



# 2024 ANNUAL REPORT

# American Woodmark

**At American Woodmark, we do more than make cabinets. We champion your unique style. We inspire fresh designs and bold possibilities, and celebrate the perfect union of creativity, reliable function, and value.**

At our core is a shared goal - a commitment to help customers build beautiful, comfortable spaces that reflect their idea of home. With our portfolio of brands, we can meet your ambition and bring your vision to life.

Our purpose may seem simple, but the rewards it brings are immeasurable. We're over 8,600 strong, with a proud heritage, a thriving culture, and sustainable growth. Our employees are like family to us, and our products bring joy and peace of mind to homes across the country.

American Woodmark stands for more than making cabinets - we make brighter futures.

## **Creating Value Through People**

Our CITE principles help create the culture that sets us apart.

**Customer Satisfaction** Provide the best quality, service, and value to the greatest number of people by doing whatever is reasonable and sometimes unreasonable.

**Integrity** Do what is right: act fairly and responsibly, care about the dignity of each person and be a good citizen in the community.

**Teamwork** Understand that we must all work together in order to succeed. Realize that each person must contribute to the team to be a part of the team.

**Excellence** Strive to perform every job or action in a superior way. Be innovative, always helping others become the best they can be.



Dear Fellow Shareholders,

During fiscal 2024, our teams delivered net sales of \$1,848 million and grew adjusted EBITDA to \$253 million or 13.7% of net sales. The improvement in the company's performance compared to the prior fiscal year is due to favorable mix, improved efficiencies in the manufacturing platforms and focus throughout the organization to drive operational excellence. We accomplished this with safety as a top priority and delivered an OSHA recordable rate of 1.42 for the fiscal year which is well below the Bureau of Labor Statistics industry averages.

Our teams accomplished a number of key initiatives in fiscal year 2024 in support of our strategy that has three pillars **Growth, Digital Transformation** and **Platform Design** or "**GDP**". Our teams are delivering on the strategy by leveraging American Woodmark's culture and connection with our employees, customers, suppliers, and communities.

With respect to **Growth**, we launched a low-SKU, high value offering in the home centers earlier this calendar year targeting Pro's and expanded that program nationally for our dealer and distribution network. We also launched a new brand to serve our distribution customers – 1951 Cabinetry™.

As part of our **Digital Transformation** journey, we launched our customer relationship management ("CRM") sales solution in the fall and went live on our ERP cloud solution in our new Monterrey, Mexico facility. Planning is underway for the next phase of the ERP implementation in our made-to-stock west coast manufacturing facilities to be completed in fiscal 2025.

Under **Platform Design**, we opened a new facility in Monterrey, Mexico and expanded our Hamlet, North Carolina facility. This investment established a component operation in eastern Mexico and a stock kitchen and bath center of excellence footprint for the eastern US that will deliver additional capacity for our customers.

We continue to execute the mission of the Company to Create Value Through People. We accomplish this through our CITE Principles which represent Customer Satisfaction, Integrity, Teamwork and Excellence. Over the past fiscal year our leadership team developed a training module on the principle of Excellence that we are cascading within the organization that will help deliver on our operational excellence goals.

Looking forward, we remain committed to executing our GDP strategy.

Growth will continue to be realized via product and channel expansion as we continue to evolve our offerings to meet customer needs, while ensuring we maintain a relevant and lean product line. Our upcoming summer launch will help grow our core business, the new distribution brand, 1951 Cabinetry™, will expand our presence in that channel, and we will grow our stock bath and kitchen business through share gains. Despite a near-term slowdown in demand, we believe in the long term growth in net sales and we project that we will grow Adjusted EBITDA to over \$350 million in fiscal 2028.

**Digital Transformation** will bring our Company together and deliver efficiency gains across the enterprise. The expansion of our ERP cloud solution provider into our made-to-stock facilities on the west coast will occur during the fiscal year and scoping the next area of our CRM tool with the service module is underway. We will continue to invest in our online capabilities driving traffic and conversion through our remodel partners.

**Platform Design** across our overall manufacturing and distribution footprint is focused on operational excellence and automation efforts with an emphasis to improve margins and positively impact our customer's overall experience. Work will continue as we ramp our Monterrey, Mexico and Hamlet, North Carolina facilities. Mill equipment continues to be installed at both sites and will continue to ramp up through the first half of the fiscal year. Automation efforts will continue as we have targeted \$75 million in spending over the next five years. Future projects will be focused on our mill, component, and assembly operations.

Our commitment to ESG continues as we positively impact our employees, communities, and key stakeholders. Over the last fiscal year, we invested in solar technology at our Maryland plant and are now able to provide electricity to the grid, completed the retrofit of our facilities to LED lighting and are conducting energy audits in high consumption locations. Reducing waste while recycling materials are key goals of our 2030 sustainability vision and we continue to identify outlets to recycle our waste streams. In addition, the American Woodmark Foundation made over 275 grants totaling over \$650,000 in fiscal 2024 and continues to do make an impact in the communities where we live and work.

In closing, I would like to thank each and every one of our teammates for their commitment and dedication to the success of our business.

On behalf of our Chair, the Board of Directors, the leadership team, and the entire Company, we thank you for your continued support

A handwritten signature in black ink, appearing to read 'M. Scott Culbreth', with a stylized flourish at the end.

M. Scott Culbreth  
President & Chief Executive Officer

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934

For the fiscal year ended April 30, 2024  
or

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: **000-14798**

**American Woodmark Corporation**

(Exact name of registrant as specified in its charter)

**Virginia**

\_\_\_\_\_  
(State or other jurisdiction of incorporation or organization)

**54-1138147**

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

**561 Shady Elm Road, Winchester, Virginia**

\_\_\_\_\_  
(Address of principal executive offices)

**22602**

\_\_\_\_\_  
(Zip Code)

**(540) 665-9100**

(Registrant's telephone number, including area code)

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	AMWD	NASDAQ

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

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes  No

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 (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes  No

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

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to Section 240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

Yes  No

The aggregate market value of the registrant's Common Stock, no par value, held by non-affiliates of the registrant as of October 31, 2023, the last business day of the Company's most recent second quarter was \$1,067,379,515.

As of June 17, 2024, 15,587,458 shares of the Registrant's Common Stock were outstanding.

#### **DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the Registrant's definitive Proxy Statement for the Annual Meeting of Shareholders to be held on August 22, 2024 ("Proxy Statement") are incorporated by reference into Part III of this Form 10-K.

**American Woodmark Corporation**  
**2024 Annual Report on Form 10-K**

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## **PART I**

### **Item 1. BUSINESS**

#### **Our Company**

American Woodmark Corporation ("American Woodmark," the "Company," "we," "our" or "us") was incorporated in 1980 by the four principal managers of the Boise Cascade Cabinet Division through a leveraged buyout of that division. We operated privately until 1986 when we became a public company through a registered public offering of common stock.

From design to installation, we believe we offer a higher level of service than our competitors, serving both national and regional markets with the most relevant options. This makes us the cabinetmaker of choice for many homeowners, builders, designers, dealers, distributors, and retailers across the country. Our customer base is expanding as we build our portfolio of brands and reach new markets beyond kitchen and bath. Aspirational yet grounded, we've embraced an ambitious, strategic vision that will advance us boldly into the future.

Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, proxy statements, and all amendments to those reports are available free of charge on our website, americanwoodmark.com, as soon as reasonably practicable after such material is electronically filed with, or furnished to, the Securities and Exchange Commission. The contents of our website are not, however, part of, or incorporated by reference into, this report.

#### **Our Business**

American Woodmark celebrates the creativity in all of us. With over 8,600 employees and more than a dozen brands, we're one of the nation's largest cabinet manufacturers. From inspiration to installation, we help people find their unique style and turn their home into a space for self-expression. By partnering with major home centers, builders, and independent dealers and distributors, we spark the imagination of homeowners and designers and bring their vision to life. Across our service and distribution centers, our corporate office and manufacturing facilities, you'll always find the same commitment to customer satisfaction, integrity, teamwork, and excellence.

We believe the strength of our culture and connections will deliver profitability through Growth, Digital Transformation, and Platform Design ("GDP"). Our GDP strategy is the lens we use to view our long-term decision-making, enabling growth and profitability through the cycle. Growth will maximize our market opportunity through key initiatives. Digital Transformation will strengthen our goal of becoming "One American Woodmark." Lastly, Platform Design will leverage complexity reduction and operational excellence to drive margin improvement.

#### **Our Products**

We offer a wide variety of products that fall into product lines including kitchen cabinetry, bath cabinetry, office cabinetry, home organization and hardware. Our cabinetry products are available in a variety of designs, finishes and finish colors and door styles.

Made-to-order products are typically constructed with higher grade materials and more options compared to our stock products; and are special ordered from all channels and shipped directly to the home from our factory. Stock products typically have limited SKUs and high volumes; and are primarily sold point-of-sale as "cash and carry products" through home centers. Our kitchen cabinetry and bath cabinetry products are offered across all product categories (made-to-order and stock) while our home organization products are exclusively stock products.

#### **Our Market**

Our products are sold on a national basis across the United States to the remodeling and new home construction markets. We service these markets through three primary channels: home centers, builders, and independent dealers and distributors. We distribute our products to each market channel directly from our assembly plants and through a third party logistics network.

#### **Our Customers**

We serve three main categories of customers: home centers, builders, and independent dealers and distributors.



## ***Home Centers***

Pro business customers, contractors, builders, remodelers, and do-it-yourself homeowners use our products primarily for repair and remodel ("R&R") projects. Products for R&R projects are predominately purchased through home centers such as Home Depot and Lowe's. Due to the market presence, store network and customer reach of these large home centers, our strategy has been to develop long-term strategic relationships with both Home Depot and Lowe's to distribute our products. During the fiscal year ended April 30, 2024 ("fiscal 2024"), Home Depot and Lowe's combined accounted for approximately 41.6% of net sales of the Company. The loss of either Home Depot or Lowe's as a customer would have a material adverse effect on us.

## ***Builders***

The builder business represents a large portion of our overall revenue and has historically been a strategic component of our go-to-market strategy. We serve 19 of the top 20 U.S. builders with a high degree of geographic concentration around major metro areas where single family starts are most robust. We also serve multi-family builders, primarily in the Southwest region of the U.S. Our various service center locations are close to these builders and enable us to deliver exceptional service to our builder partners. During fiscal 2024, builders accounted for approximately 42.4% of net sales of the Company.

## ***Independent Dealers & Distributors***

In 2010, we expanded our business into the independent dealers channel with the launch of the Waypoint Living Spaces® brand. Today, we sell this brand to over 1,500 regional and local dealers across the country. The independent dealer and distributor channel is the largest by volume, characterized by a high degree of entrepreneurship and one that rewards suppliers that deliver great service. Our ability to provide superior value delivered with exceptional service has helped drive our expansion into this channel which will continue to be a strong growth and market share opportunity for us. Within our distributor channel we also sell our newly launched 1951 Cabinetry™ brand through a network of regional distributors who are focused on selling a complete variety of building materials to small and mid-sized builders and contractors within their local markets. 1951 Cabinetry will be sold directly to distributors with a wide range of product offerings. Their styles and finishes will blend both timeless and on-trend designs that are curated to favor individual preferences for a traditional or contemporary feel. The brand maintains a commitment to longevity without compromising the excitement surrounding modern flair. Alongside the launch of 1951 Cabinetry comes 1951 Foundations and 1951 Progressions. 1951 Foundations and 1951 Progressions utilize American Woodmark's Made-to-Stock options to address the market demand for high-quality craftsmanship at an affordable price point with their focused selections of the most popular styles and finishes. During fiscal 2024, independent dealers and distributors accounted for approximately 16.0% of net sales of the Company.

## **Manufacturing, Distribution and Service**

Our manufacturing facilities are strategically located to serve our customers, which enhances our ability to provide high quality, value priced products with low production costs. We manufacture our products across 18 facilities located in Maryland, Indiana, West Virginia, Georgia, Arizona, Kentucky, Virginia, California, Texas, and North Carolina in the United States, and Tijuana and Monterrey, Mexico. We built a new manufacturing facility in Monterrey, Mexico, which began operations in the third quarter of fiscal 2024, and expanded our Hamlet, North Carolina facility. This investment established a component operation in eastern Mexico, and a stock kitchen and bath center of excellence delivering additional capacity for our east coast markets. The geographic distribution of our facilities throughout the United States, together with our third party logistics network for the American Woodmark business and beneficial freight arrangements with home centers, enable us to provide a "short supply chain" to our U.S. customers. The ordering patterns of Home Depot and Lowe's, our two biggest customers, require suppliers to have sufficient manufacturing capacity to meet demand and to serve a large number (frequently hundreds to thousands) of stores. They impose strict logistics and performance criteria on us. The scale and strategic locations of our manufacturing facilities help us to meet these demands of the home center customers, as well as provide a logistics platform that we can leverage for builders and independent dealers and distributors. We distribute our products through one stand-alone distribution center, distribution centers located in some of our manufacturing facilities, and other third party locations to maximize efficiency. Our vertically-integrated production and assembly lines, standardized product construction, and investments in automation have allowed us to continuously improve productivity, and develop an expertise in wood processing, alternate materials, and yield-maximizing technologies. We have standardized our raw material inputs and a number of our production processes, which reduces logistical requirements to manufacture and gives us increased economies of scale in sourcing these inputs. Certain of our inputs are also partially processed by our vendors, which reduces cost. In addition, our production of labor-intensive manufacturing and fabrication processes in our four Mexico facilities has enabled us to keep overall labor costs low while maintaining higher quality, greater speed-to-market and transportation cost advantage over Asian based manufacturers.

We also provide complete turnkey installation services to our direct builder customers via our network of eight primary service centers that are strategically located throughout the United States in Virginia, Texas, North Carolina, Georgia, Florida, Arizona and California.

We regularly evaluate our organizational productivity and supply chains and assess opportunities to reduce costs and enhance quality. Through operational excellence, we strive to improve quality, speed and flexibility to meet changing and uncertain market conditions, as well as manage cost inflation, including wages and employee medical costs.

### **Raw Materials and Suppliers**

The primary raw materials used in our products include various wood species, including hard maple, cherry, and beech, particle board, medium density fiberboard, high density fiberboard, and plywood. Additional raw materials include paint, manufactured components, and hardware. We purchase these, and other raw materials, from more than one source and generally believe them to be readily available. We rely on outside suppliers for some of our key components and do not typically enter into long-term contracts with our suppliers or sourcing partners. We source a portion of our components from third parties in Asia and Europe. The distances involved in these arrangements, together with the differences in business practices, shipping and delivery requirements, and laws and regulations add complexity to our supply chain logistics and increase the potential for interruptions in our production scheduling.

### **Competition**

We operate in a highly fragmented industry that is composed of several thousand local, regional, and national manufacturers. Most of our competitors compete on a local or regional basis, but others, like us, compete on a national basis as well. Our competitors include importers and large consolidated operations as well as relatively small, local cabinet manufacturers. Moreover, companies in other building products industries may compete with us. Competitive factors within the industry include pricing, quality, product availability, service, delivery time, and relationships with customers. Our principal means for competition is our breadth and variety of product offerings, expanded service capabilities, geographic reach, competitive price points for our products, and affordable quality. We believe we are a top three manufacturer of kitchen, bath, and home organization products in the United States based on publicly available information.

### **Environmental Matters and Regulatory Matters**

Our operations are subject to federal, state and local environmental laws and regulations relating to, among other things, the generation, storage, handling, emission, transportation, and discharge of regulated materials into the environment. Permits are required for certain of our operations, and these permits are subject to revocation, modification, and renewal by issuing authorities. Governmental authorities have the power to enforce compliance with their regulations, and violations may result in the payment of fines or the entry of injunctions, or both. We may also incur liabilities for investigation and clean-up of soil or groundwater contamination on or emanating from current or formerly owned and operated properties, or at offsite locations at which regulated materials are located where we are identified as a responsible party. Discovery of currently unknown conditions could require responses that could result in significant costs.

### **Intellectual Property**

We maintain trademarks, copyrights, and trade secrets. We sell many of our products under a number of registered and unregistered trademarks, which we believe are widely recognized in our industry. We rely on trade secrets and confidentiality agreements to develop and maintain our competitive position. Monitoring the unauthorized use of our intellectual property is difficult, and the steps we have taken may not prevent unauthorized use of our intellectual property. The disclosure or misappropriation of our intellectual property could harm our ability to protect our rights and our competitive position. If we must litigate to protect our rights, we may incur significant expenses and divert significant attention from our business operations. To date, we have not relied on material patents in operating our business.

### **Seasonality**

Our business has been subject to seasonal influences, with higher sales typically realized in our first and fourth fiscal quarters. General economic forces and changes in our customer mix have reduced seasonal fluctuations in revenue over the past few years and this trend is expected to continue. The costs of the Company's products are subject to inflationary pressures and commodity price fluctuations. The Company has generally been able, over time, to recover the effects of inflation and commodity price fluctuations through sales price increases.

## **Human Capital Resources**

### ***Employees***

As of April 30, 2024, we employed over 8,600 full-time employees, with approximately 228 unionized employees in Anaheim, California. We believe that our employee relations and relationship with the union representing the employees in Anaheim are good.

### ***Culture and Core Values***

At American Woodmark, our mission to create value through people remains unchanged. The way we conduct our business and interact with our customers, vendors, and the communities in which we operate is driven by our core principles of Customer Satisfaction, Integrity, Teamwork, and Excellence. These principles also guide our interactions with employees and serve as a basis for setting goals for and evaluating our employees. By living out these principles, we believe we will be best positioned to attract, develop, and promote a broad range of talent and to conduct our business in a responsible, ethical, and professional manner. To that end, we have, among other things, established policies under which we strive to:

- Engage with our key stakeholders, including employees, to ensure their needs and concerns are heard and addressed, and if appropriate, incorporated into our strategy;
- Maintain a safe and enriching working environment where all employees are treated with respect and are able to achieve their full potential;
- Encourage employees to volunteer in our communities through internally or externally organized events;
- Fund the American Woodmark Foundation and the AWCares Fund, which serve as vehicles for our employees to serve the community and receive financial assistance for unforeseen personal disaster or tragedy; and
- Provide scholarship opportunities to family members for our employees.

### ***Training***

Our training is designed and developed at the corporate and local level in order to further our goals of enterprise alignment and local integration. We prefer a leader-led approach to training whenever possible to foster engagement, relationship building, connection, and shared learning experiences. Depending on the course, our training and development opportunities are offered through a variety of platforms and frequencies, such as on an on-demand, semi-annual, annual, or biannual basis.

### ***Safety***

We have established comprehensive safety programs throughout our operations to provide our employees with the tools they need to comply with the safety standards established under federal, state, and local laws and regulations or independently by us. Our safety leadership teams monitor our safety programs and related benchmarking with the goal of improving safety across the Company. Our rate of incidents recordable under the standards of the Occupational Safety and Health Administration (“OSHA”) per one hundred employees per year, also known as the OSHA recordable rate, was 1.42 during fiscal 2024, which is 57% better than the industry average of 3.3 according to the U.S. Department of Labor.

### ***Diversity and Inclusion***

American Woodmark is an equal opportunity employer, and we strive to create an opportunity that is free from discrimination and harassment. That commitment extends to cultivating an inclusive environment where every individual is respected, valued, appreciated, and empowered to contribute their unique perspectives. We believe that embracing inclusion, not only results in increased diversity but also contributes to more robust solutions through learning and innovation.

In recent years, we have made significant progress in promoting diversity and inclusion throughout our organization. We have implemented Right Environment Councils across all our locations, ensuring meaningful engagement with employees at all levels and within the communities we serve. Moreover, we have placed a strong emphasis on educating our leaders and staff through comprehensive training on diversity and inclusion topics across our hourly and salaried employees, bolstering awareness and actionable insights through initiatives like our employee engagement survey, which now includes categorized diversity and inclusion questions, developed a Women in Operations mentorship program, and launched a quarterly series podcast committed to discussing topics around inclusion to the organization.

We have elevated our efforts and continue pursuing strategic initiatives led by our Inclusion, Diversity, Equity, and Alignment (IDEA) team. Our enterprise-wide social strategic roadmap guides our ongoing endeavors, incorporating representation metrics into our organizational scorecards.

Looking ahead, we are unwavering in our commitment to deepen our culture of inclusion and leverage the voices and perspectives within our company. Our dedication to diversity and inclusion is not only rooted in our values but also vital to our organization's success.

## **Our Competitive Strengths**

### ***Market Leader with North American Manufacturing and Distribution Network***

We believe our company holds the number two or three market position in the United States cabinet market with an estimated 10% market share based on publicly available information. We are one of a select number of market participants with a national manufacturing and distribution footprint, which includes 18 manufacturing facilities in the United States and Mexico, and eight primary service centers and one distribution center located throughout the United States. Our operating footprint provides us an ability to service our builder, independent dealers and distributors, and home centers customers nationwide, offering them a broad set of products across a variety of price points. Our facilities are strategically located in or near major metropolitan markets to facilitate efficient product distribution to our customers. We believe the scale and breadth of our operations differentiate us and result in a competitive advantage providing superior customer service, low-cost distribution, and on-time delivery.

### ***Comprehensive Product Offering with Diversified End-Markets***

We believe that the diversity of our product portfolio across categories, channels, and end-markets enables our financial performance, both in periods of growth and cyclicity. Our made-to-order offerings provide products for customers looking for a designer product, which can be used for both new home construction and remodeling applications. Our stock offering allows us to further serve our existing end-markets through the addition of a lower price point product that is well-suited for areas of growing demand such as new home construction targeting the first-time homebuyer. We also offer turnkey cabinet solutions for our builder customers which we believe is a unique aspect of our service platform. Our turnkey solution provides in-house design and measurement as well as installation service. We believe the ability to leverage our labor and expertise is a value-added service to our builder customers which has helped strengthen our position in the new home construction market.

### ***Deep Relationships with Leading Retailers***

We have built strong and stable relationships with a base of long-standing customers across home centers, builders, and independent dealers and distributors. We have an average relationship length of 20 plus years with our top 10 customers, including long-standing relationships with Home Depot and Lowe's. We believe our customers value our North American manufacturing and distribution footprint, which allows us to meet demanding logistics and performance criteria. We believe our focus on providing exceptional customer service and a quality product at a competitive price have enabled us to establish ourselves as a vendor of choice.

