unrecognized tax benefits. We are unable to reasonably estimate in which future periods the remaining unrecognized tax benefits will ultimately be settled.

We are required, in the ordinary course of business, to provide surety or performance bonds that commit payments to our customers for any non-performance. At June 1, 2024, \$1.3 billion of these types of bonds were outstanding, of which \$434.7 million is in our backlog. These bonds have expiration dates that align with completion of the purchase order or contract. We have not been required to make any payments under these bonds with respect to our existing businesses.

Due to our ability to generate strong cash from operations and our borrowing capability under our committed revolving credit facilities, we believe that our sources of liquidity will be adequate to meet our short-term and long-term liquidity and capital expenditure needs. In addition, we believe we have the ability to obtain both short-term and long-term debt to meet our financing needs, including additional sources of debt to finance potential acquisitions, for the foreseeable future. We also believe we will be able to operate our business so as to continue to be in compliance with our existing debt covenants over the next fiscal year.

We continually review our portfolio of businesses and their assets and how they support our business strategy and performance objectives. As part of this review, we may acquire other businesses, pursue geographic expansion, take actions to manage capacity and further invest in, divest and/or sell parts of our current businesses.

Related Party Transactions

No material changes have occurred in the disclosure with respect to our related party transactions set forth in our Annual Report on Form 10-K for the fiscal year ended March 2, 2024.

Critical Accounting Policies

There have been no material changes to our critical accounting policies from those disclosed in our Annual Report on Form 10-K for the fiscal year ended March 2, 2024.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Refer to the Company's Annual Report on Form 10-K for the fiscal year ended March 2, 2024 for a discussion of the Company's market risk. There have been no material changes in market risk since March 2, 2024.

Item 4. Controls and Procedures

- a) Evaluation of disclosure controls and procedures: As of the end of the period covered by this report (the Evaluation Date), we carried out an evaluation, under the supervision and with the participation of management, including the Chief Executive Officer and the Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) of the Securities Exchange Act of 1934, as amended (the Exchange Act). Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, as of the Evaluation Date, our disclosure controls and procedures were effective to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in applicable rules and forms, and (ii) accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.
- b) Changes in internal controls: There was no change in the Company's internal control over financial reporting that occurred during the fiscal quarter ended June 1, 2024, that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION**Item 1. Legal Proceedings**

The Company is a party to various legal proceedings incidental to its normal operating activities. In particular, like others in the construction supply and services industry, the Company is routinely involved in various disputes and claims arising out of construction projects, sometimes involving significant monetary damages or product replacement. We have in the past and are currently subject to product liability and warranty claims, including certain legal claims related to a commercial sealant product formerly incorporated into our products. In December 2022, the claimant in an arbitration of one such claim was awarded \$20 million. The Company has appealed the award and believes, after taking into account all currently available information, including the advice of counsel and the likelihood of available insurance coverage, that this award will not have a material adverse effect on the Company's business, financial condition, results of operations or cash flows. The Company is also subject to litigation arising out of areas such as employment practices, workers compensation and general liability matters. Although it is very difficult to accurately predict the outcome of any such proceedings, facts currently available indicate that no matters will result in losses that would have a material adverse effect on the results of operations, cash flows or financial condition of the Company.

Item 1A. Risk Factors

There have been no material changes or additions to our risk factors discussed in our Annual Report on Form 10-K for the fiscal year ended March 2, 2024.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table provides information with respect to purchases made by the Company of its own stock during the first quarter of fiscal 2025:

Period	Total Number of Shares Purchased (a)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (b)	Maximum Number of Shares that May Yet Be Purchased under the Plans or Programs (b)
March 3, 2024 to March 30, 2024	2,362	\$ 56.62	—	2,973,483
March 31, 2024 to April 27, 2024	96,346	60.22	60,128	2,913,355
April 28, 2024 to June 1, 2024	223,933	62.66	181,445	2,731,910
Total	322,641	\$ 61.71	241,573	2,731,910

- (a) The shares in this column represent the total number of shares that were repurchased by us pursuant to our publicly announced repurchase program, plus the shares surrendered to us by plan participants to satisfy withholding tax obligations related to share-based compensation.
- (b) In fiscal 2004, announced on April 10, 2003, the Board of Directors authorized the repurchase of 1,500,000 shares of Company stock. The Board increased the authorization by 750,000 shares, announced on January 24, 2008; by 1,000,000 shares on each of the announcement dates of October 8, 2008, January 13, 2016, January 9, 2018, January 14, 2020, October 7, 2021, and June 22, 2022; and by 2,000,000 shares, on each of the announcement dates of October 3, 2018, January 14, 2022 and October 6, 2023. The repurchase program does not have an expiration date.

