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

Form 10-K

(Mark One)

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

For the fiscal year ended May 31, 2026

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 1-8399

WORTHINGTON ENTERPRISES, INC.

(Exact name of registrant as specified in its charter)

Ohio	**31-1189815**
(State or other jurisdiction of incorporation or organization)	*(I.R.S. Employer Identification No.)*
200 West Old Wilson Bridge Road, Columbus, Ohio	**43085**
(Address of principal executive offices)	*(Zip Code)*

Registrant's telephone number, including area code: **(614) 438-3210**

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 Shares, Without Par Value	WOR	New York Stock Exchange

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	☑	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

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

Indicate by check mark whether the registrant 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 §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 common shares (the only common equity of the registrant) held by non-affiliates of the registrant, based on the closing price of the common shares on the New York Stock Exchange on November 28, 2025, the last business day of the registrant's most recently completed second fiscal quarter, was $1,751,131,672. For this purpose, executive officers and directors of the registrant are considered affiliates.

The number of common shares (the only common equity of the registrant) outstanding, as of July 23, 2026, was 48,934,416.

DOCUMENTS INCORPORATED BY REFERENCE:

Selected portions of the registrant's definitive Proxy Statement for its Annual Meeting of Shareholders to be held on September 22, 2026, are incorporated by reference into Part III of this Form 10-K to the extent provided herein.

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DEFINED TERMS

References in this Form 10-K to "we," "our," "us" or the "Company" are collectively to Worthington Enterprises and its consolidated subsidiaries. In addition, the following terms, when used in this Form 10-K, have the meanings set forth below:

Term	Definition
ABI	Architecture Billings Index
AI	Artificial intelligence
AICPA	American Institute of Certified Public Accountants
AOCI	Accumulated other comprehensive income (loss)
ASC 606	ASU 2014-09, Revenue from Contracts with Customers
ASU	Accounting Standards Update
Board	Board of Directors of Worthington Enterprises, Inc.
CARES Act	Coronavirus Aid, Relief and Economic Security Act
CEO	Chief Executive Officer
CIO	Chief Information Officer
CISO	Chief Information Security Officer
ClarkDietrich	Clarkwestern Dietrich Building Systems LLC
Code	Internal Revenue Code of 1986, as amended
CODM	Chief Operating Decision Maker
common shares	The common shares, no par value, of Worthington Enterprises
CPI	Consumer Price Index
Credit Facility	Our $500,000,000 unsecured revolving credit facility with a group of lenders maturing on September 27, 2028
Distribution	The pro-rata distribution of all outstanding shares of Worthington Steel whereby each holder of record of Worthington Enterprises common shares received one common share of Worthington Steel for every one common share of Worthington Enterprises held as of the Record Date.
DIY	Do-it-yourself
DMI	Dodge Momentum Index
Elgen	Elgen Manufacturing Company, Inc.
EPS	Earnings per common share
Equity income	Equity in net income of unconsolidated affiliates
Exchange Act	Securities Exchange Act of 1934, as amended
FASB	Financial Accounting Standards Board
FIN 48	ASC 740-10, the provision formerly FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes"
Form 10-K	Our Annual Report on Form 10-K for fiscal 2026
fiscal 2023	Our fiscal year ended May 31, 2023
fiscal 2024	Our fiscal year ended May 31, 2024
fiscal 2025	Our fiscal year ended May 31, 2025
fiscal 2026	Our fiscal year ended May 31, 2026
fiscal 2026 acquired businesses	Fiscal 2026 acquired businesses include Elgen, LSI, and certain assets of Hydrostat, Inc.
GAAP	U.S. generally accepted accounting principles
GDP	Gross domestic product
GDPR	General Data Protection Regulation of the European Union
Gerstenslager Plan	The Gerstenslager Company Bargaining Unit Employees' Pension Plan
GTI	General Tools & Instruments Company LLC
Halo	WH Products, LLC
Hexagon Composites	Hexagon Composites ASA, which is traded on the Euronext Oslo as HEX
Hexagon Purus	Hexagon Purus ASA, which is traded on the Euronext Oslo as HPUR
HPG	Halo Products Group, LLC
HMI	The National Association of Home Builders/Wells Fargo Housing Market Index
HVAC	Heating, ventilation, and air conditioning
IRS	U.S. Internal Revenue Service
LPG	Liquified Petroleum Gas
LIRA	Leading Indicator of Remodeling Activity
LSI	LSI Group, LLC
MD&A	Management's Discussion and Analysis of Financial Condition and Results of Operations
N.M.	Not meaningful