### ***Best-in-Class Manufacturing Capabilities***

We operate 18 manufacturing facilities across the United States and Mexico. Our vertically-integrated production and assembly lines, standardized product construction, and investments in automation, have allowed us to continuously improve productivity and efficiency. We have standardized our raw material inputs and a number of our production processes, which reduces logistical requirements and provides increased economies of scale in sourcing these inputs. Our labor-intensive manufacturing and fabrication processes in Mexico offer a low cost alternative to Asian based manufacturers, while providing a quality product with lower transportation costs.

### ***Experienced Management Team***

We have assembled an executive team from leading organizations with a deep base of management experience within industrial manufacturing companies. Our President and Chief Executive Officer, M. Scott Culbreth, joined our team in 2014 as the Chief Financial Officer and was named Chief Executive Officer in 2020. Mr. Culbreth's career in the manufacturing industry has been highlighted with multiple leadership roles in finance. Our other senior executives all have over twenty plus years of experience working for multi-national companies, with individual backgrounds in manufacturing, finance, sales and human resources.

## **Item 1A. RISK FACTORS**

There are a number of risks and uncertainties that may affect the Company's business, results of operations, and financial condition. These risks and uncertainties could cause future results to differ from past performance or expected results, including results described in statements elsewhere in this report that constitute "forward-looking statements" under the Private Securities Litigation Reform Act of 1995. Additional risks and uncertainties not presently known to the Company or currently believed to be immaterial also may adversely impact the Company's business. Should any risks or uncertainties develop into actual events, these developments could have material adverse effects on the Company's business, financial condition, and results of

operations. These risks and uncertainties, which the Company considers to be most relevant to specific business activities, include, but are not limited to, the following. Additional risks and uncertainties that may affect the Company's business, results of operations, and financial condition are discussed elsewhere in this report, including in Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" under the headings "Forward-Looking Statements," "Seasonality," and "Outlook for Fiscal 2025" and Item 7A. "Quantitative and Qualitative Disclosures about Market Risk."

### **Risks related to our business and industry**

***Because of the concentration of our sales to our two largest customers, the loss of either customer or a significant reduction in orders from either customer could adversely affect our financial results.*** Home Depot and Lowe's collectively accounted for approximately 41.6% of total net sales during the fiscal year 2024. We do not typically enter into long-term sales contracts with Home Depot or Lowe's and our sales usually occur on a "purchase order" basis. Our customers can make significant changes in their purchase volumes and can seek to significantly affect the prices we receive for our products and services and the other terms and conditions on which we do business. They have in the past discontinued, and may in the future choose to discontinue, purchasing some or all of our products with little or no notice. In the past, purchase volumes from our customers, including Home Depot and Lowe's, have fluctuated substantially, and we expect such fluctuations to occur from time to time in the future. Any reduction in, or termination of, our sales to either Home Depot or Lowe's could have a material adverse effect on our business, financial condition, or results of operations.

In addition, the potential for orders from these large retail customers to increase significantly from time to time requires us to have sufficient manufacturing capacity. These large retailers also impose strict logistics and performance criteria and fines. Failure to comply with these obligations may result in these customers reducing or stopping their purchase of our products.

We could also experience delays or defaults in payment from Home Depot or Lowe's, which could adversely affect our business, financial condition or results of operations. The loss of a substantial portion of our order volumes or revenue from either Home Depot or Lowe's for any reason would have a material adverse effect on our business, financial condition, or results of operations.

***Our business primarily relies on U.S. home improvement, repair and remodel and new home construction activity levels, all of which are impacted by risks associated with fluctuations in the housing market. Downward changes in the general economy, the housing market, or other business conditions could adversely affect our results of operations, cash flows, and financial condition.*** Our business primarily relies on home improvement, repair and remodel and new home construction activity levels in the United States. The housing market is sensitive to changes in economic conditions and other factors, such as the level of employment, access to labor, consumer confidence, consumer income, availability of financing and interest rate levels, and available inventory. Consistent with our fiscal 2024 net sales volume decrease, adverse changes in any of these conditions generally, or in any of the markets where we operate, could decrease demand and could adversely impact our businesses by:

- causing consumers to delay or decrease homeownership;
- making consumers more price conscious resulting in a shift in demand to smaller, less expensive homes;
- making consumers more reluctant to make investments in their existing homes, including kitchen and bath repair and remodel projects; or
- making it more difficult to secure loans for major renovations.

***Fluctuating raw material and energy costs could have a material adverse effect on our business and results of operations.*** We purchase various raw materials, including, among others, wood, wood-based, and resin products, which are subject to price fluctuations that could materially increase our manufacturing costs. Further, increases in energy costs increase our production costs and also the cost to transport our products, each of which could have a material adverse effect on our business and results of operations. In addition, some of our suppliers have consolidated and other suppliers may do so in the future. Combined with increased demand, such consolidation could increase the price of our supplies and raw materials.

We also may be unwilling or unable to pass on to customers commensurate cost increases. Competitive considerations and customer resistance to price increases may delay or make us unable to adjust selling prices. To the extent we are unable to either re-engineer or otherwise offset increased costs or are unwilling or unable to build price increases into our sales prices, our margins will be negatively affected. Even if we are able to increase our selling prices, sustained price increases for our products may lead to sales declines and loss of market share, particularly if our competitors do not increase their prices, and there is usually a six to nine month lag before we are able to see the results of our pricing actions. Conversely, when raw materials or energy prices decline, we may receive customer pressure to reduce our sales prices.

These prices are market-based and fluctuate based on factors beyond our control. We do not have long-term fixed supply agreements and do not hedge against price fluctuations. We, therefore, cannot predict our raw materials or energy costs for the coming year.

***Prolonged economic downturns may adversely impact our sales, earnings, and liquidity.*** Our industry historically has been cyclical in nature and has fluctuated with economic cycles. During economic downturns, our industry could experience longer periods of recession and greater declines than the general economy. We believe that our industry is significantly influenced by economic conditions generally and particularly by housing activity, consumer confidence, the level of personal discretionary spending, demographics, and credit availability. These factors may affect not only the ultimate consumer of our products, but also may impact home centers, builders, and our other primary customers. As a result, a worsening of economic conditions could adversely affect our sales and earnings as well as our cash flow and liquidity.

***The U.S. cabinetry industry is highly competitive, and market share losses could occur.*** We operate within a highly competitive U.S. cabinetry industry, which is characterized by competition from a number of other manufacturers. Competition is further intensified during economic downturns. We compete with numerous large national and regional home products companies for, among other things, customers, orders from Home Depot and Lowe's, raw materials, skilled management, and labor resources. Purchase volumes from our main home center customers have fluctuated substantially from time to time in the past, and we expect such fluctuations to occur from time to time in the future.

Some of our competitors may have greater financial, marketing, and other resources than we do and, therefore, may be able to adapt to changes in customer preferences more quickly, devote more resources to the marketing and sale of their products, generate greater national brand recognition, or adopt more aggressive pricing policies than we can. In addition, some of our competitors may resort to price competition to sustain or gain market share and manufacturing capacity utilization, and we may have to adjust the prices on some of our products to stay competitive, which could reduce our revenues.

We also face competition with respect to some of our products from competitors in countries with lower regulatory, safety, environmental, and other costs, such as China, Vietnam, Thailand, and Malaysia. These competitors may also benefit from certain local government subsidies or other incentives that are not available to us.

We may not ultimately succeed in competing with other manufacturers and distributors in our market, which may have a material adverse effect on our business, financial condition, or results of operations.

***Our failure to develop new products or respond to changing consumer preferences and purchasing practices could have a material adverse effect on our business, financial condition, or results of operations.*** The U.S. cabinetry industry is subject to changing consumer trends, demands, and preferences. The uncertainties associated with developing and introducing new products, such as gauging changing consumer preferences and successfully developing, manufacturing, marketing, and selling new products, could lead to, among other things, rejection of a new product line, reduced demand and price reductions for our products. If our products do not keep up with consumer trends, demands, and preference, we could lose market share, which could have a material adverse effect on our business, financial condition, or results of operations.

Changes to consumer shopping habits and potential trends toward "online" purchases could also impact our ability to compete. Further, the volatile and challenging economic environment of recent years has caused shifts in consumer trends, demands, preferences and purchasing practices, and changes in the business models and strategies of our customers. Shifts in consumer preferences, which may or may not be long-term, have altered the quantity, type, and prices of products demanded by the end-consumer and our customers. If we do not timely and effectively identify and respond to these changing consumer preferences and purchasing practices, our relationships with our customers could be harmed, the demand for our products could be reduced, and our market share could be negatively affected.

***We may fail to fully realize the anticipated benefits of our growth strategy within the home center, independent dealer and distributor and builder channels.*** Part of our growth strategy depends on expanding our business in the home center, independent dealer and distributor and builder channels. We may fail to compete successfully against other companies that are already established providers within the home center, independent dealer and distributor and builder channels. Demand for our products within the home center, builder, and independent dealer and distributor channels may not grow, or might even decline. In addition, we may not accurately gauge consumer preferences and successfully develop, manufacture, and market our products at a national level. Further, the implementation of our growth strategy may place additional demands on our administrative, operational, and financial resources and may divert management's attention away from our existing business and increase the demands on our financial systems and controls. If our management is unable to effectively manage growth, our business, financial condition, or results of operations could be adversely affected. If our growth strategy is not successful then our revenue and earnings may not grow as anticipated or may decline, we may not be profitable, or our reputation and brand

may be damaged. In addition, we may change our financial strategy or other components of our overall business strategy if we believe our current strategy is not effective, if our business or markets change, or for other reasons, which may cause fluctuations in our financial results.

***Manufacturing expansion to add capacity, manufacturing realignments, and other cost savings programs could result in a decrease in our near-term earnings.*** We continually review our manufacturing operations. These reviews could result in the expansion of capacity, manufacturing realignments, and various cost savings programs. Effects of manufacturing expansion, realignments, or cost savings programs could result in a decrease in our short-term earnings until the additional capacity is in place, cost reductions are achieved, and/or production volumes stabilize, such as our expansion of stock kitchen and bath capacity in North Carolina and Mexico, which was completed during the fiscal year. Such manufacturing expansions, realignments, and programs involve substantial planning, often require capital investments, and may result in charges for fixed asset impairments or obsolescence and substantial severance costs. We also cannot provide assurance that we will achieve all of the intended cost savings. Our ability to achieve cost savings and other benefits within expected time frames is subject to many estimates and assumptions. These estimates and assumptions are subject to significant economic, competitive, and other uncertainties, some of which are beyond our control. If these estimates and assumptions are incorrect, if we experience delays, or if other unforeseen events occur, our business, financial condition, and results of operations could be materially and adversely affected. In addition, downturns in the economy could potentially have a larger impact on the Company as a result of any added capacity.

***We manufacture our products internationally and are exposed to risks associated with doing business globally.*** We manufacture our products in the United States and Mexico and sell our products in the United States and Canada. Accordingly, we are subject to risks associated with potential disruption caused by changes in political, monetary, economic, and social environments, including civil and political unrest, terrorism, possible expropriation, local labor conditions, changes in laws, regulations, and policies of foreign governments and trade disputes with the United States (including tariffs), and compliance with U.S. laws affecting activities of U.S. companies abroad, including tax laws, economic sanctions, and enforcement of contract and intellectual property rights.

We are also subject to the Foreign Corrupt Practices Act and other anti-bribery laws. While we have implemented safeguards and policies to discourage these practices by our employees and agents, our existing safeguards and policies to assure compliance and any future improvements may prove to be less than effective and our employees or agents may engage in conduct for which we might be held responsible. If employees violate our policies, we may be subject to regulatory sanctions. Violations of these laws or regulations could result in sanctions including fines, debarment from export privileges, and penalties and could have a material adverse effect on our business, financial condition, or results of operations.

We may continue to hedge certain foreign currency transactions in the future; however, a change in the value of the currencies may impact our financial statements when translated into U.S. dollars. In addition, fluctuations in currency can adversely impact the cost position in local currency of our products, making it more difficult for us to compete. Our success will depend, in part, on our ability to effectively manage our business through the impact of these potential changes.

In addition, we source raw materials and components from Asia where we have recently experienced higher manufacturing costs and longer lead times due to currency fluctuations, higher wage rates, labor shortages, and higher raw material costs, and we have also experienced higher shipping costs and shipping delays. Our international operations and sourcing of materials (including from Asia and Mexico) could be harmed by a variety of factors including, but not limited to:

- increases in transportation costs or transportation delays;
- work stoppages and labor strikes;
- introduction of non-native invasive organisms into new environments;
- recessionary trends in international markets;
- legal and regulatory changes and the burdens and costs of our compliance with a variety of laws, including export controls, import and customs trade restrictions, tariffs and other regulations;
- fluctuations in exchange rates, particularly the value of the U.S. dollar relative to other currencies; and
- political unrest, terrorism, and economic instability.

If any of these or other factors were to render the conduct of our business in a particular country undesirable or impractical, our business, financial condition, or results of operations could be materially adversely affected.

***The inability to obtain raw materials from suppliers in a timely manner would adversely affect our ability to manufacture and market our products.*** Our ability to offer a wide variety of products depends on our ability to obtain an adequate supply of components from manufacturers and other suppliers, particularly wood-based and resin products. Transportation and container delays may adversely impact our supply chain. Additionally, failure by our suppliers to provide us with quality products on

commercially reasonable terms, and to comply with legal requirements for business practices, could have a material adverse effect on our business, financial condition, or results of operations. Furthermore, we rely heavily or, in certain cases, exclusively, on outside suppliers for some of our key components. While we do not rely exclusively on any one supplier for any particular raw materials, the loss of a major supplier could increase our costs to obtain raw materials until we obtain an adequate alternative source.

We typically do not enter into long-term contracts with our suppliers or sourcing partners. Instead, most raw materials and sourced goods are obtained on a "purchase order" basis. Although these components are generally obtainable in sufficient quantities from other sources, resourcing them from another supplier could take time. Financial, operating, or other difficulties encountered by our suppliers or sourcing partners, or changes in our relationships with them could result in manufacturing or sourcing interruptions, delays, and inefficiencies, and prevent us from manufacturing enough products to meet customer demands.

***Certain of our customers have been expanding and may continue to expand through consolidation and internal growth, which may increase their buying power, which could materially and adversely affect our sales, results of operations, and financial position.*** Certain of our customers are large companies with significant buying power. In addition, potential further consolidation in the distribution channels could enhance the ability of certain of our customers to seek more favorable terms, including pricing, for the products that they purchase from us. Accordingly, our ability to maintain or raise prices in the future may be limited, including during periods of raw material and other cost increases. If we are forced to reduce prices or to maintain prices during periods of increased costs, or if we lose customers because of pricing or other methods of competition, our sales, operating results, and financial position may be materially and adversely affected.

### **Risks related to indebtedness**

***Our level and terms of indebtedness could adversely affect our business and liquidity position.*** Our consolidated indebtedness level could have important consequences to us, including, among other things, increasing our vulnerability to general economic and industry conditions; requiring a portion of our cash flow used in operations to be dedicated to the payment of principal and interest on our indebtedness, therefore reducing our liquidity and our ability to use our cash flow to fund our operations, capital expenditures and future business opportunities; exposing us to the risk of increased interest rates, and corresponding increased interest expense, because borrowings under our credit facilities are at variable rates of interest; reducing funds available for working capital, capital expenditures, acquisitions, and other general corporate purposes, due to the costs, and expenses associated with such debt; limiting our ability to obtain additional financing for working capital, capital expenditures, debt service requirements, acquisitions, and general corporate, or other purposes; and limiting our ability to adjust to changing marketplace conditions and placing us at a competitive disadvantage compared to our competitors who may have less debt.

If our cash flows and capital resources are insufficient to fund our debt service obligations, we may be forced to reduce or delay capital expenditures, sell assets, seek additional capital, or restructure or refinance our indebtedness. These alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations, which could cause us to default on our debt obligations and impair our liquidity. In the event of a default under any of our indebtedness, the holders of the defaulted debt could elect to declare all the funds borrowed to be due and payable, together with accrued and unpaid interest. The lenders under our credit facilities could also elect to terminate their commitments thereunder and cease making further loans, and such lenders could institute foreclosure proceedings against their collateral, all of which could adversely affect our financial condition in a material way.

***The credit agreement that governs our credit facility imposes operating and financial restrictions on us and our subsidiaries, which may prevent us from capitalizing on business opportunities or otherwise negatively impact our business.*** The credit agreement that governs our credit facility imposes operating and financial restrictions on us. These restrictions limit our ability and the ability of our subsidiaries to, among other things, incur additional indebtedness, create additional liens on its assets, make certain investments, dispose of assets, or engage in a merger or other similar transaction or engage in transactions with affiliates, subject, in each case, to the various exceptions and conditions described in the credit agreement. The negative covenants further restrict the ability of the Company and certain of its subsidiaries to make certain restricted payments, including, in the case of the Company, the payment of dividends, and the repurchase of common stock, in certain limited circumstances.

As a result of these restrictions, each of which is subject to certain exceptions and qualifications, we may be limited as to how we conduct our business and we may be unable to raise additional debt or equity financing to compete effectively or to take advantage of new business opportunities. The terms of any future indebtedness we may incur could include more restrictive covenants. We cannot assure you that we will be able to maintain compliance with these existing covenants in the future and, if we fail to do so, that we will be able to obtain waivers from the lenders and/or amend the covenants.



Our failure to comply with the restrictive covenants described above as well as other terms of our indebtedness and/or the terms of any future indebtedness from time to time could result in an event of default, which, if not cured or waived, could result in us being required to repay these borrowings before their due date. If we are forced to refinance these borrowings on less favorable terms or cannot refinance these borrowings, our results of operations and financial condition could be adversely affected.

### **Other general risks applicable to us and our business**

***We may incur future goodwill impairment charges or other asset impairment charges which could negatively impact our future results of operations and financial condition.*** We recorded significant goodwill as a result of the acquisition of RSI Home Products, Inc. (the "RSI Acquisition" or "RSI") in fiscal 2018. Goodwill represents a substantial portion of our assets. We also have long-lived assets consisting of property and equipment and other identifiable intangible assets which we review both on an annual basis as well as when events or circumstances indicate that the carrying amount of an asset may not be recoverable. If a determination is made that a significant impairment in value of goodwill or long-lived assets has occurred, such determination could require us to impair a substantial portion of our assets. Asset impairments could have a material adverse effect on our financial condition and results of operations.

***The implementation of our Enterprise Resource Planning system could disrupt our business.*** We are in the process of implementing a common Enterprise Resource Planning (ERP) platform over several fiscal years. The first wave (including the procurement, general ledger, accounts payable, projects, and fixed asset modules) went live in the second half of fiscal 2022. During fiscal 2024, our new Monterrey, Mexico facility went live. We have begun planning for the next implementation in our Anaheim and Riverside, California facilities in fiscal 2025. Although we currently expect the ERP implementation to increase efficiencies by leveraging a common, cloud-based system throughout the Company and standardizing processes and reporting, our ERP system implementation may not result in improvements that outweigh its costs and may disrupt our operations. Our inability to mitigate existing and future disruptions could adversely affect our sales, earnings, financial condition and liquidity. The ERP system implementation subjects us to substantial costs and inherent risks associated with migrating from our legacy systems. These costs and risks could include, but are not limited to:

- significant capital and operating expenditures;
- disruptions to our domestic and international supply chains;
- inability to fill customer orders accurately and on a timely basis, or at all;
- inability to process payments to suppliers, vendors and associates accurately and in a timely manner;
- disruption to our system of internal controls;
- inability to fulfill our SEC or other governmental reporting requirements in a timely or accurate manner;
- inability to fulfill federal, state, or local tax filing requirements in a timely or accurate manner; and
- increased demands on management and staff time to the detriment of other corporate initiatives.

***Our operations may be adversely affected by information systems interruptions or intrusions.*** We rely on a number of information technology systems to process, transmit, store, and manage information to support our business activities. Increased global cybersecurity vulnerabilities, threats, and more sophisticated and targeted attacks pose a risk to our information technology systems. We have established security policies, processes, and layers of defense designed to help identify and protect against intentional and unintentional misappropriation or corruption of our systems and information and disruption of our operations. Despite these efforts, systems may be damaged, disrupted, or shut down due to attacks by unauthorized access, malicious software, undetected intrusion, hardware failures, or other events, and in these circumstances our disaster recovery planning may be ineffective or inadequate. These breaches or intrusions could lead to business interruption, exposure of proprietary or confidential information, data corruption, damage to our reputation, exposure to litigation, and increased operational costs. Such events could have a material adverse impact on our business, financial condition and results of operation. In addition, we could be adversely affected if any of our significant customers or suppliers experience any similar events that disrupt their business operations or damage their reputation.

***Increased compliance costs or liabilities associated with environmental regulations could have a material adverse effect on our business, financial condition, or results of operations.*** Our facilities are subject to numerous environmental laws, regulations and permits, including those governing emissions to air, discharges to water, storage, treatment and disposal of waste, remediation of contaminated sites, and protection of worker health and safety. We may not be in complete compliance with these laws, regulations, or permits at all times. Our efforts to comply with environmental requirements do not remove the risk that we may incur material liabilities, fines or penalties for, among other things, releases of regulated materials occurring on or emanating from current or formerly owned or operated properties or any associated offsite disposal location, or for contamination discovered at any of our properties from activities conducted by previous occupants. Liability for environmental

contamination or a release of hazardous materials may be joint and several, so that we may be held responsible for more than our share of the contamination or other damages, or even for the entire share.

Changes in environmental laws and regulations or the discovery of previously unknown contamination or other liabilities relating to our properties and operations could result in significant environmental liabilities that could impact our business, financial condition, or results of operation. In addition, we may incur capital and other costs to comply with increasingly stringent environmental laws and enforcement policies. These laws, including, for example, the regulations relating to formaldehyde emissions promulgated by the California Air Resources Board, require us to rely on compliance by our suppliers of raw materials. Should a supplier fail to comply with such regulations, notify us of non-compliance, or provide us with a product that does not comply, we could be subject to disruption in our business and incur substantial liabilities.