Item 5. Other Information

Insider Adoption or Termination of Trading Arrangements

During the three months ended June 1, 2024, none of our directors or officers (as defined in Rule 16a-1(f) of the Exchange Act) adopted or terminated any "Rule 10b5-1 trading arrangement" or any "non-Rule 10b5-1 trading arrangement", as each term is defined in Item 408(c) of Regulation S-K.

Item 6. Exhibits

3.1	Restated Articles of Incorporation. (Incorporated by reference to Exhibit 3.1 to Registrant's Annual Report on Form 10-K for the year ended February 28, 2004.)
3.2	Articles of Amendment to Restated Articles of Incorporation. Incorporated by reference to Exhibit 3.1 to Registrant's Current Report on Form 8-K filed on January 16, 2020.
3.3	Amended and Restated Bylaws of Apogee Enterprises, Inc. Incorporated by reference to Exhibit 3.3 to the Registrant's Quarterly Report on Form 10-Q filed on July 1, 2021.
L0.1	Amended Form of Restricted Stock Agreement under the Apogee Enterprises, Inc. 2019 Stock Incentive Plan, as Amended and Restated (2021). Incorporated by reference to Exhibit 10.2 to Registrant's Current Report on Form 8-K filed on May 7, 2024.
L0.2	Amended Form of Restricted Stock Unit Agreement under the Apogee Enterprises, Inc. 2019 Stock Incentive Plan, as Amended and Restated (2021). Incorporated by reference to Exhibit 10.3 to Registrant's Current Report on Form 8-K filed on May 7, 2024.
L0.3	Executive Equity Deferral Program Under the Apogee Enterprises, Inc. 2019 Stock Incentive Plan dated May 1, 2024. Incorporated by reference to Exhibit 10.7 to Registrant's Current Report on Form 8-K filed on May 7, 2024.
L0.4	Apogee Enterprises, Inc. 2019 Non-Employee Director Stock Plan as Amended and Restated (2024) . Incorporated by reference to Exhibit 4.5 to Apogee's Registration Statement on Form S-8 filed on June 20, 2024.
31.1#	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.
31.2#	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.
32.1#	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2#	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
L01#	The following materials from Apogee Enterprises, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 1, 2024, formatted in iXBRL (Inline Extensible Business Reporting Language): (i) the Consolidated Balance Sheets as of June 1, 2024 and March 2, 2024, (ii) the Consolidated Results of Operations for the three-months ended June 1, 2024 and May 27, 2023, (iii) the Consolidated Statements of Comprehensive Earnings for the three-months ended June 1, 2024 and May 27, 2023, (iv) the Consolidated Statements of Cash Flows for the three-months ended June 1, 2024 and May 27, 2023, (v) the Consolidated Statements of Shareholders' Equity for the three-months ended June 1, 2024 and May 27, 2023, and (vi) Notes to Consolidated Financial Statements.
L04#	Cover Page Interactive Data File (formatted as iXBRL and contained in Exhibit 101) Exhibits marked with a (#) sign are filed herewith.

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.

APOGEE ENTERPRISES, INC.

Date: July 9, 2024

By: /s/ Ty R. Silberhorn

Ty R. Silberhorn
President and Chief Executive Officer
(Principal Executive Officer)

Date: July 9, 2024

By: /s/ Matthew J. Osberg

Matthew J. Osberg
Executive Vice President and Chief Financial Officer
(Principal Financial and Accounting Officer)

CERTIFICATION

I, Ty R. Silberhorn, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Apogee Enterprises, 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 registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 9, 2024

/s/ Ty R. Silberhorn

Ty R. Silberhorn
President and Chief Executive Officer

CERTIFICATION

I, Matthew J. Osberg, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Apogee Enterprises, 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 registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 9, 2024

/s/ Matthew J. Osberg

Matthew J. Osberg
Executive Vice President and Chief Financial Officer

**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 Apogee Enterprises, Inc. (the "Company") on Form 10-Q for the period ended June 1, 2024 as filed with the Securities and Exchange Commission (the "Report"), I, Ty R. Silberhorn, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that based on my knowledge:

- (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/ Ty R. Silberhorn

Ty R. Silberhorn
President and Chief Executive Officer
July 9, 2024

**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 Apogee Enterprises, Inc. (the "Company") on Form 10-Q for the period ended June 1, 2024 as filed with the Securities and Exchange Commission (the "Report"), I, Matthew J. Osberg, Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that based on my knowledge:

- (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/ Matthew J. Osberg

Matthew J. Osberg
Executive Vice President and Chief Financial Officer
July 9, 2024