***Unauthorized disclosure of confidential information provided to us by customers, employees or third parties could harm our business.*** We rely on the internet and other electronic methods to transmit confidential information and store confidential information on our networks. If there were a disclosure of confidential information provided by, or concerning, our employees, customers or other third parties, including through inadvertent disclosure, unapproved dissemination, or unauthorized access, our reputation could be harmed and we could be subject to civil or criminal liability and regulatory actions.

***Changes in government and industry regulatory standards could have a material adverse effect on our business, financial condition, or results of operations.*** Government regulations pertaining to health and safety and environmental concerns continue to emerge, domestically as well as internationally. These regulations include the Occupational Safety and Health Administration and other worker safety regulations for the protection of employees, as well as regulations for the protection of consumers. It is necessary for us to comply with current requirements (including requirements that do not become effective until a future date), and even more stringent requirements could be imposed on our products or processes. Compliance with these regulations may require us to alter our manufacturing and installation processes and our sourcing. Such actions could increase our capital expenditures and adversely impact our business, financial condition or results of operations, and our inability to effectively and timely meet such regulations could adversely impact our competitive position.

***We could pursue growth opportunities through either acquisitions, mergers or internally developed projects, which may be unsuccessful or may adversely affect our future financial condition and operating results.*** We could pursue opportunities for growth through either acquisitions, mergers, or internally developed projects as part of our growth strategy. We cannot provide assurance that we will be successful in integrating an acquired business or that an internally developed project will perform at the levels we anticipate. We may pay for future acquisitions using cash, stock, the assumption of debt, or a combination of these. Future acquisitions could result in dilution to existing shareholders and to earnings per share. In addition, we may fail to identify significant liabilities or risks associated with a given acquisition that could adversely affect our future financial condition, and operating results or result in us paying more for the acquired business or assets than they are worth.

***Our ability to operate and our growth potential could be materially and adversely affected if we cannot employ, train, and retain qualified personnel at a competitive cost.*** Many of the products that we manufacture and assemble require manual processes in plant environments. We believe that our success depends upon our ability to attract, employ, train, and retain qualified personnel with the ability to design, manufacture, and assemble these products. In addition, our ability to expand our operations depends in part on our ability to increase our skilled labor force as the housing market continues to recover in the United States. In addition, we believe that our success depends in part on our ability to quickly and effectively train additional workforce to handle the increased volume and production while minimizing labor inefficiencies and maintaining product quality in a housing market recovery. If either of these events were to occur, our cost structure could increase, our margins could decrease, and any growth potential could be impaired.

***Our failure to maintain acceptable quality standards could result in significant unexpected costs.*** Any failure to maintain acceptable quality standards could require us to recall or redesign such products, or pay substantial damages, any of which would result in significant unexpected costs. We may also have difficulty controlling the quality of products or components sourced from other manufacturers, so we are exposed to risks relating to the quality of such products and to limitations on our recourse against such suppliers. Further, any claim or product recall could result in adverse publicity against us, which could decrease our credibility, harm our reputation, adversely affect our sales, or increase our costs. Defects in our products could also result in decreased orders or sales to our customers, which could have a material adverse effect on our business, financial condition or results of operations.

***Natural disasters, terrorist acts or other catastrophic events could have a material adverse effect on our business, financial condition, or results of operations.*** Many of our facilities are located in regions that are vulnerable to natural disasters and other risks, such as earthquakes, fires, floods, tropical storms, hurricanes, and snow and ice, which at times have disrupted the local economy and posed physical risks to our property. In addition, the continued threat of terrorism and heightened security

and military action in response to this threat, or any future acts of terrorism, may cause further disruptions to the economies of the United States and other countries. Our redundant, multiple site capacity may not be sufficient in the event of a natural disaster, terrorist act or other catastrophic event. Such disruptions could, among other things, disrupt our manufacturing or distribution facilities and result in delays or cancellations of customer orders for our products, which in turn could have a material adverse effect on our business, financial condition and results of operations. Further, if a natural disaster occurs in a region from which we derive a significant portion of our revenue, end-user customers in that region may delay or forego purchases of our products, which may materially and adversely impact our operating results for a particular period.

**Item 1B. UNRESOLVED STAFF COMMENTS**

None.

**Item 1C. Cybersecurity**

**Risk Management and Strategy**

Our operations rely on both on-premises and cloud-hosted IT solutions for critical business processes such as compliance, reporting, marketing, e-commerce, operations, product development, manufacturing, distribution, data management, and stakeholder communication. Recognizing the paramount importance of cybersecurity in today's digital landscape, we are committed to safeguarding our information assets, protecting consumer data, and maintaining the integrity and availability of our systems. To this end, we have implemented a comprehensive cybersecurity risk management framework designed to identify, assess, mitigate, and prevent potential cybersecurity risks, aligning with industry best practices and all applicable regulatory requirements. We evaluate our cybersecurity risk management framework against the National Institute of Standards and Technology's Cybersecurity Framework (NIST-CSF), which outlines the core components and responsibilities necessary to sustain a robust and well-balanced cybersecurity program.

The foundation of our framework rests on these key principles: (i) risk assessment and threat intelligence gathering; (ii) implementing robust security controls; (iii) maintaining effective incident response capabilities; (iv) promoting employee awareness and providing cybersecurity training; and (v) managing third-party risks. We continue to integrate our cybersecurity framework into our overarching enterprise risk management processes, enabling us to capitalize on our extensive enterprise-wide experience in risk management and swiftly adapt to the ever-evolving cybersecurity threat landscape.

*Risk Assessment and Threat Intelligence:* Under the oversight of the Chief Information Officer (CIO), we conduct periodic risk assessments to pinpoint potential cybersecurity vulnerabilities and threats. These assessments entail evaluating the security posture of critical systems, networks, and applications, as well as analyzing the potential impact of cybersecurity threats on our business operations, financial condition, and reputation. Additionally, we perform continuous threat monitoring and deployed monitoring systems, encompassing technologies such as intrusion detection systems, security information and event management tools, and threat intelligence programs.

To ensure the effectiveness of our existing cybersecurity controls and processes, and identify areas for improvement based on the latest industry best practices, we regularly engage third-party consulting services to conduct independent audits and assessments. Additionally, we leverage external expertise to evaluate our cybersecurity and risk management strategy, review policies and procedures to address emerging risks, and maintain ongoing compliance with evolving legal and regulatory requirements.

*Security Controls:* Our approach to cybersecurity employs a multi-layered strategy, implementing a range of technical administrative and physical controls to safeguard critical systems and data. These controls encompass (i) firewalls, intrusion detection, and prevention systems to monitor and block unauthorized access attempts, detect and prevent malicious activities, and protect network infrastructure; (ii) encryption, including secure protocols and multi-factor authentication, to secure information in transit and at rest; and (iii) a secure network architecture that segregates critical systems from the public internet, limiting exposure to potential threats. We also conduct regular security patching to mitigate emerging cyber threats proactively.

*Incident Response:* We have implemented an incident response plan and playbook, encompassing procedures designed to respond to and recover from cybersecurity incidents. In collaboration with third-party security consultants, we conduct ongoing reviews and tabletop exercises of these procedures, which provide detailed descriptions of the roles and responsibilities of key stakeholders, as well as the protocols for communication and coordination during an incident. The procedures also outline guidelines for escalating incident information to our Cybersecurity Steering Committee, senior management, our Audit Committee (which, as discussed below, has been delegated the responsibility for our Board of Directors (the "Board") cybersecurity risk oversight function), our full Board, and for providing timely public disclosure when necessary.

*Employee Awareness and Training:* Our employees play a pivotal role in maintaining a strong cybersecurity posture. Our Information Security Policy Framework outlines the requirements for employee conduct concerning company information and company-managed devices, encompassing relevant privacy, data security, and data retention policies. We believe our Information Security Policy Framework aligns with industry best practices and applicable legal and regulatory requirements. Complementing our Information Security Policy Framework, we conduct regular cybersecurity training campaigns that emphasize the importance of cybersecurity awareness. These campaigns address relevant cybersecurity topics, such as common cybersecurity threats, phishing awareness, and best practices for safeguarding sensitive information. Employees are held accountable for completing all assigned cybersecurity programs and meeting certain performance thresholds in phishing awareness and testing exercises.

*Third-Party Risk Management:* We recognize the potential cybersecurity risks inherent in our relationships with third parties. To address this, we have implemented a comprehensive third-party risk management program designed to identify and oversee such risks. This program relies on key elements, including risk assessment, due diligence, contractual provisions, and ongoing monitoring, to identify and mitigate impacts from high-risk third parties and specific risks. We utilize security risk assessment questionnaire tools to identify high-risk third parties, enabling us to proactively and effectively assess and mitigate potential security vulnerabilities.

## **Governance**

Our Board dedicates time and attention to our cybersecurity and information technology risks. The Board executes its cybersecurity risk oversight function collectively and by delegating responsibility to our Audit Committee. Our CIO presents to the Board at least annually and to our Audit Committee at least quarterly, covering a broad range of topics, such as recent and potential cybersecurity threats and incidents across our industry, best practices and policies, emerging trends, vulnerability assessments, and management's ongoing efforts to prevent, detect, and address internal and external cybersecurity threats specific to our organization. These briefings also include periodic third-party cybersecurity program assessments, benchmarks, and updates from our cybersecurity incident management exercises. Cybersecurity risks are documented and shared with our Audit Committee and the Board quarterly.

While our Board and Audit Committee oversees cybersecurity risk, senior management is responsible for actively managing cybersecurity risk, including overseeing and executing the risk management strategies discussed above. Senior management reports to the Board semi-annually on our enterprise risk management processes, ensuring transparency and accountability.

Additionally, our Cybersecurity Steering Committee is co-chaired by our CIO and Cybersecurity, Governance Risk and Compliance manager along with other key leaders, including the Chief Human Resources Officer, Vice President of Finance, Corporate Controller, Senior Corporate Risk Manager, Director of Enterprise Infrastructure and Senior Director of Internal Audit, all overseeing the management of key cybersecurity risks and strategy for the organization. The Cybersecurity Steering Committee meets and receives bi-monthly updates, which provide ongoing visibility into cybersecurity risks and mitigation efforts.

Through this robust governance structure, involving Board oversight, senior management leadership, and a cross-functional committee, we maintain a proactive and comprehensive approach to managing cybersecurity risks across the organization.

As of the date of this filing, we are not aware of any current cybersecurity threats or cybersecurity incidents that have materially affected or are reasonably likely to materially affect our business, results of operations or financial condition. For further discussion of the risks related to cybersecurity, see Item 1A. *Risk Factors*.

## **Item 2. PROPERTIES**

We own our corporate office located in Winchester, Virginia. In addition, we lease five manufacturing facilities, one manufacturing facility/service center, and one distribution center in the United States and we lease four manufacturing facilities in Mexico. We own eight manufacturing facilities located primarily in the eastern and southern United States. We also lease seven primary service centers, ten satellite service centers, and four additional offices located throughout the United States that support the sale and distribution of products to each market channel. We consider our properties suitable for our business and adequate for our needs and believe that, if necessary, we could find additional and/or replacement facilities to lease without suffering a material adverse effect on our business.

## **Item 3. LEGAL PROCEEDINGS**

The Company is involved in suits and claims in the normal course of business, including, without limitation, product liability and general liability claims and claims pending before the Equal Employment Opportunity Commission. On at least a quarterly basis, the Company consults with its legal counsel to ascertain the reasonable likelihood that such claims may result in a loss.

As required by ASC Topic 450, "Contingencies" ("ASC 450"), the Company categorizes the various suits and claims into three categories according to their likelihood for resulting in potential loss: those that are probable, those that are reasonably possible, and those that are deemed to be remote. The Company accounts for these loss contingencies in accordance with ASC 450. Where losses are deemed to be probable and estimable, accruals are made. Where losses are deemed to be reasonably possible, a range of loss estimate is determined and considered for disclosure. In determining these loss range estimates, the Company considers known values of similar claims and consults with independent counsel.

The Company believes that the aggregate range of estimated loss stemming from the various suits and asserted and unasserted claims which were deemed to be either probable or reasonably possible was not material as of April 30, 2024, with the exception of the Antidumping and Countervailing Duties Investigation discussed in Note L — *Commitments and Contingencies* in the Notes to the Consolidated Financial Statements herein.

**Item 4. MINE SAFETY DISCLOSURES**

None.

**EXECUTIVE OFFICERS OF THE REGISTRANT**

Executive officers of the Company are elected by the Board of Directors and generally hold office until the next annual election of officers. There are no family relationships between any executive officer and any other officer or director of the Company or any arrangement or understanding between any executive officer and any other person pursuant to which such officer was elected. The executive officers of the Company are as follows:

Name	Age	Position(s) Held During Past Five Years and at the Company
M. Scott Culbreth	53	Company President and Chief Executive Officer from July 2020 to present; Company Senior Vice President and Chief Financial Officer from February 2014 to July 2020.
Paul Joachimczyk	52	Company Senior Vice President and Chief Financial Officer from August 2022 to present; Company Vice President and Chief Financial Officer from July 2020 to August 2022; Vice President, Financial Planning and Analysis, from February 2019 to July 2020.
Robert J. Adams, Jr.	58	Company Senior Vice President, Manufacturing and Technical Operations from August 2015 to present; Company Vice President of Value Stream Operations from September 2012 to August 2015; Company Vice President of Manufacturing and Engineering from April 2012 to September 2012.
Dwayne L. Medlin	56	Company Senior Vice President, Remodel Sales from August 2023 to present; Company Vice President, Remodel Sales from May 2021 to August 2023; Company Vice President Home Center Sales from June 2018 to May 2021.
Kimberly G. Coldiron	45	Company Senior Vice President, Chief Human Resources Officer from August 2023 to present; Company Vice President, Chief Human Resources Officer from February 2021 to August 2023; Executive Vice President, Chief Human Resources Officer at OmniMax, International from 2019 to February 2021.

**PART II**

**Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

**Market Information**

American Woodmark Corporation common stock is listed on The NASDAQ Global Select Market under the "AMWD" symbol.

As of June 17, 2024 there were approximately 27,500 total shareholders of the Company's common stock, including 6,300 shareholders of record and 21,100 beneficial owners whose shares are held in "street" name by securities broker-dealers or other nominees. The Company's shareholders also include approximately 70% of the Company's employees who are eligible to participate in the American Woodmark Corporation Retirement Savings Plan. The Company does not currently pay cash dividends and has no current intention to do so in the near future. The determination as to the payment of future dividends will be made by the Board of Directors (the "Board") from time to time and will depend on the Company's then current financial

condition, capital requirements, and results of operations, as well as any other factors then deemed relevant by the Board, and will be subject to applicable restrictions in the credit agreement governing the Company's credit facility

### Purchase of Equity Securities by the Issuer

The following table details share repurchases by the Company during the fourth quarter of fiscal 2024:

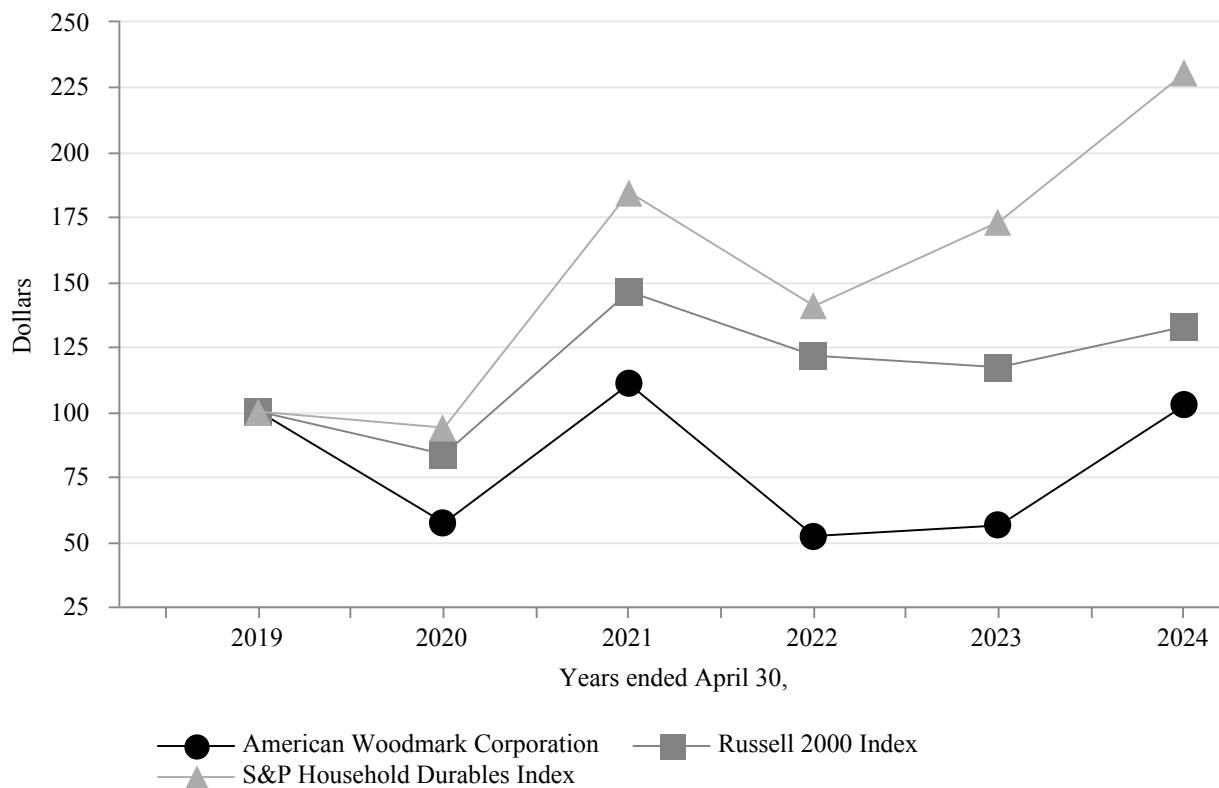
<b>Share Repurchases</b>					
	<b>Total Number of Shares Purchased</b>	<b>Average Price Paid</b>		<b>Total Number of Shares Purchased as Part of Publicly Announced Programs</b>	<b>Approximate Dollar Value of Shares That May Yet Be Purchased Under the Programs (000)</b>
	<b>(1)</b>	<b>\$</b>	<b>Per Share</b>		<b>(1)</b>
February 1 - 29, 2024	77,542	\$	92.59	77,542	\$ 98,206
March 1 - 31, 2024	—		N/A	—	\$ —
April 1 - 30, 2024	93,029	\$	94.64	93,029	\$ 89,476
Quarter ended April 30, 2024	170,571	\$	93.74	170,571	\$ 89,476

(1) Under a stock repurchase authorization approved by its Board on November 29, 2023, the Company was authorized to purchase up to \$125 million of the Company's common shares. Management funded these share repurchases using available cash and cash generated from operations. Repurchased shares became authorized but unissued common shares. At April 30, 2024, \$89.5 million of funds remained from the amounts authorized by the Board to repurchase the Company's common shares. The Company purchased a total of 170,571 common shares, for an aggregate purchase price of \$15.9 million, during the fourth quarter of fiscal 2024 under the authorization pursuant to a repurchase plan intended to comply with the requirements of Rule 10b5-1 and Rule 10b-18 under the Securities Exchange Act of 1934, as amended.

## Stock Performance Graph

The performance graph shown below compares the percentage change in the cumulative total shareholder return on our common stock against the cumulative total return of the Russell 2000 Index and Standard & Poor's Household Durables Index for the period from May 1, 2019 through April 30, 2024. The graph assumes an initial investment of \$100 and the reinvestment of dividends. The graph is based on historical data and is not intended to be a forecast or indication of future performance of American Woodmark common stock.

### Performance Graph (Total Return)



	2019	2020	2021	2022	2023	2024
American Woodmark Corporation	\$100.00	\$57.17	\$110.60	\$52.10	\$56.18	\$102.39
Russell 2000 Index	\$100.00	\$83.61	\$146.25	\$121.57	\$117.14	\$132.75
S&P Household Durables Index	\$100.00	\$93.86	\$184.57	\$140.73	\$173.24	\$230.33

The graph and related information above are not deemed to be "filed" with the Securities and Exchange ("SEC") for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or incorporated by reference into any future filing made by us with the SEC, except to the extent that we specifically incorporate it by reference into any such filing.

**Item 6. [Reserved.]**

## Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### Results of Operations

The following table sets forth certain income and expense items as a percentage of net sales:

	PERCENTAGE OF NET SALES		
	FISCAL YEARS ENDED APRIL 30,		
	2024	2023	2022
Net sales	100.0 %	100.0 %	100.0 %
Cost of sales and distribution	79.6	82.7	87.8
Gross profit	20.4	17.3	12.2
Selling and marketing expenses	5.0	4.6	5.0
General and administrative expenses	6.7	6.1	5.3
Restructuring charges, net	—	0.1	—
Operating income	8.7	6.5	1.9
Pension settlement, net	—	—	3.7
Interest expense/other (income) expense, net	0.4	0.7	0.5
Income (loss) before income taxes	8.3	5.8	(2.3)
Income tax expense (benefit)	1.9	1.4	(0.7)
Net income (loss)	6.4	4.4	(1.6)

The following discussion should be read in conjunction with the Consolidated Financial Statements and the related notes contained elsewhere in this report.

### Forward-Looking Statements

This annual report contains statements concerning the Company's expectations, plans, objectives, future financial performance, and other statements that are not historical facts. These statements may be "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. In most cases, the reader can identify forward-looking statements by words such as "anticipate," "estimate," "forecast," "expect," "believe," "should," "could," "would," "plan," "may," "intend," "estimate," "prospect," "goal," "will," "predict," "potential," or other similar words. Forward-looking statements contained in this report, including elsewhere in "Management's Discussion and Analysis of Financial Condition and Results of Operations," are based on current expectations and our actual results may differ materially from those projected in any forward-looking statements. In addition, the Company participates in an industry that is subject to rapidly changing conditions and there are numerous factors that could cause the Company to experience a decline in sales and/or earnings or deterioration in financial condition. Factors that could cause actual results to differ materially from those in forward-looking statements made in this report include but are not limited to:

- the loss of or a reduction in business from one or more of our key customers;
- negative developments in the macro-economic factors that impact our performance such as the U.S. housing market, general economy, unemployment rates, and consumer sentiment and the impact of such developments on our and our customers' business, operations, and access to financing;
- an inability to obtain raw materials in a timely manner or fluctuations in raw material, transportation, and energy costs due to inflation or otherwise;
- a failure to attract and retain certain members of management or other key employees or other negative labor developments, including increases in the cost of labor; competition from other manufacturers and the impact of such competition on pricing and promotional levels;
- an inability to develop new products or respond to changing consumer preferences and purchasing practices;
- increased buying power of large customers and the impact on our ability to maintain or raise prices;
- a failure to effectively manage manufacturing operations, alignment, and capacity or an inability to maintain the quality of our products;
- the impairment of goodwill or our long-lived assets;



- information systems interruptions or intrusions or the unauthorized release of confidential information concerning customers, employees, or other third parties;
- the cost of compliance with, or liabilities related to, environmental or other governmental regulations or changes in governmental or industry regulatory standards, especially with respect to health and safety and the environment;
- risks associated with the implementation of our growth strategy;
- risks related to sourcing and selling products internationally and doing business globally, including the imposition of tariffs or duties on those products;
- unexpected costs resulting from a failure to maintain acceptable quality standards;
- changes in tax laws or the interpretations of existing tax laws;
- the impact of another pandemic on our business, the global and U.S. economy, and our employees, customers, suppliers, and logistics system;
- the occurrence of significant natural disasters, including earthquakes, fires, floods, hurricanes, or tropical storms;
- the unavailability of adequate capital for our business to grow and compete; and
- limitations on operating our business as a result of covenant restrictions under our indebtedness, our ability to pay amounts due under our credit facilities and our other indebtedness, and interest rate increases.

Additional information concerning the factors that could cause actual results to differ materially from those in forward-looking statements is contained in this annual report, including elsewhere in "Management's Discussion and Analysis of Financial Condition and Results of Operations" and under Item 1A. "Risk Factors," and Item 7A. "Quantitative and Qualitative Disclosures about Market Risk." While the Company believes that these risks are manageable and will not adversely impact the long-term performance of the Company, these risks could, under certain circumstances, have a material adverse impact on its operating results and financial condition.

Any forward-looking statement that the Company makes speaks only as of the date of this annual report. The Company undertakes no obligation to publicly update or revise any forward-looking statements or cautionary factors, as a result of new information, future events or otherwise, except as required by law.

## **Overview**

American Woodmark Corporation manufactures and distributes kitchen, bath and home organization products for the remodeling and new home construction markets. Its products are sold on a national basis directly to home centers and builders and through a network of independent dealers and distributors. At April 30, 2024, the Company operated 18 manufacturing facilities in the United States and Mexico and eight primary service centers and one distribution center located throughout the United States.

### *Financial Overview*

A number of general market factors impacted the Company's business in fiscal 2024, some positive and some negative, including:

- The unemployment rate increased by 15% compared to April 2023, to 3.9% as of April 2024 according to data provided by the U.S. Department of Labor;
- There was an increase in single family housing starts during the Company's fiscal 2024 of 3.8%, as compared to the Company's fiscal 2023, and a decrease in housing completions during the Company's fiscal 2024 of 2.3%, as compared to the Company's fiscal 2023, according to the U.S. Department of Commerce;
- Mortgage interest rates increased with a 30-year fixed mortgage rate of 7.17% in April 2024, an increase of approximately 74 basis points compared to April 2023;
- The median price of existing homes sold in the U.S. rose by 2.2% during the Company's fiscal 2024, according to data provided by the National Association of Realtors; and
- Consumer sentiment, as reported by the University of Michigan, averaged 21.6% higher during the Company's fiscal 2024 than in its prior fiscal year.

The Company's largest remodeling customers and competitors continued to utilize sales promotions in the Company's product category during fiscal 2024. The Company strives to maintain its promotional levels in line with market activity, with a goal of remaining competitive.

The Company's net sales decreased by 10.6% during fiscal 2024, which was driven by declines in all sales channels.

Gross profit for fiscal 2024 was 20.4%, an increase from 17.3% in fiscal 2023.

The Company had net income of \$116.2 million in fiscal 2024 and net income of \$93.7 million in fiscal 2023. Net income and gross profit for fiscal 2024 increased primarily due to the result of pricing better matching inflationary pressures and overall increased efficiencies across our existing operating locations. These benefits were partially offset by one-time startup costs and inefficiencies driven by our new locations in Hamlet, North Carolina and Monterrey, Mexico, which will continue to ramp up production throughout the calendar year.

The Company regularly considers the need for a valuation allowance against its deferred tax assets. The Company has generated operating profits for the past 12 years. As of April 30, 2024, the Company had total deferred tax assets of \$59.5 million net of valuation allowance, up from \$47.9 million of deferred tax assets net of valuation allowance at April 30, 2023. Deferred tax assets are reduced by a valuation allowance when, after considering all positive and negative evidence, it is determined that it is more likely than not that some portion, or all, of the deferred tax asset will not be realized. The Company has recorded a valuation allowance related to deferred tax assets for certain state investment tax credit ("ITC") carryforwards. These credits expire in various years beginning in fiscal 2028. The Company believes based on positive evidence of the housing industry improvement, along with 12 consecutive years of operating profitability, that the Company will more likely than not realize all other remaining deferred tax assets.

The Company also regularly assesses its long-lived assets to determine if any impairment has occurred. The Company has concluded that none of its long-lived assets were impaired as of April 30, 2024.

*Fiscal Year Ended April 30, 2023 Compared to the Fiscal Year Ended April 30, 2022*

For a comparison of our performance and financial metrics for the fiscal years ended April 30, 2023 and April 30 2022, see "Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" of our Annual Report on Form 10-K for the fiscal year ended April 30, 2023, filed with the SEC on June 27, 2023.

*Results of Operations*

(Dollars in thousands)	FISCAL YEARS ENDED APRIL 30,			2024 vs.	2023 vs.
	2024	2023	2022	2023 PERCENT CHANGE	2022 PERCENT CHANGE
Net sales	\$1,847,502	\$2,066,200	\$1,857,186	(10.6)%	11.3 %
Gross profit	377,807	357,524	226,444	5.7 %	57.9 %
Selling and marketing expenses	92,603	94,602	92,555	(2.1)%	2.2 %
General and administrative expenses	124,008	125,045	97,547	(0.8)%	28.2 %
Interest expense, net	8,207	15,994	10,189	(48.7)%	57.0 %

**Net Sales**

Net sales for fiscal 2024 decreased 10.6% to \$1,847.5 million from the prior fiscal year. Sales in the home center channel decreased 13.9% and the independent dealer and distributor channel decreased 9.1%, primarily due to lower in-store traffic rates and consumers choosing smaller sized projects. Sales in the builder channel decreased 7.7%, primarily due to a decrease in housing completions, which declined 2.3% year over year according to data provided by the U.S. Department of Commerce.

**Gross Profit**

Gross profit as a percentage of sales increased to 20.4% in fiscal 2024 as compared with 17.3% in fiscal 2023, representing a 310 basis point improvement. The increase in gross profit was primarily due to the result of pricing better matching inflationary pressures and overall increased efficiencies across our existing operating locations. These benefits were partially offset by one-time startup costs and inefficiencies driven by our new locations in Hamlet, North Carolina and Monterrey, Mexico.

## **Selling and Marketing Expenses**

Selling and marketing costs decreased by \$2.0 million or 2.1% during fiscal 2024 versus the prior year. Selling and marketing expenses in fiscal 2024 were 5.0% of net sales, compared with 4.6% of net sales in fiscal 2023. The decrease in selling and marketing expenses was due to controlled discretionary spending within the function, partially offset by static fixed costs within the function and increased digital spend.

## **General and Administrative Expenses**

General and administrative expenses decreased by \$1.0 million or 0.8% during fiscal 2024 versus the prior fiscal year. General and administrative costs increased to 6.7% of net sales in fiscal 2024 compared with 6.1% of net sales in fiscal 2023. The decrease in general and administrative expenses was primarily due to controlled discretionary spending and reduced amortization of customer relationship intangibles, partially offset by increased incentive and profit sharing costs, digital spend, and deleverage created from lower sales.

## **Effective Income Tax Rates**

The Company generated pre-tax income of \$152.0 million during fiscal 2024. The Company's effective tax rate remained relatively flat from 23.6% in fiscal 2023 to 23.5% in fiscal 2024.

## **Non-GAAP Financial Measures**

We have reported our financial results in accordance with U.S. generally accepted accounting principles ("GAAP"). In addition, we have presented in this report the non-GAAP measures described below.

A reconciliation of these non-GAAP financial measures to the most directly comparable financial measures calculated and presented in accordance with GAAP is set forth below.

Management believes these non-GAAP financial measures provide an additional means of analyzing the current period's results against the corresponding prior period's results. However, these non-GAAP financial measures should be viewed in addition to, and not as a substitute for, the Company's reported results prepared in accordance with GAAP. Our non-GAAP financial measures are not meant to be considered in isolation or as a substitute for comparable GAAP measures and should be read only in conjunction with our consolidated financial statements prepared in accordance with GAAP.

## **EBITDA, Adjusted EBITDA and Adjusted EBITDA margin**

We use EBITDA, Adjusted EBITDA, and Adjusted EBITDA margin in evaluating the performance of our business, and we use each in the preparation of our annual operating budgets and as indicators of business performance and profitability. We believe EBITDA, Adjusted EBITDA, and Adjusted EBITDA margin allow us to readily view operating trends, perform analytical comparisons, and identify strategies to improve operating performance. Additionally, Adjusted EBITDA is a key measurement used in our Term Loans to determine interest rates and financial covenant compliance.

We define EBITDA as net income (loss) adjusted to exclude (1) income tax expense (benefit), (2) interest expense, net, (3) depreciation and amortization expense, and (4) amortization of customer relationship intangibles. We define Adjusted EBITDA as EBITDA adjusted to exclude (1) expenses related to the RSI Acquisition and the subsequent restructuring charges that the Company incurred related to the acquisition, (2) non-recurring restructuring charges, (3) net gain/loss on debt forgiveness and modification, (4) stock-based compensation expense, (5) gain/loss on asset disposals, (6) change in fair value of foreign exchange forward contracts, and (7) pension settlement charges. We believe Adjusted EBITDA, when presented in conjunction with comparable GAAP measures, is useful for investors because management uses Adjusted EBITDA in evaluating the performance of our business.

We define Adjusted EBITDA margin as Adjusted EBITDA as a percentage of net sales.

## **Adjusted EPS per diluted share**

We use Adjusted EPS per diluted share in evaluating the performance of our business and profitability. Management believes that this measure provides useful information to investors by offering additional ways of viewing the Company's results by providing an indication of performance and profitability excluding the impact of unusual and/or non-cash items. We define

Adjusted EPS per diluted share as diluted earnings per share excluding the per share impact of (1) expenses related to the RSI Acquisition and the subsequent restructuring charges that the Company incurred related to the acquisition, (2) non-recurring restructuring charges, (3) the amortization of customer relationship intangibles, (4) net gain/loss on debt forgiveness and modification, (5) pension settlement charges, and (6) the tax benefit of RSI Acquisition expenses and subsequent restructuring charges, the net gain/loss on debt forgiveness and modification, and the amortization of customer relationship intangibles. The amortization of intangible assets is driven by the RSI Acquisition and will recur in future periods. Management has determined that excluding amortization of intangible assets from our definition of Adjusted EPS per diluted share will better help it evaluate the performance of our business and profitability.

### Free cash flow

To better understand trends in our business, we believe that it is helpful to subtract amounts for capital expenditures consisting of cash payments for property, plant and equipment and cash payments for investments in displays from cash flows from continuing operations which is how we define free cash flow. Management believes this measure gives investors an additional perspective on cash flow from operating activities in excess of amounts required for reinvestment. It also provides a measure of our ability to repay our debt obligations.

A reconciliation of these non-GAAP financial measures and the most directly comparable measures calculated and presented in accordance with GAAP are set forth in the following tables:

### Reconciliation of EBITDA, Adjusted EBITDA and Adjusted EBITDA margin

(Dollars in thousands)	FISCAL YEARS ENDED APRIL 30,		
	2024	2023	2022
Net income (loss) (GAAP)	\$ 116,216	\$ 93,723	\$ (29,722)
Add back:			
Income tax expense (benefit)	35,752	28,963	(13,257)
Interest expense, net	8,207	15,994	10,189
Depreciation and amortization expense	48,337	48,077	50,939
Amortization of customer relationship intangibles	30,444	45,667	45,667
EBITDA (Non-GAAP)	\$ 238,956	\$ 232,424	\$ 63,816
Add back:			
Acquisition and restructuring related expenses (1)	47	80	80
Non-recurring restructuring charges, net (2)	(198)	1,525	183
Pension settlement, net	—	(7)	68,473
Net gain on debt modification (4)	—	(2,089)	—
Change in fair value of foreign exchange forward contracts (3)	1,544	—	—
Stock-based compensation expense	10,682	7,396	4,708
Loss on asset disposal	1,742	1,050	697
Adjusted EBITDA (Non-GAAP)	\$ 252,773	\$ 240,379	\$ 137,957
Net Sales	\$ 1,847,502	\$ 2,066,200	\$ 1,857,186
Net income (loss) margin (GAAP)	6.3 %	4.5 %	(1.6)%
Adjusted EBITDA margin (Non-GAAP)	13.7 %	11.6 %	7.4 %

(1) Acquisition and restructuring related expenses are comprised of expenses related to the RSI Acquisition and the subsequent restructuring charges that the Company incurred related to the acquisition.

(2) Non-recurring restructuring charges are comprised of expenses incurred related to the nationwide reduction-in-force implemented in fiscal 2023 and the closure of the manufacturing plant in Humboldt, Tennessee in July 2020.

(3) In the normal course of business the Company is subject to risk from adverse fluctuations in foreign exchange rates. The Company manages these risks through the use of foreign exchange forward contracts. The changes in the fair value of the forward contracts are recorded in other expense (income), net in the operating results.

(4) The Company recognized net gain on debt modification totaling \$2.1 million in fiscal 2023 related to the New Market Tax Credits more fully described in Note F — *Loans Payable and Long-Term Debt* in the Notes to the Consolidated Financial Statements herein.

### Adjusted EPS per diluted share

(Dollars in thousands, except share and per share data)	FISCAL YEARS ENDED APRIL 30,		
	2024	2023	2022
Net income (loss) (GAAP)	\$ 116,216	\$ 93,723	\$ (29,722)
Add back:			
Acquisition and restructuring related expenses	47	80	80
Non-recurring restructuring charges, net	(198)	1,525	183
Pension settlement, net	—	(7)	68,473
Amortization of customer relationship intangibles	30,444	45,667	45,667
Net gain on debt modification	—	(2,089)	—
Tax benefit of add backs	(7,785)	(11,791)	(29,859)
Adjusted net income (Non-GAAP)	\$ 138,724	\$ 127,108	\$ 54,822
Weighted average diluted shares (GAAP)	16,260,222	16,685,359	16,592,358
Add back: potentially anti-dilutive shares (1)	—	—	48,379
Weighted average diluted shares (Non-GAAP)	16,260,222	16,685,359	16,640,737
EPS per diluted share (GAAP)	\$ 7.15	\$ 5.62	\$ (1.79)
Adjusted EPS per diluted share (Non-GAAP)	\$ 8.53	\$ 7.62	\$ 3.29

(1) Potentially dilutive securities for the twelve-month period ended April 30, 2022 have not been considered in the GAAP calculation of net loss per shares as effect would be anti-dilutive.

### Free cash flow

(Dollars in thousands)	FISCAL YEARS ENDED APRIL 30,		
	2024	2023	2022
Cash provided by operating activities	\$ 230,750	\$ 198,837	\$ 24,445
Less: Capital expenditures (1)	92,241	45,380	51,582
Free cash flow	\$ 138,509	\$ 153,457	\$ (27,137)

(1) Capital expenditures consist of cash payments for property, plant and equipment and cash payments for investments in displays.

### Outlook for Fiscal 2025

We expect low single-digit increases in net sales for fiscal 2025 versus fiscal 2024 with growth expected in all channels. Our outlook for Adjusted EBITDA for fiscal 2025 will range from \$235 million to \$255 million. The change in net sales and Adjusted EBITDA is highly dependent upon overall industry, economic growth trends, material constraints, labor impacts, interest rates and consumer behaviors. Adjusted EBITDA will also be impacted as we continue to ramp up production from our plant expansions in Monterrey, Mexico and Hamlet, North Carolina.

During fiscal 2025, we will continue our investment back into the business by continuing our path for our digital transformation with investments in our cloud-based ERP and CRM platforms and investing in automation. We will be opportunistic in our

share repurchasing and lastly, we have our debt position at a leverage ratio we wanted to achieve and will continue to deprioritize paying down debt in fiscal 2025.

A reconciliation of EBITDA, Adjusted EBITDA and Adjusted EBITDA margin as projected for fiscal 2025 is not provided because we do not forecast net income (loss) as we cannot, without unreasonable effort, estimate or predict with certainty various components of net income.

Additional risks and uncertainties that could affect the Company's results of operations and financial condition are discussed elsewhere in this annual report, including under "Forward-Looking Statements," and elsewhere in "Management's Discussion and Analysis of Financial Condition and Results of Operations," as well as under Item 1A. "Risk Factors" and Item 7A. "Quantitative and Qualitative Disclosures about Market Risk."

### *Liquidity and Capital Resources*

The Company's cash and cash equivalents totaled \$87.4 million at April 30, 2024, representing a \$45.7 million increase from its April 30, 2023 levels. At April 30, 2024, total long-term debt (including current maturities) was \$374.5 million, an increase of \$2.8 million from the balance at April 30, 2023. The Company's ratio of long-term debt to total capital was 29.0% at April 30, 2024, compared with 29.7% at April 30, 2023. The Company's main source of liquidity is its cash and cash equivalents on hand and cash generated from its operating activities, which we expect to continue into fiscal 2025. See Note F — *Loans Payable and Long-Term Debt* for further discussion on our indebtedness.

On April 22, 2021, the Company amended and restated the Prior Credit Agreement. The amended and restated credit agreement (the "A&R Credit Agreement") provides for a \$500 million revolving loan facility with a \$50 million sub-facility for the issuance of letters of credit (the "Revolving Facility") and a \$250 million term loan facility (the "Term Loan Facility"). Also on April 22, 2021, the Company borrowed the entire \$250 million under the Term Loan Facility and approximately \$264 million under the Revolving Facility to fund, in part, the repayment in full of the amounts then outstanding under the Prior Credit Agreement and the redemption of the Senior Notes. The Company is required to repay the Term Loan Facility in specified quarterly installments. The Revolving Facility and Term Loan Facility mature on April 22, 2026. Approximately \$322.9 million was available under this facility as of April 30, 2024.

The A&R Credit Agreement includes certain financial covenants that require the Company to maintain (i) a "Consolidated Interest Coverage Ratio" of no less than 2.00 to 1.00 and (ii) a "Total Net Leverage Ratio" of no greater than 4.00 to 1.00, subject, in each case, to certain limited exceptions.

The A&R Credit Agreement includes certain additional covenants, including negative covenants that restrict the ability of the Company and certain of its subsidiaries to incur additional indebtedness, create additional liens on its assets, make certain investments, dispose of its assets or engage in a merger or other similar transaction or engage in transactions with affiliates, subject, in each case, to the various exceptions and conditions described in the A&R Credit Agreement. The negative covenants further restrict the ability of the Company and certain of its subsidiaries to make certain restricted payments, including, in the case of the Company, the payment of dividends and the repurchase of common stock, in certain limited circumstances. See Note F — *Loans Payable and Long-Term Debt* for a discussion of interest rates under the new A&R Credit Agreement and our compliance with the covenants in the credit agreement. We were in compliance with each of the covenants under the A&R Credit Agreement during fiscal 2024 and expect to remain in compliance throughout fiscal 2025.

As of April 30, 2024 and 2023, the Company had no off-balance sheet arrangements.

### OPERATING ACTIVITIES

Cash provided by operating activities in fiscal 2024 was \$230.8 million, compared with \$198.8 million in fiscal 2023. The increase in the Company's cash from operating activities was driven primarily by an increase in net income, decreased amortization of customer relationship intangibles and increased cash flows from accounts payable, accrued marketing expenses, and accrued compensation and related expenses, which were partially offset by a decrease in cash flows from income taxes, inventories, and customer receivables.

### INVESTING ACTIVITIES

The Company's investing activities primarily consist of capital expenditures and investments in promotional displays. Net cash used by investing activities in fiscal 2024 was \$92.2 million, compared with \$45.3 million in fiscal 2023. Investments in property, plant and equipment for fiscal 2024 were \$91.0 million, compared with \$42.6 million in fiscal 2023, primarily due to

our plant expansions in Monterrey, Mexico and Hamlet, North Carolina. Investments in promotional displays were \$1.2 million in fiscal 2024, compared with \$2.8 million in fiscal 2023.

## FINANCING ACTIVITIES

The Company realized a net outflow of \$92.9 million from financing activities in fiscal 2024 compared with a net outflow of \$134.1 million in fiscal 2023. During fiscal 2024, \$2.7 million, net, was used to repay long-term debt, compared with approximately \$132.9 million in fiscal 2023.

On November 29, 2023 the Board of Directors authorized a stock repurchase program of up to \$125 million of the Company's outstanding common shares. In conjunction with this authorization the Board of Directors cancelled the remaining \$22.9 million that had yet to be repurchased under the \$100 million existing authorization from May 25, 2021. The Company repurchased \$87.7 million during fiscal 2024. The Company did not repurchase any of its shares during the fiscal year ended April 30, 2023, and as of April 30, 2024 the current stock repurchase program has a remaining authorization of \$89.5 million.

Cash flow from operations combined with accumulated cash and cash equivalents on hand are expected to be more than sufficient to support forecasted working capital requirements, service existing debt obligations, and fund capital expenditures for fiscal 2025.

Future minimum annual commitments for contractual obligations under term loans, the Revolving Facility, capital and operating lease obligations, and other long-term debt amount to \$35.1 million in fiscal 2025, \$426.0 million in fiscal 2026-27, \$36.9 million in fiscal 2028-29, and \$31.1 million in fiscal 2030 and thereafter. Estimated required interest payments based on rates as of April 30, 2024 would be \$14.7 million in fiscal 2025, \$21.0 million in fiscal 2026-27, \$6.2 million in fiscal 2028-29, and \$5.0 million in fiscal 2030 and thereafter.

## SEASONALITY

Our business has been subject to seasonal influences, with higher sales typically realized in our first and fourth fiscal quarters. General economic forces and changes in our customer mix have reduced seasonal fluctuations in revenue over the past few years. The costs of the Company's products are subject to inflationary pressures and commodity price fluctuations. The Company has generally been able over time to recover the effects of inflation and commodity price fluctuations through sales price increases.

For additional discussion of risks that could affect the Company and its business, see "Forward-Looking Statements" above, as well as Item 1A. "Risk Factors" and Item 7A. "Quantitative and Qualitative Disclosures About Market Risk."

## CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Management has chosen accounting policies that are necessary to give reasonable assurance that the Company's operational results and financial position are accurately and fairly reported. The significant accounting policies of the Company are disclosed in Note A to the Consolidated Financial Statements included in this annual report. The following discussion addresses the accounting policies that management believes have the greatest potential impact on the presentation of the financial condition and operating results of the Company for the periods being reported and that require the most judgment.

Management regularly reviews these critical accounting policies and estimates with the Audit Committee of the Board.

**Revenue Recognition.** The Company utilizes signed sales agreements that provide for transfer of title to the customer at the time of shipment or upon delivery based on the contractual terms. The Company must estimate the amount of sales that have been transferred to third-party carriers but not delivered to customers as the carriers are not able to report real-time what has been delivered and thus there is a delay in reporting to the Company. The estimate is calculated using a lag factor determined by analyzing the actual difference between shipment date and delivery date of orders over the past 12 months. Revenue is recognized on those shipments which the Company believes have been delivered to the customer.

The Company recognizes revenue based on the invoice price less allowances for sales returns, cash discounts, and other deductions as required under GAAP. Collection is reasonably assured as determined through an analysis of accounts receivable data, including historical product returns, historical collections, and the evaluation of each customer's ability to pay, as well as any relevant economic conditions. Allowances for sales returns are based on the historical relationship between shipments and returns. The Company believes that its historical experience is an accurate reflection of future returns.

**Goodwill.** Goodwill represents the excess of purchase price over the fair value of net assets acquired. The Company does not amortize goodwill but evaluates for impairment annually, or whenever events occur or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount.

In accordance with the accounting standards, an entity has the option first to assess qualitative factors to determine whether events and circumstances indicate that it is more likely than not that goodwill is impaired. If after such assessment an entity concludes that the asset is not impaired, then the entity is not required to take further action. However, if an entity concludes otherwise, then it is required to determine the fair value of the asset using a quantitative impairment test, and if impaired, the associated assets must be written down to fair value. There were no impairment charges related to goodwill for the fiscal years 2024, 2023, and 2022.

#### **Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

The costs of the Company's products are subject to inflationary pressures and commodity price fluctuations. The Company has generally been able, over time, to recover the effects of inflation and commodity price fluctuations through sales price increases although there may be a lag in the recovery.

The A&R Credit Agreement includes a variable interest rate component. As a result, we are subject to interest rate risk with respect to such floating-rate debt. A 100 basis point increase in the variable interest rate component of our borrowings as of April 30, 2024 would increase our annual interest expense by approximately \$1.7 million. See Note F — *Loans Payable and Long-Term Debt Financial Instruments* for further discussion.

In May 2021, we entered into interest rate swaps to hedge approximately \$200 million of our variable interest rate debt. See Note J — *Derivative Financial Instruments* for further discussion.

The Company enters into foreign exchange forward contracts principally to offset currency fluctuations in transactions denominated in certain foreign currencies, thereby limiting our exposure to risk that would otherwise result from changes in exchange rates. The periods of the foreign exchange forward contracts correspond to the periods of the transactions denominated in foreign currencies.

The Company does not currently use commodity or similar financial instruments to manage its commodity price risks.



**Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

**CONSOLIDATED BALANCE SHEETS**

	APRIL 30,	
(in thousands, except share and per share data)	2024	2023
<b>ASSETS</b>		
Current Assets		
Cash and cash equivalents	\$ 87,398	\$ 41,732
Customer receivables, net	117,559	119,163
Inventories	159,101	190,699
Income taxes receivable	14,548	—
Prepaid expenses and other	24,104	16,661
<b>Total Current Assets</b>	<b>402,710</b>	<b>368,255</b>
Property, plant and equipment, net	272,461	219,415
Operating lease right-of-use assets	126,383	99,526
Customer relationships intangibles, net	—	30,444
Goodwill, net	767,612	767,612
Promotional displays, net	3,274	6,970
Deferred income taxes	5,128	1,469
Other assets	16,297	25,107
<b>TOTAL ASSETS</b>	<b>\$ 1,593,865</b>	<b>\$ 1,518,798</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current Liabilities		
Accounts payable	\$ 64,470	\$ 63,915
Current maturities of long-term debt	2,722	2,263
Short-term lease liability - operating	27,409	24,778
Accrued compensation and related expenses	61,212	49,953
Accrued marketing expenses	16,437	12,528
Other accrued expenses	23,476	24,687
<b>Total Current Liabilities</b>	<b>195,726</b>	<b>178,124</b>
Long-term debt, less current maturities	371,761	369,396
Deferred income taxes	5,002	11,930
Long-term lease liability - operating	106,573	81,370
Other long-term liabilities	4,427	4,190
Shareholders' Equity		
Preferred stock, \$1.00 par value; 2,000,000 shares authorized, none issued	—	—
Common stock, no par value; 40,000,000 shares authorized; issued and outstanding shares: at April 30, 2024: 15,653,463, at April 30, 2023: 16,635,295	359,784	370,259
Retained earnings	543,274	493,157
Accumulated other comprehensive income	7,318	10,372
<b>Total Shareholders' Equity</b>	<b>910,376</b>	<b>873,788</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>\$ 1,593,865</b>	<b>\$ 1,518,798</b>

See notes to consolidated financial statements.

## CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except per share data)	FISCAL YEARS ENDED APRIL 30,		
	2024	2023	2022
Net sales	\$ 1,847,502	\$ 2,066,200	\$ 1,857,186
Cost of sales and distribution	1,469,695	1,708,676	1,630,742
<b>Gross Profit</b>	<b>377,807</b>	<b>357,524</b>	<b>226,444</b>
Selling and marketing expenses	92,603	94,602	92,555
General and administrative expenses	124,008	125,045	97,547
Restructuring charges, net	(198)	1,525	183
<b>Operating Income</b>	<b>161,394</b>	<b>136,352</b>	<b>36,159</b>
Interest expense, net	8,207	15,994	10,189
Pension settlement, net	—	(7)	68,473
Net gain on debt modification	—	(2,089)	—
Other expense (income), net	1,219	(232)	476
<b>Income (Loss) Before Income Taxes</b>	<b>151,968</b>	<b>122,686</b>	<b>(42,979)</b>
Income tax expense (benefit)	35,752	28,963	(13,257)
<b>Net Income (Loss)</b>	<b>\$ 116,216</b>	<b>\$ 93,723</b>	<b>\$ (29,722)</b>
<b>SHARE INFORMATION</b>			
Earnings (loss) per share			
Basic	\$ 7.20	\$ 5.64	\$ (1.79)
Diluted	\$ 7.15	\$ 5.62	\$ (1.79)

See notes to consolidated financial statements.

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(in thousands)	FISCAL YEARS ENDED APRIL 30,		
	2024	2023	2022
Net income (loss)	\$ 116,216	\$ 93,723	\$ (29,722)
Other comprehensive income (loss), net of tax:			
Change in pension benefits, net of taxes of \$0, \$0 and \$18,481, respectively	—	—	54,568
Change in cash flow hedges (swap), net of taxes of \$(1,020), \$50, and \$3,463, respectively	(3,054)	147	10,225
<b>Total Comprehensive Income</b>	<b>\$ 113,162</b>	<b>\$ 93,870</b>	<b>\$ 35,071</b>

See notes to consolidated financial statements.

## CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(in thousands, except share data)	COMMON STOCK		RETAINED EARNINGS	ACCUMULATED OTHER COMPREHENSIVE	TOTAL SHAREHOLDERS' EQUITY
	SHARES	AMOUNT		INCOME (LOSS)	
<b>Balance, April 30, 2021</b>	<b>16,801,101</b>	<b>\$ 362,524</b>	<b>\$ 448,282</b>	<b>\$ (54,568)</b>	<b>\$ 756,238</b>
Net loss	—	—	(29,722)	—	(29,722)
Other comprehensive income, net of tax	—	—	—	64,793	64,793
Stock-based compensation	—	4,708	—	—	4,708
Exercise of stock-based compensation awards, net of amounts withheld for taxes	29,808	(1,072)	—	—	(1,072)
Stock repurchases	(299,781)	(5,874)	(19,126)	—	(25,000)
Employee benefit plan contributions	39,491	2,938	—	—	2,938
<b>Balance, April 30, 2022</b>	<b>16,570,619</b>	<b>\$ 363,224</b>	<b>\$ 399,434</b>	<b>\$ 10,225</b>	<b>\$ 772,883</b>
Net income	—	—	93,723	—	93,723
Other comprehensive income, net of tax	—	—	—	147	147
Stock-based compensation	—	7,396	—	—	7,396
Exercise of stock-based compensation awards, net of amounts withheld for taxes	47,576	(1,199)	—	—	(1,199)
Employee benefit plan contributions	17,100	838	—	—	838
<b>Balance, April 30, 2023</b>	<b>16,635,295</b>	<b>\$ 370,259</b>	<b>\$ 493,157</b>	<b>\$ 10,372</b>	<b>\$ 873,788</b>
Net income	—	—	116,216	—	116,216
Other comprehensive loss, net of tax	—	—	—	(3,054)	(3,054)
Stock-based compensation	—	10,682	—	—	10,682
Exercise of stock-based compensation awards, net of amounts withheld for taxes	76,097	(2,492)	—	—	(2,492)
Stock repurchases	(1,108,715)	(22,341)	(66,099)	—	(88,440)
Employee benefit plan contributions	50,786	3,676	—	—	3,676
<b>Balance, April 30, 2024</b>	<b>15,653,463</b>	<b>\$ 359,784</b>	<b>\$ 543,274</b>	<b>\$ 7,318</b>	<b>\$ 910,376</b>

See notes to consolidated financial statements.

## CONSOLIDATED STATEMENTS OF CASH FLOWS

FISCAL YEARS ENDED APRIL 30,

(in thousands)

2024

2023

2022

### OPERATING ACTIVITIES

Net income (loss)	\$ 116,216	\$ 93,723	\$ (29,722)
Adjustments to reconcile net income (loss) to net cash and cash equivalents provided by operating activities:			
Depreciation and amortization	78,781	93,744	96,606
Net loss on disposal of property, plant and equipment	1,742	1,050	697
Reduction in carrying amount of operating lease right-of-use assets	31,365	26,592	27,610
Amortization of debt issuance costs	842	861	867
Unrealized loss on foreign exchange forward contracts	1,544	—	—
Net gain on debt forgiveness and modification	—	(2,089)	—
Stock-based compensation expense	10,682	7,396	4,708
Deferred income taxes	(9,565)	(24,152)	(25,717)
Pension contributions in excess of expense	—	—	710
Pension settlement, net	—	(7)	68,473
Contributions of employer stock to employee benefit plan	3,676	838	2,938
Other non-cash items	1,881	7,522	489
Changes in operating assets and liabilities (net of acquired assets and liabilities):			
Customer receivables	1,783	35,011	(11,366)
Inventories	28,459	30,937	(70,386)
Income taxes receivable/payable	(16,815)	3,055	(6,206)
Prepaid expenses and other assets	(5,515)	(5,309)	(3,542)
Accounts payable	227	(50,191)	16,386
Accrued compensation and related expenses	11,246	5,060	(15,518)
Operating lease liabilities	(30,388)	(26,906)	(25,100)
Marketing and other accrued expenses	4,589	1,702	(7,482)
<b>Net Cash Provided by Operating Activities</b>	<b>230,750</b>	<b>198,837</b>	<b>24,445</b>

### INVESTING ACTIVITIES

Payments to acquire property, plant and equipment	(91,048)	(42,600)	(44,122)
Proceeds from sales of property, plant and equipment	50	43	10
Investment in promotional displays	(1,193)	(2,780)	(7,460)
<b>Net Cash Used by Investing Activities</b>	<b>(92,191)</b>	<b>(45,337)</b>	<b>(51,572)</b>

### FINANCING ACTIVITIES

Payments of long-term debt	(2,749)	(132,894)	(50,891)
Proceeds from long-term debt	—	—	35,430
Repurchase of common stock	(87,652)	—	(25,000)
Withholding of employee taxes related to stock-based compensation	(2,492)	(1,199)	(1,116)
Debt issuance cost	—	—	(42)
<b>Net Cash Used by Financing Activities</b>	<b>(92,893)</b>	<b>(134,093)</b>	<b>(41,619)</b>

<b>Net Increase (Decrease) in Cash and Cash Equivalents</b>	<b>45,666</b>	<b>19,407</b>	<b>(68,746)</b>
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(in thousands)	FISCAL YEARS ENDED APRIL 30,		
	2024	2023	2022
<b>Cash and Cash Equivalents, Beginning of Year</b>	41,732	22,325	91,071
<b>Cash and Cash Equivalents, End of Year</b>	\$ 87,398	\$ 41,732	\$ 22,325
Supplemental cash flow information:			
Non-cash investing and financing activities:			
Property, plant and equipment	\$ 327	\$ 2,684	\$ 1,050
Cash paid during the period for:			
Interest	\$ 14,873	\$ 17,347	\$ 9,904
Income taxes	\$ 62,949	\$ 49,593	\$ 18,761

See notes to consolidated financial statements.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### Note A — Summary of Significant Accounting Policies

American Woodmark Corporation ("American Woodmark," the "Company," "we," "our" or "us") manufactures and distributes kitchen, bath, and home organization products for the remodeling and new home construction markets. Its products are sold on a national basis directly to home centers, builders, and through a network of independent dealers and distributors. The Company operates within a single reportable segment primarily within the U.S.; long-lived assets and sales outside the U.S. are not significant.

The following is a description of the Company's significant accounting policies:

*Principles of Consolidation and Basis of Presentation:* The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. Intercompany accounts and transactions have been eliminated in consolidation.

*Revenue Recognition:* Our principal performance obligations are the sale of kitchen, bath, and home organization products. The Company recognizes revenue as control of our products is transferred to our customers, which is at the time of shipment or upon delivery based on the contractual terms with our customers. We also derive revenue from installations and our revenue related to installations is recognized upon delivery of cabinets to the customer as installation is typically completed in one day. Revenue is measured as the amount of consideration we expect to receive in exchange for transferring goods to our customers. Payment terms on our product sales normally range from 30 to 90 days. Taxes assessed by a governmental authority that we collect are excluded from revenue. The expected costs associated with our contractual warranties are recognized as expense when the products are sold. See Note L — *Commitments and Contingencies* for further discussion.

For products where title transfer occurs upon delivery to the customer's location, we must estimate the amount of sales that have been transferred to third-party carriers but not delivered to customers as the carriers are not able to report real-time what has been delivered and thus there is a delay in reporting to the Company. The estimate is calculated using a lag factor determined by analyzing the actual difference between shipment date and delivery date of orders over a representative period of time, which as of April 30, 2024 was the past 12 months. Revenue is recognized on those shipments which we believe have been delivered to the customer.

When revenue is recognized, we record estimates to reduce revenue for customer programs and incentives in order to determine the amount of consideration the Company will ultimately be entitled to receive. Customer programs and incentives are considered variable consideration, and include price discounts, volume-based incentives, promotions, and cooperative advertising. The Company includes variable consideration in revenue only to the extent that it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the variable consideration is resolved. This determination is made based upon known customer programs and incentive offerings at the time of sale, and expected sales volume forecasts as it relates to our volume-based incentives. This determination is updated each reporting period. In addition, for certain customer program incentives, we receive an identifiable benefit (goods or services) in exchange for the consideration given and record the associated expenditure in selling, general and administrative expenses.

We account for shipping and handling costs that occur before the customer has obtained control of a product as a fulfillment activity rather than as a promised service. These costs are classified within costs of sales and distribution.

*Cost of Sales and Distribution:* Cost of sales and distribution includes all costs associated with the manufacture and distribution of the Company's products including the costs of shipping and handling.

*Advertising Costs:* Advertising costs are expensed as incurred. Advertising expenses for fiscal years 2024, 2023, and 2022 were \$28.8 million, \$34.6 million, and \$32.6 million, respectively.

*Cash and Cash Equivalents:* Cash in excess of operating requirements is invested in money market accounts which are carried at cost (which approximates fair value). The Company considers all highly liquid short-term investments with an original maturity of three months or less when purchased to be cash equivalents.

*Inventories:* Inventory costs are determined on a first-in, first-out ("FIFO") basis. Costs include materials, labor, and production overhead at normal production capacity. Costs do not exceed net realizable values. See Note C — *Inventories* for additional information.

*Property, Plant and Equipment:* Property, plant and equipment is stated on the basis of cost less accumulated depreciation. Depreciation is calculated using the straight-line method over the estimated useful lives of the related assets, which range from 15 to 30 years for buildings and improvements, 3 to 12 years for machinery and equipment, and 3 to 10 years for software. Assets under financing leases are amortized over the shorter of their estimated useful lives or the term of the related lease.

*Impairment of Long-Lived Assets:* The Company reviews its long-lived assets for impairment when events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. During fiscal years 2024, 2023, and 2022, the Company concluded no impairment existed.

*Goodwill:* Goodwill represents the excess of purchase price over the fair value of net assets acquired. The Company does not amortize goodwill but evaluates for impairment annually on February 1st, or whenever events occur or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. In accordance with the accounting standards, an entity has the option first to assess qualitative factors to determine whether events and circumstances indicate that it is more likely than not that goodwill is impaired. If after such assessment an entity concludes that the asset is not more likely than not impaired, the entity is not required to take further action. However, if an entity concludes otherwise, it is required to determine the fair value of the asset using a quantitative impairment test, and if impaired, the associated assets must be written down by the amount that the carrying value exceeds the fair value of the reporting unit. During fiscal years 2024, 2023, and 2022, the Company concluded no impairment existed based on a qualitative analysis.

*Intangible Assets:* Intangible assets consist of customer relationship intangibles. The Company amortizes the cost of intangible assets over their estimated useful lives, six years, unless such lives are deemed indefinite. The Company reviews its intangible assets for impairment when events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. During fiscal years 2024, 2023, and 2022, the Company concluded no impairment existed.

*Promotional Displays:* The Company invests in promotional displays in retail stores to demonstrate product features, product and quality specifications, and to serve as a training tool for retail kitchen designers. The Company invests in these long-lived productive assets to provide the aforementioned benefits. The Company's investment in promotional displays is carried at cost less applicable amortization. Amortization is calculated using the straight-line method on an individual display basis over periods of 24 to 60 months (the estimated period of benefit). Promotional display amortization expense for fiscal years 2024, 2023, and 2022 was \$4.9 million, \$8.0 million, and \$10.0 million, respectively, and is included in selling and marketing expenses.

*Income Taxes:* The Company accounts for deferred income taxes utilizing the asset and liability method, whereby deferred tax assets and liabilities are recognized based on the tax effects of temporary differences between the financial statement amounts and the tax basis of assets and liabilities, using enacted tax rates in effect for the year in which these items are expected to reverse. At each reporting date, the Company evaluates the need for a valuation allowance to adjust deferred tax assets to an amount that more likely than not will be realized.

*Stock-Based Compensation:* The Company recognizes stock-based compensation expense based on the grant date fair value over the requisite service period. The Company records the expense for stock-based compensation awards subject to performance-based criteria vesting over the remaining service period when the Company determines that achievement of the performance criteria is probable. The Company evaluates when the achievement of performance-based criteria is probable based on the expected satisfaction of the performance criteria at each reporting date.

*Self Insurance:* The Company is self-insured for certain costs related to employee medical coverage, workers' compensation liability, general liability, auto liability, and property insurance. The Company maintains stop-loss coverage with third-party insurers to limit total exposure. The Company establishes a liability at each balance sheet date based on estimates for a variety of factors that influence the Company's ultimate cost. In the event that actual experience is substantially different from the estimates, the financial results for the period could be adversely affected. The Company believes that the methodologies used to estimate insurance liabilities are an accurate reflection of the liabilities as of the date of the consolidated balance sheets.

*Derivative Financial Instruments:* The Company uses derivatives as part of the normal business operations to manage its exposure to fluctuations in interest rates associated with variable interest rate debt and foreign exchange rates. The Company has established policies and procedures that govern the risk management of these exposures. The primary objective in managing these exposures is to add stability to interest expense, manage the Company's exposure to interest rate movements, and manage the risk from adverse fluctuations in foreign exchange rates.

The Company uses interest rate swap contracts to manage interest rate exposures. The Company records outstanding swap contracts in the consolidated balance sheets at fair value. Changes in the fair value of interest rate swap contracts designated as

cash flow hedges are recorded in accumulated other comprehensive income (loss), and subsequently reclassified into earnings in the period the hedged forecasted transaction affects earnings. If a derivative is deemed to be ineffective, the change in fair value of the derivative is recognized directly in earnings.

The Company also manages risks through the use of foreign exchange forward contracts. The Company recognizes its outstanding forward contracts in the consolidated balance sheets at their fair values. The Company does not designate the forward contracts as accounting hedges. The changes in the fair value of the forward contracts are recorded in other (income) expense, net in the consolidated statements of operations.

*Use of Estimates:* The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during each reporting period. Actual results could differ from those estimates.

*Recent Accounting Pronouncements:* In December 2023, the Financial Accounting Standards Board (the “FASB”) issued Accounting Standards Update (“ASU”) No. 2023-09 “Improvements to Income Tax Disclosures.” The amendments in this ASU are intended to increase transparency through improvements to income tax disclosures primarily related to the rate reconciliation and income taxes paid information. This standard is effective for annual periods beginning after December 15, 2024, with early adoption permitted. The Company is currently evaluating the disclosure impacts of ASU 2023-09 on its consolidated financial statements and related disclosures.

In November 2023, the FASB issued ASU 2023-07 "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures" to improve the disclosures about reportable segments and include more detailed information about a reportable segment's expenses. This ASU also requires that a public entity with a single reportable segment, like the Company, provide all of the disclosures required as part of the amendments and all existing disclosures required by Topic 280. The ASU should be applied retrospectively to all prior periods presented in the financial statements and is effective for fiscal years beginning after December 15, 2023 and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. The Company is currently evaluating the impact on the related disclosures; however, it does not expect this update to have an impact on its financial condition or results of operations.

*Reclassifications:* Certain reclassifications have been made to prior period balances to conform to the current year presentation.

## **Note B — Customer Receivables**

The components of customer receivables were:

(in thousands)	APRIL 30,	
	2024	2023
Gross customer receivables	\$ 126,680	\$ 130,655
Less:		
Allowance for credit losses	(474)	(449)
Allowance for returns and discounts	(8,647)	(11,043)
<b>Net customer receivables</b>	<b>\$ 117,559</b>	<b>\$ 119,163</b>



### Note C — Inventories

The components of inventories were:

(in thousands)	APRIL 30,	
	2024	2023
Raw materials	\$ 61,548	\$ 80,953
Work-in-process	44,464	49,064
Finished goods	53,089	60,682
<b>Total inventories</b>	<b>\$ 159,101</b>	<b>\$ 190,699</b>

### Note D — Property, Plant and Equipment

The components of property, plant and equipment were:

(in thousands)	APRIL 30,	
	2024	2023
Land	\$ 4,475	\$ 4,475
Buildings and improvements	131,663	121,903
Buildings and improvements - financing leases	11,164	11,164
Machinery and equipment	370,940	331,146
Machinery and equipment - financing leases	32,173	29,869
Software	39,252	29,322
Construction in progress	64,057	45,710
Total property, plant and equipment	653,724	573,589
Less accumulated amortization and depreciation	(381,263)	(354,174)
<b>Property, plant and equipment, net</b>	<b>\$ 272,461</b>	<b>\$ 219,415</b>

Amortization and depreciation expense on property, plant and equipment amounted to \$41.2 million, \$37.9 million, and \$38.0 million in fiscal years 2024, 2023, and 2022, respectively. Accumulated amortization on financing leases included in the above table amounted to \$31.7 million and \$31.9 million as of April 30, 2024 and 2023, respectively.

### Note E — Customer Relationships Intangibles

The components of customer relationships intangibles were:

(in thousands)	APRIL 30,	
	2024	2023
Customer relationship intangibles	\$ 274,000	\$ 274,000
Less accumulated amortization	(274,000)	(243,556)
<b>Total</b>	<b>\$ —</b>	<b>\$ 30,444</b>

Customer relationships intangibles are amortized over the estimated useful lives on a straight-line basis over six years. Amortization expense on customer relationships intangibles amounted to \$30.4 million, \$45.7 million, and \$45.7 million in fiscal years 2024, 2023, and 2022, respectively.

## Note F — Loans Payable and Long-Term Debt

Maturities of long-term debt are as follows:

(in thousands)	FISCAL YEARS ENDING APRIL 30,					2030 AND THERE- AFTER	TOTAL OUTSTANDING AS OF APRIL 30, 2024	TOTAL OUTSTANDING AS OF APRIL 30, 2023
	2025	2026	2027	2028	2029			
Term loans	\$ —	\$206,250	\$ —	\$ —	\$ —	\$ —	\$ 206,250	\$ 206,250
Revolving credit	—	163,750	—	—	—	—	163,750	163,750
Finance lease obligations	2,292	1,760	1,156	346	130	—	5,684	3,702
Other long-term debt	430	—	—	—	—	—	430	430
<b>Total</b>	<b>\$ 2,722</b>	<b>\$371,760</b>	<b>\$ 1,156</b>	<b>\$ 346</b>	<b>\$ 130</b>	<b>\$ —</b>	<b>\$ 376,114</b>	<b>\$ 374,132</b>
Debt issuance costs							\$ (1,631)	\$ (2,473)
Current maturities							\$ (2,722)	\$ (2,263)
<b>Total long-term debt</b>							<b>\$ 371,761</b>	<b>\$ 369,396</b>

### Term Loans and Revolving Credit Facility

On December 29, 2017, the Company entered into a credit agreement (the "Prior Credit Agreement") with a syndicate of lenders and Wells Fargo Bank, National Association, as administrative agent. The Prior Credit Agreement provided for a \$100 million revolving loan facility with a \$25 million sub-facility for the issuance of letters of credit, a \$250 million initial term loan facility and a \$250 million delayed draw term loan facility. The Company borrowed the entire \$250 million under the initial term loan facility, the entire \$250 million under the delayed draw term loan facility and approximately \$50 million under the revolving loan facility in connection with the acquisition of RSI Home Products, Inc. ("RSI") and the refinancing of certain senior notes assumed from RSI (the "RSI Notes"). The facilities under the Prior Credit Agreement were scheduled to mature on December 29, 2022.

On April 22, 2021, the Company amended and restated the Prior Credit Agreement and on January 17, 2023 the Company entered into an amendment of such agreement to transition the applicable interest rate from LIBOR to Secured Overnight Financing Rate ("SOFR"), effective January 31, 2023. The amended and restated credit agreement (the "A&R Credit Agreement") provides for a \$500 million revolving loan facility with a \$50 million sub-facility for the issuance of letters of credit (the "Revolving Facility") and a \$250 million term loan facility (the "Term Loan Facility"). Also on April 22, 2021, the Company borrowed the entire \$250 million under the Term Loan Facility and approximately \$264 million under the Revolving Facility to fund, in part, the repayment in full of the amounts then outstanding under the Prior Credit Agreement and the redemption of \$350 million in aggregate principal amount of 4.875% Senior Notes due 2026 (the Senior Notes). The Company is required to repay the Term Loan Facility in specified quarterly installments, which have been prepaid through April 30, 2025. The Revolving Facility and Term Loan Facility mature on April 22, 2026.

As of April 30, 2024, and 2023, \$206.3 million was outstanding on the Term Loan Facility. As of April 30, 2024, and 2023, \$163.8 million was outstanding under the Revolving Facility. Outstanding letters of credit under the Revolving Facility were

\$13.3 million as of April 30, 2024, leaving approximately \$322.9 million in available capacity under the Revolving Facility as of April 30, 2024. Outstanding letters of credit under the Revolving Facility were \$13.0 million, as of April 30, 2023, leaving approximately \$323.2 million in available capacity under the Revolving Facility as of April 30, 2023. The outstanding balances noted above approximate fair value as the facilities have a floating interest rate.

Amounts outstanding under the Term Loan Facility and the Revolving Facility bear interest based on a fluctuating rate measured by reference to either, at the Company's option, a base rate plus an applicable margin or SOFR plus 10 basis points plus an applicable margin, with the applicable margin being determined by reference to the Company's then-current "Secured Net Leverage Ratio." The Company also incurs a quarterly commitment fee on the average daily unused portion of the Revolving Facility during the applicable quarter at a rate per annum also determined by reference to the Company's then-current "Secured Net Leverage Ratio." In addition, a letter of credit fee accrues on the face amount of any outstanding letters of credit at a per annum rate equal to the applicable margin on SOFR loans, payable quarterly in arrears. As of April 30, 2024, the applicable margin with respect to base rate loans and SOFR loans was 0.00% and 1.00%, respectively, and the commitment fee was 0.10%.

The A&R Credit Agreement includes certain financial covenants that require the Company to maintain (i) a "Consolidated Interest Coverage Ratio" of no less than 2.00 to 1.00 and (ii) a "Total Net Leverage Ratio" of no greater than 4.00 to 1.00, subject, in each case, to certain limited exceptions.

The A&R Credit Agreement includes certain additional covenants, including negative covenants that restrict the ability of the Company and certain of its subsidiaries to incur additional indebtedness, create additional liens on its assets, make certain investments, dispose of its assets, or engage in a merger or other similar transaction or engage in transactions with affiliates, subject, in each case, to the various exceptions and conditions described in the A&R Credit Agreement. The negative covenants further restrict the ability of the Company and certain of its subsidiaries to make certain restricted payments, including, in the case of the Company, the payment of dividends and the repurchase of common stock, in certain limited circumstances.

As of April 30, 2024, the Company was in compliance with all covenants included in the A&R Credit Agreement.

The Company's obligations under the A&R Credit Agreement are guaranteed by the Company's domestic subsidiaries and the obligations of the Company and its domestic subsidiaries under the A&R Credit Agreement and their guarantees, respectively, are secured by a pledge of substantially all of their respective personal property.

### **Financing Lease Obligations**

The Company has various financing leases with interest rates between 2.0% and 6.9%. The leases require monthly payments and expire by September 30, 2028. The outstanding amounts owed as of April 30, 2024, and 2023, were \$5.6 million and \$3.7 million, respectively.

### **Other Long-term Debt**

On January 25, 2016, the Company entered into a New Markets Tax Credit ("NMTC") financing agreement to finance working capital and capital improvements at its Monticello, Kentucky facility. This agreement was structured with unrelated third party financial institutions (the "Investors"), their wholly-owned investment funds ("Investment Funds") and certain community development entities ("CDEs") in connection with our participation in qualified transactions under the NMTC program. In exchange for substantially all of the benefits derived from the tax credits, the Investors made a contribution of \$2.3 million, net of syndication fees, to the Investment Funds. Simultaneously, a wholly owned subsidiary of the Company made a \$4.3 million loan to the Investment Funds. The Investment Funds used the proceeds of such equity and debt investments to acquire equity interests in the CDEs, which the CDEs in turn used to make loans to the Company aggregating \$6.6 million for the project. These loans have a term of 30 years with an aggregate interest rate of approximately 1.2%. The original terms of the transaction included Investor put options, exercisable after seven years, which, if exercised by the Investors, would require the Company to purchase the Investors' interests in the Investment Funds. The Investors' exercised such put options in February 2023 and the Company repurchased their interests in the Investment Funds in February 2023. As a result of the exercised put option, the Company recognized a reduction of long-term debt of \$6.6 million, a reduction of loan receivable of \$4.3 million and a gain on debt modification of \$2.1 million, net of unamortized debt issuance costs of \$0.2 million.

On March 8, 2022, the Company entered into a \$0.4 million loan agreement with the West Virginia Water Development Authority acting on behalf of the West Virginia Infrastructure and Jobs Development Council and the Hardy County Rural Development Authority as part of the Company's capital improvements at the South Branch Primewood facility located in Hardy County, West Virginia. The loan agreement expires on March 8, 2025 and bears no interest rate. The loan agreement is

secured by a sole first lien on the real property and fixtures associated with the facility. It defers principal and interest during the term of the obligation and forgives any outstanding balance at March 8, 2025, if the Company complies with certain employment levels at the facility.

Certain of the Company's loan agreements limit the amount and type of indebtedness the Company can incur and require the Company to maintain specified financial ratios measured on a quarterly basis. In addition to the assets previously discussed, certain of the Company's property, plant and equipment are pledged as collateral under certain loan agreements and the capital lease arrangements. The Company was in compliance with all covenants contained in its loan agreements and financing leases at April 30, 2024.

### Note G — Earnings Per Share

The following table summarizes the computations of basic and diluted earnings per share:

(in thousands, except per share amounts)	FISCAL YEARS ENDED APRIL 30,		
	2024	2023	2022
Numerator used in basic and diluted earnings per common share:			
Net income (loss)	\$ 116,216	\$ 93,723	\$ (29,722)
Denominator:			
Denominator for basic earnings per common share - weighted-average shares	16,139	16,614	16,592
Effect of dilutive securities:			
Stock options and restricted stock units	121	71	0
Denominator for diluted earnings per common share - weighted-average shares and assumed conversions	16,260	16,685	16,592
Net earnings (loss) per share			
Basic	\$ 7.20	\$ 5.64	\$ (1.79)
Diluted	\$ 7.15	\$ 5.62	\$ (1.79)

There were no anti-dilutive securities for the fiscal years ended April 30, 2024 and 2023, which were excluded from the calculation of net earnings per share. Potentially dilutive securities of 48,379 for the fiscal year ended April 30, 2022 have not been considered in the calculation of net earnings (loss) per share as the effect would be anti-dilutive.

On November 29, 2023 the Board of Directors authorized a stock repurchase program of up to \$125 million of the Company's outstanding common shares. In conjunction with this authorization the Board of Directors cancelled the remaining \$22.9 million that had yet to be repurchased under the \$100 million existing authorization from May 25, 2021. The Company repurchased a total of 1,108,715 common shares, for an aggregate purchase price of \$87.7 million of its common shares during fiscal 2024. During the first half of fiscal 2024, the Company repurchased \$52.2 million under the May 25, 2021 authorization while the remaining \$35.5 million of stock was repurchased under the November 25, 2023 authorization. The Company did not repurchase any of its shares during fiscal 2023 but purchased a total of 299,781 common shares, for an aggregate purchase price of \$25.0 million under the plan approved on May 25, 2021 during fiscal 2022. The Company funded share repurchases using available cash and cash generated from operations. Repurchased shares became authorized but unissued common shares. At April 30, 2024, \$89.5 million remained authorized by the Board to repurchase the Company's common shares.

### Note H — Stock-Based Compensation

The Company has various stock-based compensation plans. The Company issues restricted stock units ("RSUs") and stock options to key employees and non-employee directors. The Company recognizes stock-based compensation costs for those shares expected to vest on a straight-line basis over the requisite service period of the award. The Company records forfeitures as they occur.

### *Stock Incentive Plans*

At April 30, 2024, the Company had stock option and RSU awards outstanding under three different plans: (1) 2023 stock incentive plan; (2) 2016 employee stock incentive plan; and (3) 2015 non-employee directors equity ownership plan. As of April 30, 2024, there were 749,850 shares of common stock available for future stock-based compensation awards under the Company's stock incentive plans.

### *Methodology Assumptions*

For purposes of valuing stock option grants, the Company uses the Black-Scholes option-pricing model to value the Company's stock options. For purposes of determining the fair value of RSUs, the Company uses the closing stock price of its common stock as reported on the NASDAQ Global Select Market on the date of grant. The fair value of the Company's stock options and RSU awards is expensed on a straight-line basis over the vesting period of the stock options and RSUs to the extent the Company believes it is probable the related performance criteria, if any, will be met. The expected volatility assumption is based on the historical volatility of the Company's stock over a term equal to the expected term of the option granted. The expected term of stock option awards granted is derived from the Company's historical exercise experience and represents the period of time that stock option awards granted are expected to be outstanding. The expected term assumption incorporates the contractual term of an option grant, which is generally ten years for employees, as well as the vesting period of an award, which is typically three years. The risk-free interest rate is based on the implied yield on a U.S. Treasury constant maturity with a remaining term equal to the expected term of the option granted.

The weighted-average assumptions and valuation of the Company's stock options were as follows:

	FISCAL YEAR ENDED APRIL 30, 2024	
Weighted-average fair value of grants	\$	77.19
Expected volatility		48.65 %
Expected term in years		6.5
Risk-free interest rate		4.32 %
Expected dividend yield		— %

### *Stock Option Activity:*

Performance-based stock options ("Performance-Based Options") granted and outstanding under the Company's 2023 stock incentive plan cliff vest at the end of three-years and have contractual terms of ten-years. The Performance-Based Options are subject to performance conditions and continued employment through the vest date. The exercise price of all stock options granted is equal to the fair market value of the Company's common stock on the option grant date.

The Company did not grant stock options during the fiscal years ended April 30, 2023 and 2022.

The following table presents a summary of the Company's stock option activity for the fiscal year ended April 30, 2024 (remaining contractual term in years and exercise prices are weighted-averages):

	NUMBER OF OPTIONS	WEIGHTED AVERAGE REMAINING CONTRACTUAL TERM	WEIGHTED AVERAGE EXERCISE PRICE	AGGREGATE INTRINSIC VALUE (in thousands)
Outstanding at April 30, 2023	—	0	\$ —	\$ —
Granted	92,340	9.4	77.19	\$ 1,375
Exercised	—	0	—	\$ —
Cancelled or expired	(10,260)	0	77.19	\$ 153
Outstanding at April 30, 2024	82,080	9.4	\$ 77.19	\$ 1,222
Vested and expected to vest in the future at April 30, 2024	82,080	9.4	\$ 77.19	\$ 1,222
Exercisable at April 30, 2024	—	0	\$ —	\$ —

As of April 30, 2024, there was \$3.1 million of total unrecognized compensation expense related to unvested stock options granted under the Company's stock-based compensation plans. This expense is expected to be recognized over a weighted-average period of 2.3 years.

*Restricted Stock Unit Activity:*

Prior to June 2023, the Company's RSUs granted to employees cliff-vest over a three-year period from date of grant, while RSUs granted to non-employee directors vest daily over a two-year period from date of grant. Directors were granted service-based RSUs only, while employees were awarded both service-based and performance-based RSUs ("PBRsUs"). Beginning in June 2023, service-based RSUs granted to employees vest one-third on each of the first, second and third anniversaries of the grant date and service-based restricted stock units granted to non-employee directors vest daily through the end of the one-year vesting period as long as (i) the recipient continuously remains a member of the Board and (ii) entitle the recipient to receive one share of the Company's common stock per unit vested. Directors were granted service-based RSUs only, while employees were awarded both service-based and performance-based RSUs ("PBRsUs") in fiscal years 2024, 2023, and 2022. The PBRsUs granted in fiscal 2024, 2023, and 2022 are earned based on achievement of a number of goals pertaining to the Company's financial performance during three one-year performance periods and the achievement of certain cultural goals for the three-year period. Employees who satisfy the vesting criteria will receive a proportional amount of PBRsUs based upon the Compensation Committee's assessment of the Company's achievement of the performance criteria.

The following table contains a summary of the Company's RSU activity for the fiscal years ended April 30, 2024, 2023, and 2022:

	PERFORMANCE-BASED RSUs	SERVICE-BASED RSUs	TOTAL RSUs	WEIGHTED AVERAGE GRANT DATE FAIR VALUE
Issued and outstanding, April 30, 2021	131,684	91,471	223,155	\$64.81
Granted	57,392	85,568	142,960	\$76.97
Cancelled due to non-achievement of performance goals	(1,975)	—	(1,975)	\$104.10
Settled in common stock	(19,930)	(23,242)	(43,172)	\$71.47
Forfeited	(12,561)	(6,563)	(19,124)	\$72.79
Issued and outstanding, April 30, 2022	154,610	147,234	301,844	\$69.10
Granted	119,772	82,848	202,620	\$51.77
Cancelled due to non-achievement of performance goals	(38,454)	—	(38,454)	\$73.85
Settled in common stock	(19,478)	(49,916)	(69,394)	\$63.12
Forfeited	(16,620)	(9,986)	(26,606)	\$63.15
Issued and outstanding, April 30, 2023	199,830	170,180	370,010	\$61.77
Granted	155,062	79,778	234,840	\$63.41
Cancelled due to non-achievement of performance goals	(9,949)	—	(9,949)	\$63.83
Settled in common stock	(45,109)	(68,034)	(113,143)	\$65.02
Forfeited	(14,939)	(8,400)	(23,339)	\$66.52
Issued and outstanding, April 30, 2024	284,895	173,524	458,419	\$61.85

As of April 30, 2024, there was \$17.7 million of total unrecognized compensation expense related to unvested RSUs granted under the Company's stock-based compensation plans. This expense is expected to be recognized over a weighted-average period of 1.7 years.

For the fiscal years ended April 30, 2024, 2023, and 2022 stock-based compensation expense was allocated as follows:

(in thousands)	FISCAL YEARS ENDED APRIL 30,		
	2024	2023	2022
Cost of sales and distribution	\$ 2,377	\$ 2,154	\$ 1,299
Selling and marketing expenses	2,364	1,941	1,266
General and administrative expenses	5,941	3,301	2,143
Stock-based compensation expense, before income taxes	\$ 10,682	\$ 7,396	\$ 4,708

#### Note I — Employee Benefit and Retirement Plans

Under the American Woodmark Corporation Retirement Savings Plan (the "Plan"), essentially all employees are immediately eligible to participate in the Plan. Participants are eligible for 401(k) matching contributions based upon the employee's contribution to the Plan. All participants employed at the end of the fiscal year and hired prior to November 2 of the fiscal year are eligible for a discretionary profit-sharing contribution.

Prior to February 1, 2024, discretionary profit-sharing contributions ranging from 0-5% of net income, based on predetermined net income levels of the Company, may be made annually in the form of Company stock. Effective February 1, 2024, the profit-sharing contributions are limited to 3% of net income. The Company contributed 5% of net income for the first nine months of fiscal 2024 and 3% of net income for the last three months of fiscal 2024. The Company recognized expenses for profit-sharing contributions of \$5.3 million, \$4.7 million, and \$0.8 million in fiscal years 2024, 2023, and 2022, respectively.

For the first eight months of fiscal 2024, the Company matched 100% of an employee's annual 401(k) contributions to the Plan up to 4% of annual compensation. Effective January 1, 2024, the matching contribution was increased to the first 4% of annual compensation plus an additional 50% of the next 2% of annual compensation, thus providing a 5% match. The expense for 401(k) matching contributions for the plan was \$12.9 million, \$12.4 million, and \$11.7 million, in fiscal years 2024, 2023, and 2022, respectively.

## **Note J--Derivative Financial Instruments**

### *Interest Rate Swap Contracts*

The Company enters into interest rate swap contracts to manage variability in the amount of known or expected cash payments related to portions of its variable rate debt. On May 28, 2021, the Company entered into four interest rate swaps with an aggregate notional amount of \$200 million to hedge part of the variable rate interest payments under the Term Loan Facility. The interest rate swaps became effective on May 28, 2021 and will terminate on May 30, 2025. The interest rate swaps economically convert a portion of the variable rate debt to fixed rate debt. The Company receives floating interest payments monthly based on one-month SOFR and pays a fixed rate of 0.53% to the counterparty.

The interest rate swaps are designated as cash flow hedges. Changes in fair value are recorded to other comprehensive income. The risk management objective in using interest rate swaps is to add stability to interest expense and to manage the Company's exposure to interest rate movements. Interest rate swaps designated as cash flow hedges involve the receipt of variable amounts from a counterparty in exchange for the Company making fixed-rate payments over the life of the contract agreements without exchange of the underlying notional amount. Realized gains or losses in connection with required interest payments on interest rate swaps are recorded in earnings, as a component of interest expense, net to offset variability in interest expense associated with the underlying debt's cash flows.

For the year ended April 30, 2024, unrealized gains, net of deferred taxes, of \$4.3 million, were recorded in other comprehensive income, and \$7.4 million of realized gains were reclassified out of accumulated other comprehensive loss to interest expense, net due to interest received from and payments made to the swap counterparties. For the year ended April 30, 2023, unrealized gains, net of deferred taxes, of \$3.9 million, were recorded in other comprehensive income, and \$3.8 million of realized losses were reclassified out of accumulated other comprehensive loss to interest expense due to payments made to the swap counterparties.

As of April 30, 2024, the Company anticipates reclassifying approximately \$6.8 million of hedging gains, net of tax benefit, from accumulated other comprehensive income into earnings during the next 12 months to offset the variability of the hedged items during this period.

The fair value of the derivative instruments are included in other assets on the consolidated balance sheets.

### *Foreign Exchange Forward Contracts*

At April 30, 2024, the Company held a target accrual redemption forward agreement to purchase Mexican Pesos across 48 defined fixings. These fixings allow for U.S. dollars to be converted into Pesos at a rate of 18.25 Pesos to one U.S. Dollar. Cumulative profit is capped at an aggregate of approximately \$1.8 million over the shorter of the life of the contract fixings or the utilization of the cap. If the spot rate is between 18.25 and 19.00 for a defined fixing then the Company purchases at the spot rate and the profit cap is not impacted. As of April 30, 2024, a liability of \$1.5 million is recorded in other accrued expenses on the consolidated balance sheets. At April 30, 2023, the Company held no forward contracts.



## Note K — Income Taxes

Income tax expense was comprised of the following:

(in thousands)	FISCAL YEARS ENDED APRIL 30,		
	2024	2023	2022
<b>CURRENT</b>			
Federal	\$ 34,525	\$ 39,180	\$ 8,748
State	9,828	12,937	3,295
Foreign	964	998	417
Total current expense	45,317	53,115	12,460
<b>DEFERRED</b>			
Federal	(7,156)	(20,195)	(21,316)
State	(1,866)	(3,869)	(4,049)
Foreign	(543)	(88)	(352)
Total deferred benefit	(9,565)	(24,152)	(25,717)
Total expense (benefit)	35,752	28,963	(13,257)
Tax (benefit) or loss included in other comprehensive income	(1,020)	(50)	21,944
Total comprehensive income tax expense	\$ 34,732	\$ 28,913	\$ 8,687

The Company's effective income tax rate varied from the federal statutory rate as follows:

	FISCAL YEARS ENDED APRIL 30,		
	2024	2023	2022
Federal statutory rate	21.0 %	21.0 %	21.0 %
Effect of:			
Federal income tax credits	(3.1)	(2.7)	5.4
Stock compensation	(0.2)	0.2	(0.3)
Uncertain tax positions	—	(0.2)	1.7
Meals and entertainment	0.3	0.2	(0.4)
Foreign	0.1	0.3	0.6
Other	1.5	(0.4)	(0.6)
State income taxes, net of federal tax effect	3.9	5.2	3.4
Effective income tax rate	23.5 %	23.6 %	30.8 %

The significant components of deferred tax assets and liabilities were as follows:

(in thousands)	APRIL 30,	
	2024	2023
Deferred tax assets:		
Accounts receivable	\$ 1,737	\$ 2,755
Inventory	3,009	1,902
Product liability	1,395	2,031
Employee benefits	6,112	6,824
Tax credit carryforwards	6,087	5,920
Operating leases liabilities	33,454	26,884
Section 174 research and development	9,542	5,258
Other	4,038	1,892
Gross deferred tax assets, before valuation allowance	65,374	53,466
Valuation allowance	(5,878)	(5,573)
Gross deferred tax assets, after valuation allowance	59,496	47,893
Deferred tax liabilities:		
Pension benefits	235	227
Depreciation	25,059	22,464
Intangibles	—	6,830
Operating leases right-of-use assets	30,981	24,681
Interest rate swaps	2,448	3,518
Other	647	634
Gross deferred tax liabilities	59,370	58,354
Net deferred tax (asset) liability	\$ (126)	\$ 10,461

We have not recorded deferred income taxes applicable to undistributed earnings of foreign subsidiaries that are indefinitely reinvested in foreign operations. Undistributed earnings that are indefinitely reinvested in foreign operations are not significant as of April 30, 2024.

The Company recorded a valuation allowance related to deferred tax assets for certain state investment tax credit ("ITC") carryforwards and foreign tax credit ("FTC") carryforwards. Deferred tax assets are reduced by a valuation allowance when, after considering all positive and negative evidence, it is determined that it is more likely than not that some portion, or all, of the deferred tax asset will not be realized. The Company determined that there will not be sufficient foreign source income to fully utilize the current year and carry forward FTCs. Therefore, the Company updated the valuation allowance for the current year activity of \$0.2 million related to FTCs.

The gross amount of state tax credit carryforwards related to state ITCs as of April 30, 2024 and 2023 was \$3.7 million and \$3.6 million, respectively. These credits expire in various years beginning in fiscal 2028. Net of the federal impact and related valuation allowance, the Company recorded \$0.2 million and \$0.3 million of deferred tax assets related to these credits as of April 30, 2024 and 2023, respectively. The Company accounts for ITCs under the deferral method, under which the tax benefit from the ITC is deferred and amortized into income tax expense over the book life of the related property. As of April 30, 2024 and 2023, a deferred credit balance of \$0.2 million and \$0.3 million, respectively, is included in other long-term liabilities on the consolidated balance sheets.

The gross amount of FTC carryforwards as of April 30, 2024 and 2023 is \$2.4 million and \$2.2 million, respectively, which begin to expire in fiscal 2029.

The following table summarizes the activity related to unrecognized tax benefits, excluding the federal tax benefit of state tax deductions:

(in thousands)	APRIL 30,	
	2024	2023
Balance at beginning of year	\$ 2,892	\$ 2,070
Additions based on tax positions of prior years	—	1,568
Reductions for tax positions of prior years settlements	—	(746)
Balance at end of year	\$ 2,892	\$ 2,892

The Company operates in multiple tax jurisdictions and, in the normal course of business, its tax returns are subject to examination by various taxing authorities. Such examinations may result in future assessments by these taxing authorities, and the Company will accrue a liability when it believes that it is not more likely than not that it will realize the benefits of tax positions that it has taken or for the amount of any tax benefit that exceeds the cumulative probability threshold in accordance with accounting standards. An estimate of the range of the amounts of unrecognized tax benefits that will increase or decrease income tax expense in the next 12 months cannot be made. As of April 30, 2024, federal tax years 2020 through 2023 remain subject to examination. The Company believes that adequate provisions have been made for all tax returns subject to examination. The Company is currently not under federal audit. If the liability for uncertain tax positions is released the entire amount would impact the Company's effective tax rate.

## Note L — Commitments and Contingencies

### Legal Matters

The Company is involved in suits and claims in the normal course of business, including without limitation product liability and general liability claims, and claims pending before the Equal Employment Opportunity Commission. On at least a quarterly basis, the Company consults with its legal counsel to ascertain the reasonable likelihood that such claims may result in a loss. As required by FASB Accounting Standards Codification Topic 450, "Contingencies", the Company categorizes the various suits and claims into three categories according to their likelihood for resulting in potential loss: those that are probable, those that are reasonably possible and those that are deemed to be remote. Where losses are deemed to be probable and estimable, accruals are made. Where losses are deemed to be reasonably possible, a range of loss estimates is determined and considered for disclosure. In determining these loss range estimates, the Company considers known values of similar claims and consultation with independent counsel.

The Company believes that the aggregate range of losses stemming from the various suits and asserted and unasserted claims which were deemed to be either probable or reasonably possible are not material as of April 30, 2024, with the exception of the Antidumping and Countervailing Duties Investigation discussed below.

### *Antidumping and Countervailing Duties Investigation*

In February 2020, a conglomeration of domestic manufacturers filed a scope and circumvention petition seeking the imposition of antidumping ("AD") and countervailing duties ("CVD") with the United States Department of Commerce ("DOC") and the United States International Trade Commission ("ITC") against imports of hardwood plywood assembled in Vietnam using cores sourced from China. In July 2022, the DOC issued a Preliminary Scope Determination and Affirmative Preliminary Determination of Circumvention of the Antidumping and Countervailing Duty Orders ("Preliminary Determination"). In July 2023, the DOC issued a Final Scope Determination and Affirmative Final Determination of Circumvention of the Antidumping and Countervailing Duty Orders ("Final Determination").

Included in the Final Determination is a list of Vietnamese suppliers not eligible for certification. AD and CVD cash deposits of 206% are required for imports from the Vietnamese suppliers not eligible for certification. Many of the Vietnamese suppliers appealed their inclusion on the ineligible for certification list in the Preliminary Determination. Because two of the Company's primary Vietnamese plywood vendors remained on the ineligible for certification list in the Final Determination, the Company recorded a loss on unliquidated customs entries as of Final Determination in July 2023. The loss recorded in fiscal 2024 was \$4.9 million, or \$3.7 million net of tax. Based on the evidence provided from the Vietnamese suppliers, the specific characteristics of the product imported and other relevant matters, the Company intends to vigorously appeal the Final Determination that it is subject to these duties and disputes the findings of the Final Determination with regards to the Company. In fiscal 2024 the Company filed an administrative review request on the AD/CVD orders and the Company filed a complaint with the Court of International Trade. As of April 30, 2024, both of these proceedings are pending. Our last order was placed with these vendors in June 2022.

## Product Warranty

The Company estimates outstanding warranty costs based on the historical relationship between warranty claims and revenues. The warranty accrual is reviewed monthly to verify that it properly reflects the remaining obligation based on the anticipated expenditures over the balance of the obligation period. Adjustments are made when actual warranty claim experience differs from estimates. Warranty claims are generally made within two months of the original shipment date.

The following is a reconciliation of the Company's warranty liability:

(in thousands)	APRIL 30,	
	2024	2023
Beginning balance	\$ 8,014	\$ 6,878
Accrual for warranties	19,942	34,620
Settlements	(22,375)	(33,484)
Ending balance at fiscal year end	\$ 5,581	\$ 8,014

## Note M — Revenue Recognition

The Company disaggregates revenue from contracts with customers into major sales distribution channels as these categories depict the nature, amount, timing, and uncertainty of revenues and cash flows that are affected by economic factors. The following table disaggregates our consolidated revenue by major sales distribution channels for the years ended April 30, 2024, 2023, and 2022:

(in thousands)	FISCAL YEARS ENDED APRIL 30,		
	2024	2023	2022
Home center retailers	\$ 768,614	\$ 892,721	\$ 890,554
Builders	783,199	848,302	731,048
Independent dealers and distributors	295,689	325,177	235,584
Net Sales	\$ 1,847,502	\$ 2,066,200	\$ 1,857,186

## Note N — Credit Concentration

Financial instruments that potentially subject the Company to concentrations of risk consist primarily of cash and cash equivalents and accounts receivable. The Company maintains its cash and cash equivalents with major financial institutions and such balances may, at times, exceed Federal Deposit Insurance Corporation insurance limits. The Company has not experienced any losses in such accounts and believes it is not exposed to any significant risk on cash and cash equivalents.

Credit is extended to customers based on an evaluation of each customer's financial condition and generally collateral is not required. The Company's customers to whom credit is extended operate in the new home construction and home remodeling markets.

The Company maintains an allowance for credit losses based upon management's evaluation and judgment of potential net loss. The allowance is estimated based upon historical experience, the effects of current developments and economic conditions and of each customer's current and anticipated financial condition. Estimates and assumptions are periodically reviewed and updated. Any resulting adjustments to the allowance are reflected in current operating results.

At April 30, 2024, the Company's two largest customers, Customers A and B, represented 33.2% and 17.7% of the Company's gross customer receivables, respectively. At April 30, 2023, Customers A and B represented 40.4% and 18.4% of the Company's gross customer receivables, respectively.

The following table summarizes the percentage of net sales to the Company's two largest customers for the last three fiscal years:

	PERCENT OF ANNUAL NET SALES		
	2024	2023	2022
Customer A	28.5%	29.6%	31.9%
Customer B	13.1%	13.6%	16.1%

#### Note O — Leases

*Operating Leases* - right-of-use ("ROU") assets related to operating leases are presented as Operating lease right-of-use assets on the consolidated balance sheet. Lease liabilities related to operating leases with lease terms greater than twelve months are presented in Short-term lease liability - operating and Long-term lease liability - operating on the consolidated balance sheet.

Operating lease ROU assets and lease liabilities are recognized at the commencement date based on the present value of the future lease payments over the lease term. The discount rate used to determine the present value of the lease payments is the rate implicit in the lease unless that rate cannot be readily determined, in which case, the Company utilizes its incremental borrowing rate in determining the present value of the future lease payments. The incremental borrowing rate is the rate of interest that the Company would have to pay to borrow on a collateralized basis over a similar term an amount equal to the lease payments in a similar economic environment. Operating lease ROU assets may also include any cumulative prepaid or accrued rent when the lease payments are uneven throughout the lease term. The ROU assets and lease liabilities may also include options to extend or terminate the lease when it is reasonably certain that the Company will exercise that option. The ROU asset includes any lease payments made and lease incentives received prior to the commencement date. The Company has lease arrangements with lease and non-lease components, which are accounted for separately. Non-lease components of the lease payments are expensed as incurred and are not included in determining the present value.

*Finance Leases* - ROU assets related to finance leases are presented in Property, plant and equipment, net on the consolidated balance sheet. Lease liabilities related to finance leases are presented in Current maturities of long-term debt and Long-term debt, less current maturities on the consolidated balance sheet.

Finance lease ROU assets and lease liabilities are recognized at the commencement date based on the present value of the future lease payments over the lease term. The discount rate used to determine the present value of the lease payments is the rate implicit in the lease unless that rate cannot be readily determined, in which case, the Company utilizes its incremental borrowing rate in determining the present value of the future lease payments. The incremental borrowing rate is the rate of interest that the Company would have to pay to borrow on a collateralized basis over a similar term an amount equal to the lease payments in a similar economic environment.

The components of lease costs were as follows:

(in thousands)	FISCAL YEARS ENDED APRIL 30,		
	2024	2023	2022
Finance lease cost:			
Reduction in the carrying value of right-of-use assets	\$ 2,078	\$ 1,720	\$ 1,404
Interest on lease liabilities	\$ 202	\$ 105	\$ 106
Operating lease cost	\$ 31,365	\$ 26,592	\$ 27,610

Additional information related to leases was as follows:

(dollars in thousands)	FISCAL YEARS ENDED APRIL 30,		
	2024	2023	2022
<b>Cash paid for amounts included in the measurement of lease liabilities:</b>			
Operating cash flows for finance leases	\$ 202	\$ 105	\$ 106
Operating cash flows for operating leases	\$ 30,388	\$ 26,906	\$ 25,100
Financing cash flows for financing leases	\$ 2,059	\$ 1,714	\$ 1,379
Right-of-use assets obtained in exchange for new finance lease liabilities	\$ 4,738	\$ 1,138	\$ 1,862
Right-of-use assets obtained in exchange for new operating lease liabilities	\$ 26,912	\$ 11,109	\$ 7,482
<b>Weighted average remaining lease term (years)</b>			
Weighted average remaining lease term - finance leases	2.71	1.99	2.32
Weighted average remaining lease term - operating leases	5.91	4.84	5.77
<b>Weighted average discount rate</b>			
Weighted average discount rate - finance leases	6.04 %	3.69 %	2.91 %
Weighted average discount rate - operating leases	4.18 %	3.35 %	3.20 %

The following is a reconciliation of future undiscounted cash flows to the operating and finance lease liabilities, and the related ROU assets, presented on the consolidated balance sheet as of April 30, 2024:

FISCAL YEAR	OPERATING (in thousands)	FINANCING (in thousands)
2025	\$ 32,384	\$ 2,563
2026	29,516	1,915
2027	23,583	1,215
2028	20,658	364
2029	15,750	132
Thereafter	31,056	—
Total lease payments	152,947	6,189
Less imputed interest	(18,965)	(505)
Total lease liability	\$ 133,982	\$ 5,684
Current maturities	(27,409)	(2,292)
Long-term lease liability	\$ 106,573	\$ 3,392
Lease right-of-use assets	\$ 126,383	\$ 11,676

#### NOTE P — Restructuring Charges

In the third quarter of fiscal 2023, the Company implemented nationwide reductions in force, which were substantially completed in the fourth quarter of fiscal 2023. The Company recognized pre-tax restructuring charges, net of \$(0.2) million for the year ended April 30, 2024, related to these reductions in force, which were primarily severance and separation costs.

During fiscal years 2024, 2023, and 2022, the Company recognized total pre-tax restructuring charges, net of \$(0.2) million, \$1.5 million, and \$0.2 million, respectively.

#### Note Q — Fair Value Measurements

The Company utilizes the hierarchy of fair value measurements to classify certain of its assets and liabilities based upon the following definitions:

Level 1 – Investments with quoted prices in active markets for identical assets or liabilities. The Company's cash equivalents are invested in money market funds, mutual funds and certificates of deposit. The Company's mutual fund investment assets represent contributions made and invested on behalf of the Company's named executive officers in a supplementary employee retirement plan.

Level 2 – Investments with observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 – Investments with unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. The Company has no Level 3 assets or liabilities measured on a recurring basis.

The Company's financial instruments include cash and equivalents, marketable securities, and other investments; accounts receivable and accounts payable; interest rate swap contracts; and short- and long-term debt. The carrying values of cash and equivalents, accounts receivable and payable, and short-term debt on the consolidated balance sheets approximate their fair value due to the short maturities of these items. The interest rate swap and foreign exchange forward contracts were marked to market and therefore represent fair value. The fair values of these contracts are determined based on inputs that are readily available in public markets or can be derived from information available in publicly quoted markets. The following table summarizes the fair value of assets and liabilities that are recorded in the Company's consolidated financial statements as of April 30, 2024 and 2023 at fair value on a recurring basis (in thousands):

	FAIR VALUE MEASUREMENTS AS OF APRIL 30, 2024		
	LEVEL 1	LEVEL 2	LEVEL 3
<b>ASSETS:</b>			
Mutual funds	\$ 178	\$ —	\$ —
Interest rate swap contracts	—	9,810	—
Total assets at fair value	\$ 178	\$ 9,810	\$ —
<b>LIABILITIES:</b>			
Foreign exchange forward contracts	—	1,544	—
<b>FAIR VALUE MEASUREMENTS AS OF APRIL 30, 2023</b>			
	LEVEL 1	LEVEL 2	LEVEL 3
<b>ASSETS:</b>			
Mutual funds	\$ 191	\$ —	\$ —
Interest rate swap contracts	—	13,885	—
Total assets at fair value	\$ 191	\$ 13,885	\$ —

## Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of American Woodmark Corporation

### Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of American Woodmark Corporation (the Company) as of April 30, 2024 and 2023, the related consolidated statements of operations, comprehensive income, shareholders' equity and cash flows for each of the two years in the period ended April 30, 2024, and the related notes and financial statement schedule included under Item 15(a)2 (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at April 30, 2024 and 2023, and the results of its operations and its cash flows for each of the two years in the period ended April 30, 2024, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of April 30, 2024, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated June 26, 2024 expressed an unmodified opinion thereon.

### Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

### Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

#### *Timing of Revenue Recognition*

##### *Description of the Matter*

As discussed at Note A of the consolidated financial statements, the Company recognizes revenue when control is transferred to the customer, which is at the time of shipment or delivery based on contractual terms with customers. For products where title transfer occurs upon delivery to the customer's location, the Company must estimate the amount of sales for products that have been shipped but not yet delivered. The estimate of sales shipped but not delivered is calculated using a lag factor, which is determined by analyzing the actual difference between shipment date and delivery date of orders over a representative period of time.

Auditing management's lag factor estimate was complex due to the significant judgments management made in determining the length of time to be used in arriving at the estimated days between shipment and delivery date. Management's selected time period as opposed to a longer, shorter, or more recent period of time could have a significant effect on the amount of sales recorded as of period end.



*How We  
Addressed the  
Matter in Our  
Audit*

We obtained an understanding, evaluated the design and tested the operating effectiveness of controls over the Company's process for determining the timing of transfer of control, including controls over management's review of the lag factor calculation and management's controls over validating the completeness and accuracy of the third-party carrier data used in the calculation.

To test the Company's lag estimate, we tested the completeness and accuracy of third-party carrier data used by the Company in its calculation and recalculated the estimated amount of sales shipped but not yet delivered. We performed an independent calculation of the lag estimate utilizing delivery data for differing periods of time. We evaluated the reasonableness of the selected time period utilized by the Company in determining the lag by comparing it against the results of our independent calculation.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 2022.

Richmond, Virginia  
June 26, 2024

## Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors  
American Woodmark Corporation:

### *Opinion on the Consolidated Financial Statements*

We have audited the accompanying consolidated statements of operations, comprehensive income, shareholders' equity, and cash flows of American Woodmark Corporation and subsidiaries (the Company) for the year ended April 30, 2022, and the related notes and financial statement schedule II (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the results of operations of the Company and its cash flows for the year ended April 30, 2022, in conformity with U.S. generally accepted accounting principles.

### *Basis for Opinion*

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audit included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audit provides a reasonable basis for our opinion.

/s/ KPMG LLP

We served as the Company's auditor from 2004 to 2022.

Richmond, Virginia  
June 29, 2022

## **Management's Annual Report on Internal Control over Financial Reporting**

Management has responsibility for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with U.S. generally accepted accounting principles. Because of its inherent limitations, a system of internal control over financial reporting may not prevent or detect misstatements. Management has assessed the effectiveness of the Company's internal control over financial reporting as of April 30, 2024. In making its assessment, Management has utilized the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control-Integrated Framework (2013) (the "COSO 2013 Framework"). Management concluded that based on its assessment, American Woodmark Corporation's internal control over financial reporting was effective as of April 30, 2024. The Company's internal control over financial reporting as of April 30, 2024 has been audited by Ernst & Young LLP, an independent registered public accounting firm, as stated in their report, which appears in this Annual Report on Form 10-K.

/s/ M. SCOTT CULBRETH

M. Scott Culbreth

President and Chief Executive Officer

/s/ PAUL JOACHIMCZYK

Paul Joachimczyk

Senior Vice President and Chief Financial Officer

## **Report of Independent Registered Public Accounting Firm**

To the Shareholders and the Board of Directors of American Woodmark Corporation

### **Opinion on Internal Control Over Financial Reporting**

We have audited American Woodmark Corporation's internal control over financial reporting as of April 30, 2024, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, American Woodmark Corporation (the Company) maintained, in all material respects, effective internal control over financial reporting as of April 30, 2024, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of April 30, 2024 and 2023, the related consolidated statements of operations, comprehensive income, shareholders' equity, and cash flows for each of the two years in the period ended April 30, 2024, and the related notes and financial statement schedule included under Item 15(a)2 and our report dated June 26, 2024 expressed an unqualified opinion thereon.

### **Basis for Opinion**

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Annual Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

### **Definition and Limitations of Internal Control Over Financial Reporting**

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP  
Richmond, Virginia  
June 26, 2024

**Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

**Item 9A. CONTROLS AND PROCEDURES**

*Evaluation of Disclosure Controls and Procedures.* The Company's management evaluated, with the participation of the Company's principal executive officer and principal financial officer, the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)) as of April 30, 2024. Based on this evaluation, Company management, including the principal executive officer and principal financial officer, concluded that the Company's disclosure controls and procedures were effective.

*Management's Annual Report on Internal Control over Financial Reporting.* Management had conducted an assessment of the Company's internal control over financial reporting as of April 30, 2024. Management's report regarding that assessment is included with the Consolidated Financial Statements included in this report under Item 8, "Financial Statements and Supplementary Data," and is incorporated in this item by reference.

*Report of Registered Public Accounting Firm.* The Company's independent registered public accounting firm, Ernst & Young LLP (EY), has issued an audit report on the effectiveness of the Company's internal control over financial reporting. EY's report on the effectiveness of the Company's internal control over financial reporting is included with the Consolidated Financial Statements included in this report under Item 8, "Financial Statements and Supplementary Data," and is incorporated in this item by reference.

*Changes in Internal Control over Financial Reporting.* There has been no change in the Company's internal control over financial reporting during the fiscal quarter ended April 30, 2024, that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

**Item 9B. OTHER INFORMATION**

**Rule 10b5-1 Trading Plans**

During the fiscal quarter ended April 30, 2024, none of the Company's directors or executive officers adopted, terminated or modified a "Rule 10b5-1 trading agreement" or a "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K.

**Item 9C. DISCLOSURE ABOUT FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS**

Not applicable.

**PART III**

**Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

In response to this Item, and in accordance with General Instruction G(3) of Form 10-K:

- (1) the information concerning the Company's directors is set forth under the caption "Item 1 - Election of Directors - Information Regarding Nominees" in the Company's Proxy Statement for its Annual Meeting of Shareholders to be held on August 22, 2024 ("Proxy Statement") and is incorporated in this Item by reference;
- (2) the information concerning the Company's executive officers is set forth under the caption "Executive Officers of the Registrant" in Part I of this report and is incorporated in this Item by reference;
- (3) the information concerning compliance with Section 16(a) of the Exchange Act is set forth under the caption "Delinquent Section 16(a) Reports" in the Proxy Statement and is incorporated in this Item by reference;
- (4) the information concerning the Code of Business Conduct and Ethics governing the Company's Chief Executive Officer, Chief Financial Officer, Controller, and Treasurer is set forth under the caption "Corporate Governance – Codes of Business Conduct and Ethics" in the Proxy Statement and is incorporated in this Item by reference;

(5) the information concerning material changes, if any, in the procedures by which security holders may recommend nominees to the Company's Board of Directors is set forth under the caption "Corporate Governance – Procedures for Shareholder Nominations of Directors" in the Proxy Statement and is incorporated in this Item by reference;

(6) the information concerning the Audit Committee of the Company's Board of Directors, including the members of the Audit Committee and the Board's determination concerning whether certain members of the Audit Committee are "audit committee financial experts" as that term is defined under Item 407(d)(5) of Regulation S-K is set forth under the captions "Corporate Governance – Board of Directors and Committees – Audit Committee" in the Proxy Statement and is incorporated in this Item by reference; and

(7) the information about our Insider Trading Policy is set forth under the caption "Corporate Governance – Insider Trading Arrangements and Policies" in the Proxy Statement is incorporated in this Item by reference.

**Item 11. EXECUTIVE COMPENSATION**

In response to this Item, and in accordance with General Instruction G(3) of Form 10-K, the information set forth under the captions "Executive Compensation," "Compensation Committee Report," "Compensation Committee Interlocks and Insider Participation," "Company's Compensation Policies and Practices Relating to Risk Management" and "Non-Management Directors' Compensation" in the Proxy Statement is incorporated in this Item by reference.

**Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

In response to this Item, and in accordance with General Instruction G(3) of Form 10-K, the information set forth under the caption "Security Ownership" in the Proxy Statement is incorporated in this Item by reference.

**Equity Compensation Plan Information**

The following table summarizes information about the Company's equity compensation plans as of April 30, 2024:

Plan Category	Equity Compensation Plan Information		
	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders <sup>(1)</sup>	—	\$ —	749,850
Options	82,080	\$ 77.19	
Performance-based restricted stock units	284,895	N/A <sup>(2)</sup>	
Service-based restricted stock units	173,524	N/A <sup>(2)</sup>	
Equity compensation plans not approved by security holders <sup>(3)</sup>	—	\$ —	—
Total	540,499	\$ 77.19	749,850

- (1) At April 30, 2024, the Company had restricted stock unit awards outstanding under three different plans: 2023 Stock Incentive Plan, 2016 Employee Stock Incentive Plan and 2015 Non-Employee Directors Restricted Stock Unit Plan.
- (2) Excludes exercise price for restricted stock units issued under the 2016 Employee Stock Incentive Plan and 2015 Non-Employee Directors Restricted Stock Unit Plan because they are converted into common stock on a one-for-one basis at no additional cost.
- (3) The Company does not have equity compensation plans that have not been approved by the Company's security holders.

**Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

In response to this Item, and in accordance with General Instruction G(3) of Form 10-K, the information set forth under the captions "Certain Related Party Transactions" and "Corporate Governance – Director Independence" in the Proxy Statement is incorporated in this Item by reference.

**Item 14. PRINCIPAL ACCOUNTING FEES AND SERVICES**

In response to this Item, and in accordance with General Instruction G(3) of Form 10-K, the information concerning fees and services of the Company's principal accounting firm set forth under the captions "Report of the Audit Committee - Independent Auditor Fee Information" and "Report of the Audit Committee - Pre-Approval Policies and Procedures" in the Proxy Statement is incorporated in this Item by reference.

**PART IV**

**Item 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

**(a)1. Financial Statements**

The following consolidated financial statements of American Woodmark Corporation are incorporated by reference to Item 8 of this report:

Consolidated Balance Sheets as of April 30, 2024 and 2023.

Consolidated Statements of Operations – for each year of the three-year period ended April 30, 2024.

Consolidated Statements of Comprehensive Income – for each year of the three-year period ended April 30, 2024.

Consolidated Statements of Shareholders' Equity – for each year of the three-year period ended April 30, 2024.

Consolidated Statements of Cash Flows – for each year of the three-year period ended April 30, 2024.

Notes to Consolidated Financial Statements.

Report of Independent Registered Public Accounting Firm.(Ernst & Young LLP, Richmond, VA, Auditor Firm ID: 42)

Report of Independent Registered Public Accounting Firm.(KPMG LLP, Richmond, VA, Auditor Firm ID: 185)

Management's Annual Report on Internal Control over Financial Reporting.

Report of Independent Registered Public Accounting Firm – Internal Control over Financial Reporting.

**(a)2. Financial Statement Schedules**

The following financial statement schedule is filed as a part of this Form 10-K:

Schedule II – Valuation and Qualifying Accounts for each year of the three-year period ended April 30, 2024.

Schedules other than the one listed above are omitted either because they are not required or are inapplicable.

**(a)3. Exhibits**

- 3.1 Articles of Incorporation as amended effective August 12, 1987 (incorporated by reference to Exhibit 3.1 to the Registrant's Form 10-Q for the quarter ended January 31, 2003; Commission File No. 000-14798).
- 3.1(b) Articles of Amendment to the Articles of Incorporation effective September 10, 2004 (incorporated by reference to Exhibit 3.1 to the Registrant's Form 8-K as filed on August 31, 2004; Commission File No. 000-14798).
- 3.2 Bylaws – as amended effective January 16, 2024 (incorporated by reference to Exhibit 3.1 to the Registrant's Form 8-K as filed on January 22, 2024; Commission File No. 000-14798).

- 4.1 The Articles of Incorporation and Bylaws of the Registrant as currently in effect (incorporated by reference to Exhibits 3.1 and 3.2).
- 4.2 Description of Capital Stock (incorporated by reference to Exhibit 4.4 to the Registrant's Form 10-K for the fiscal year ended April 30, 2019; Commission File No. 000-14798).
- Pursuant to Regulation S-K, Item 601(b)(4)(iii), instruments that define the rights of holders of the Registrant's long-term debt securities, where the long-term debt securities authorized under each such instrument do not exceed 10% of the Registrant's total assets, have been omitted and will be furnished to the Securities and Exchange Commission upon request.
- 10.1 (a) Amendment and Restatement Agreement, dated as of April 22, 2021, by and among American Woodmark Corporation, each Subsidiary of American Woodmark Corporation party thereto, the Lenders party thereto and Wells Fargo Bank, National Association, as Administrative Agent (incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K as filed on April 26, 2021; Commission File No. 000-14798).
- 10.1 (b) Amended and Restated Credit Agreement, dated as of April 22, 2021, by and among American Woodmark Corporation, as Borrower, the Lenders referred to therein as Lenders and Wells Fargo Bank, National Association, as Administrative Agent, Swingline Lender and Issuing Lender (incorporated by reference to Exhibit 10.2 to the Registrant's Form 8-K as filed on April 26, 2021; Commission File No. 000-14798).
- 10.1 (c) Amendment Agreement, dated as of January 17, 2023, to the Amended and Restated Credit Agreement dated as of April 22, 2021, among American Woodmark Corporation, as Borrower, the lenders from time to time party thereto and Wells Fargo Bank, National Association, as Administrative Agent (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended January 31, 2023; Commission File No. 000-14798).
- 10.2(a) 2015 Non-Employee Directors Restricted Stock Unit Plan (incorporated by reference to Appendix A to the Registrant's Definitive Proxy Statement on Schedule 14A as filed on June 30, 2015; Commission File No. 000-14798).
- 10.3(a) Employment Agreement for Mr. M. Scott Culbreth (incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K/A as filed on August 25, 2020; Commission File No. 000-14798).\*
- 10.3(b) Employment Agreement for Mr. Robert J. Adams, Jr. (incorporated by reference to Exhibit 10.3 to the Registrant's Form 8-K as filed on August 31, 2015; Commission File No. 000-14798).\*
- 10.3(c) Amendment to Employment Agreement for Mr. Robert J. Adams, Jr. (incorporated by reference to Exhibit 10.4 to the Registrant's Form 8-K as filed on May 29, 2019; Commission File No. 000-14798).\*
- 10.3(d) Employment Agreement for Mr. Paul Joachimczyk (incorporated by reference to Exhibit 10.2 to the Registrant's Form 8-K/A filed on August 25, 2020; Commission File No. 000-14798).\*
- 10.3(e) Employment Agreement for Mr. Dwayne Medlin (filed herewith).\*
- 10.3(f) Employment Agreement for Ms. Kimberly Coldiron (filed herewith).\*
- 10.4(a) Equipment Lease, dated as of June 30, 2004, between the Company and the West Virginia Economic Development Authority (incorporated by reference to Exhibit 10.1(l) to the Registrant's Form 10-Q for the quarter ended July 31, 2004; Commission File No. 000-14798).
- 10.4(b) West Virginia Facility Lease, dated as of July 30, 2004, between the Company and the West Virginia Economic Development Authority (incorporated by reference to Exhibit 10.1(m) to the Registrant's Form 10-Q for the quarter ended July 31, 2004; Commission File No. 000-14798).
- 10.5 2016 Employee Stock Incentive Plan (incorporated by reference to Exhibit A to the Registrant's Definitive Proxy Statement on Schedule 14A as filed on June 29, 2016; Commission File No. 000-14798).
- 10.5(a) Form of Grant Letter used in connection with awards of service-based restricted stock units granted under the Company's 2016 Employee Stock Incentive Plan (incorporated by reference to Exhibit 10.1(a) to the Registrant's Form 10-Q for the quarter ended July 31, 2017; Commission File No. 000-14798).\*
- 10.5(b) Form of Grant Letter used in connection with awards of performance-based restricted stock units granted under the Company's 2016 Employee Stock Incentive Plan (incorporated by reference to Exhibit 10.1(b) to the Registrant's Form 10-Q for the quarter ended July 31, 2017; Commission File No. 000-14798).\*
- 10.5(c) Form of Grant Letter used in connection with awards of cultural-based restricted stock units granted under the Company's 2016 Employee Stock Incentive Plan (incorporated by reference to Exhibit 10.1(c) to the Registrant's Form 10-Q for the quarter ended July 31, 2017; Commission File No. 000-14798).\*



- 10.6(a) American Woodmark Corporation 2023 Stock Incentive Plan (incorporated by reference to Appendix A to the Registrant's Definitive Proxy Statement filed with the Commission on June 27, 2023 (Commission File No. 000-14798)).\*
- 10.6(b) Form of Grant Letter used in connection with the grant of a supplemental long-term incentive award effective September 5, 2023 under the American Woodmark Corporation 2023 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the Commission on September 6, 2023 (Commission File No 000-14798)).\*
- 16.1(a) Letter of KPMG, LLP, dated as of May 27, 2022, to the Securities and Exchange Commission (incorporated by reference to the Registrant's Current Report on Form 8-K filed May 27, 2022; Commission File No. 000-14798).\*
- 16.1(b) Letter of KPMG, LLP, dated as of June 29, 2022, to the Securities and Exchange Commission (incorporated by reference to Amendment No. 1 to the Registrant's Current Report on Form 8-K filed July 1, 2022; Commission File No. 000-14798).
- 19.1 American Woodmark Corporation Insider Trading Policy (Filed Herewith).
- 21 Subsidiaries of the Company (Filed Herewith).
- 23.1 Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm (Filed Herewith).
- 23.2 Consent of KPMG LLP, Independent Registered Public Accounting Firm (Filed Herewith).
- 31.1 Certification of the Chief Executive Officer Pursuant to Rule 13a-14(a) of the Exchange Act (Filed Herewith).
- 31.2 Certification of the Chief Financial Officer Pursuant to Rule 13a-14(a) of the Exchange Act (Filed Herewith).
- 32.1 Certification of the Chief Executive Officer and Chief Financial Officer Pursuant to Rule 13a-14(b) of the Exchange Act and 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Filed Herewith).
- 97.1 American Woodmark Corporation Clawback Policy for the Recovery of Erroneously Awarded Compensation (Filed Herewith).
- 101 Interactive Data File for the Registrant's Annual Report on Form 10-K for the year ended April 30, 2024 formatted in Inline XBRL (Inline eXtensible Business Reporting Language): (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Operations, (iii) Consolidated Statements of Comprehensive Income (Loss); (iv) Consolidated Statements of Shareholders' Equity, (v) Consolidated Statements of Cash Flows, and (vi) Notes to Consolidated Financial Statements (Filed Herewith).
- 104 Cover Page Interactive Data File (formatted in Inline XBRL and contained in Exhibit 101).

\*Management contract or compensatory plan or arrangement.

Schedule II - Valuation and Qualifying Accounts

**AMERICAN WOODMARK CORPORATION**  
(In Thousands)

Description (a)	Balance at Beginning of Year	Additions (Reductions) Charged to Cost and Expenses	Other	Deductions	Balance at End of Year
Year ended April 30, 2024:					
Allowance for credit losses	<u>\$ 449</u>	<u>\$ 485</u>	<u>\$ —</u>	<u>\$ (460)</u> (b)	<u>\$ 474</u>
Reserve for cash discounts	<u>\$ 1,753</u>	<u>\$ 18,397</u> (c)	<u>\$ —</u>	<u>\$ (18,663)</u> (d)	<u>\$ 1,487</u>
Reserve for sales returns and allowances	<u>\$ 9,290</u>	<u>\$ 25,040</u> (c)	<u>\$ —</u>	<u>\$ (27,170)</u>	<u>\$ 7,160</u>
Year ended April 30, 2023:					
Allowance for credit losses	<u>\$ 226</u>	<u>\$ 420</u>	<u>\$ —</u>	<u>\$ (197)</u> (b)	<u>\$ 449</u>
Reserve for cash discounts	<u>\$ 1,973</u>	<u>\$ 21,540</u> (c)	<u>\$ —</u>	<u>\$ (21,760)</u> (d)	<u>\$ 1,753</u>
Reserve for sales returns and allowances	<u>\$ 9,539</u>	<u>\$ 26,043</u> (c)	<u>\$ —</u>	<u>\$ (26,292)</u>	<u>\$ 9,290</u>
Year ended April 30, 2022:					
Allowance for credit losses	<u>\$ 331</u>	<u>\$ 78</u>	<u>\$ —</u>	<u>\$ (183)</u> (b)	<u>\$ 226</u>
Reserve for cash discounts	<u>\$ 1,836</u>	<u>\$ 21,486</u> (c)	<u>\$ —</u>	<u>\$ (21,349)</u> (d)	<u>\$ 1,973</u>
Reserve for sales returns and allowances	<u>\$ 7,154</u>	<u>\$ 30,088</u> (c)	<u>\$ —</u>	<u>\$ (27,703)</u>	<u>\$ 9,539</u>

- (a) All reserves relate to accounts receivable.
- (b) Principally write-offs, net of collections.
- (c) Reduction of gross sales.
- (d) Cash discounts granted.

**Item 16. Form 10-K Summary**

None.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

American Woodmark Corporation

(Registrant)

June 26, 2024

/s/ M. SCOTT CULBRETH

M. Scott Culbreth  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

June 26, 2024

/s/ M. SCOTT CULBRETH

M. Scott Culbreth  
President and Chief Executive  
Officer  
(Principal Executive Officer)  
Director

June 26, 2024

/s/ PAUL JOACHIMCZYK

Paul Joachimczyk  
Senior Vice President and Chief  
Financial Officer  
(Principal Financial Officer and  
Principal Accounting Officer)

June 26, 2024

/s/ LATASHA M. AKOMA

Latasha M. Akoma  
Director

June 26, 2024

/s/ ANDREW B. COGAN

Andrew B. Cogan  
Director

June 26, 2024

/s/ JAMES G. DAVIS, JR.

James G. Davis, Jr.  
Director

June 26, 2024

/s/ PHILIP D. FRACASSA

Philip D. Fracassa  
Director

June 26, 2024

/s/ DANIEL T. HENDRIX

Daniel T. Hendrix  
Director

June 26, 2024

/s/ DAVID A. RODRIGUEZ

David A. Rodriguez  
Director

June 26, 2024

/s/ VANCE W. TANG

Vance W. Tang  
Director, Non-Executive  
Chair

June 26, 2024

/s/ EMILY C. VIDETTO

Emily C. Videtto  
Director

In accordance with Securities and Exchange Commission requirements, the Company will furnish copies of all exhibits to its Form 10-K not contained herein upon receipt of a written request and payment of \$0.10 per page to:

Mr. Kevin Dunnigan  
VP, Treasurer  
American Woodmark Corporation  
P.O. Box 1980  
Winchester, Virginia 22604-8090

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## Directors and Executive Officers

### Robert J. Adams, Jr.

Senior Vice President,  
Manufacturing and Technical  
Operations

### Latasha M. Akoma

Director  
Member of the Audit Committee  
Operating Partner at GenNx360

### Andrew B. Cogan

Director  
Member of the CSPC  
Director and Chief Executive Officer  
of Sonneman - A Way of Light

### Kimberly G. Coldiron

Senior Vice President  
Chief Human Resources Officer

### M. Scott Culbreth

Director  
President and  
Chief Executive Officer

### James G. Davis, Jr.

Director  
Chair of the GSNC and  
Member of CSPC  
Chief Executive Officer at James G. Davis  
Construction Corporation

### Philip D. Fracassa

Director  
Member of the Audit Committee  
Executive Vice President and  
Chief Financial Officer at  
The Timken Company

### Daniel T. Hendrix

Director  
Chair of the Audit Committee  
Retired Chairman of Interface, Inc.

### Paul Joachimczyk

Senior Vice President  
and Chief Financial Officer  
Corporate Secretary

### Dwayne L. Medlin

Senior Vice President  
Remodel Sales

### David A. Rodriguez

Director  
Chair of the CSPC and  
Member of the GSNC  
Retired Executive Vice President and Global Chief  
Human Resources Officer  
at Marriot International

### Vance W. Tang

Non-Executive Chair  
Member of the CSPC, GSNC, and Audit Committee  
Retired President and Chief Executive Officer of  
KONE Inc.

### Emily C. Videtto

Director  
Member of the Audit Committee  
and GSNC  
Executive Vice President, Sales and Marketing at  
Pella Corporation

#### CSPC:

Compensation and Social Principles Committee

#### GSNC:

Governance, Sustainability, and Nominating Committee

## Corporate Information

### Annual Meeting

The 2024 Annual Meeting of Shareholders will be held on  
Thursday, August 22, 2024 at 9:00 a.m. at American Woodmark Corporation,  
561 Shady Elm Road in Winchester, Virginia

### Annual Report of Form 10-K

A copy of the Company's Annual Report on Form 10-K for the fiscal year  
ending on April 30, 2024, may be obtained free of charge on the Company's  
website at [americanwoodmark.com](http://americanwoodmark.com) or by writing:

### Kevin Dunnigan

Vice President - Treasurer  
American Woodmark Corporation  
PO Box 1980  
Winchester, VA 22604-9100

### Corporate Headquarters

American Woodmark Corporation  
561 Shady Elm Road Winchester, VA 22602  
(540) 665-9100

### Transfer Agent

Computershare Shareholder Services  
Investor Relations  
(800) 942-5909

### Shareholder Inquiries

Investor Relations  
American Woodmark Corporation  
561 Shady Elm Road, Winchester, VA 22602  
(540) 665-9100  
[americanwoodmark.com](http://americanwoodmark.com)





**American Woodmark**

**561 Shady Elm Road  
Winchester, Virginia 22602**

**(540) 665-9100  
americanwoodmark.com**