Term	Definition
New Senior Notes	Collectively, the New Series A Senior Note and the New Series B Senior Notes
New Series A Senior Note	The senior unsecured note issued by Worthington Enterprises on August 23, 2019, in the principal amount of €36,700,000 that bears interest at a rate of 2.06% and are scheduled to be repaid on August 23, 2031.
New Series B Senior Notes	The senior unsecured notes issued by Worthington Enterprises on August 23, 2019, in the principal amount of €55,000,000 that bears interest at a rate of 2.40% and are scheduled to be repaid on August 23, 2034.
NOL	Net operating loss
NYSE	New York Stock Exchange
OCI	Other comprehensive income (loss)
OECD	Organisation for Economic Co-operation and Development
Original Senior Notes	Collectively, the Original Series A Senior Note and the Original Series B Senior Notes
Original Series A Senior Note	The senior unsecured note issued by one of our European subsidiaries on August 23, 2019, in the principal amount of €36,700,000, which had an interest rate of 1.56% and was set to mature on August 23, 2031.
Original Series B Senior Notes	The senior unsecured notes issued by one of our European subsidiaries on August 23, 2019, in the principal amount of €55,000,000, which had an interest rate of 1.90% and was set to mature on August 23, 2034.
OSHA	U.S. Occupational Safety and Health Administration
PSLRA	Private Securities Litigation Reform Act of 1995, as amended
Record Date	Close of business on November 21, 2023
Ragasco	Ragasco AS
ROU	Right of use
SEC	U.S. Securities and Exchange Commission
SES	Sustainable Energy Solutions
Securities Act	Securities Act of 1933, as amended
Separation	The separation of our steel processing business, effective December 1, 2023
SG&A	Selling, general and administrative expenses
Simple SOFR	Simple Secured Overnight Financing Rate
special PSA	Special award of common shares subject to performance-based and time-based vesting restrictions
U.S.	United States of America
WAVE	Worthington Armstrong Venture
Workhorse	Taxi Workhorse Holdings, LLC
Worthington Enterprises	Worthington Enterprises, Inc. (formerly known as Worthington Industries, Inc.)
Worthington Steel	Worthington Steel, Inc.
Worthington Steel Credit Facility	Worthington Steel's $550,000,000 senior secured revolving credit facility with a group of lenders
2026 Annual Meeting	The Annual Meeting of Shareholders of Worthington Enterprises to be held on September 22, 2026
2026 Proxy Statement	The definitive Proxy Statement of Worthington Enterprises relating to the 2026 Annual Meeting
2024 Notes	The senior unsecured notes that we issued on August 10, 2012, in the principal amount of $150,000,000, which bore interest at a rate of 4.60%, were set to mature on August 10, 2024, and were paid in full on December 6, 2023.
2026 Notes	The senior unsecured notes that we issued on April 15, 2014, in the principal amount of $250,000,000, which bore interest at a rate of 4.55%, were scheduled to mature on April 15, 2026, and were paid in full on July 28, 2023.
2032 Notes	The senior unsecured notes that were issued on July 28, 2017, in the principal amount of $200,000,000, which bear an interest rate of 4.30% and are scheduled to mature on July 28, 2032.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Selected statements contained in this Form 10-K, including, without limitation, in MD&A and in "Note F – Contingent Liabilities and Commitments," constitute "forward-looking statements," as that term is used in the PSLRA. We wish to take advantage of the safe harbor provisions included in the PSLRA. Forward-looking statements reflect our current expectations, estimates or projections concerning future results or events. These statements are often identified by the use of forward-looking words or phrases such as "believe," "expect," "anticipate," "may," "could," "should," "would," "intend," "plan," "will," "likely," "estimate," "project," "position," "strategy," "target," "aim," "seek," "foresee," and similar words or phrases. These forward-looking statements include, without limitation, statements relating to:

- future or expected cash positions, liquidity and ability to access financial markets and capital;
- outlook, strategy or business plans;
- future or expected growth, growth potential, forward momentum, performance, competitive position, sales, volumes, cash flows, earnings, margins, balance sheet strengths, debt, financial condition or other financial measures;
- pricing trends for raw materials and finished goods and the impact of pricing changes;
- the ability to improve or maintain margins;
- expected demand or demand trends;
- additions to product lines and opportunities to participate in new markets;
- expected benefits from transformation and innovation efforts;
- the ability to improve performance and competitive position;
- anticipated working capital needs, capital expenditures and asset sales;
- anticipated improvements and efficiencies in costs, operations, sales, inventory management, sourcing and the supply chain and the results thereof;
- projected profitability potential;
- the ability to make acquisitions, form joint ventures and consolidate operations, and the projected timing, results, benefits, costs, charges and expenditures related to acquisitions, joint ventures, headcount reductions and facility dispositions, shutdowns and consolidations;
- projected capacity and the alignment of operations with demand;
- the ability to operate profitably and generate cash in down markets;
- the ability to capture and maintain market share and to develop or take advantage of future opportunities, customer initiatives, new businesses, new products and new markets;
- the ability to attract, retain and develop key personnel and skilled labor, and to execute effective management succession and workforce planning;
- expectations for inventories, jobs and orders;
- expectations for the economy and markets or improvements therein;
- expectations for generating improving and sustainable earnings, earnings potential, margins or shareholder value;
- effects of judicial rulings, laws and regulations;
- anticipated improvements in our business and efficiencies to be gained from the use of AI and other technologies;
- effects of cybersecurity breaches and other disruptions to information technology infrastructure; and
- other non-historical matters.

Because they are based on beliefs, estimates and assumptions, forward-looking statements are inherently subject to risks and uncertainties that could cause actual results to differ materially from those projected. Any number of factors could affect actual results, including, without limitation, those that follow:

- the effect of conditions in national and worldwide financial markets, including inflation, increases in interest rates and economic recession, and with respect to the ability of financial institutions to provide capital;
- the impact of tariffs, the adoption of trade restrictions affecting our products or suppliers, a U.S. withdrawal from or significant renegotiation of trade agreements, the occurrence of trade wars, the closing of border crossings, and other changes in trade regulations or relationships;
- changing prices and/or supply of steel, natural gas, oil, copper, zinc, and other raw materials;
- product demand and pricing;
- changes in product mix, product substitution and market acceptance of our products;
- volatility or fluctuations in the pricing, quality or availability of raw materials (particularly steel), supplies, transportation, utilities, energy, labor and other items required by operations;
- effects of sourcing and supply chain constraints, including interruptions in deliveries of raw materials and supplies or the loss of key supplier relationships;

- increases in freight and energy costs;
- the outcome of adverse claims experience with respect to workers' compensation, product recalls or product liability, casualty events or other matters;
- effects of facility closures and the consolidation of operations;
- the effect of financial difficulties, consolidation and other changes within construction and other industries in which we participate;
- failure to maintain appropriate levels of inventories;
- financial difficulties (including bankruptcy filings) of end-users and customers, suppliers, joint venture partners and others with whom we do business;
- the ability to realize targeted expense reductions from headcount reductions, facility closures and other cost reduction efforts;
- the ability to realize cost savings and operational, sales and sourcing improvements and efficiencies, and other expected benefits from transformation initiatives, on a timely basis;
- the overall success of, and the ability to integrate, newly-acquired businesses and joint ventures, maintain and develop their customers, and achieve synergies and other expected benefits and cost savings therefrom;
- capacity levels and efficiencies, within facilities, within major product markets and within the industries in which we participate;
- the effect of disruption in the business of suppliers, customers, facilities and shipping operations due to adverse weather, casualty events, public health emergencies, equipment breakdowns, labor shortages, interruption in utility services, civil unrest, international conflicts, terrorist activities, or other causes;
- changes in customer demand, inventories, spending patterns, product choices, and supplier choices;
- risks associated with doing business internationally, including economic, political and social instability, foreign currency exchange rate exposure and the acceptance of our products in global markets;
- the ability to improve and maintain processes and business practices to keep pace with the economic, competitive and technological environment;
- the operational, data privacy, security, regulatory, and legal risks associated with our reliance on AI technologies as well as our inability to stay abreast of technological advancements and our dependence on third parties who rely on AI technologies;
- the effect of inflation, interest rate increases and economic recession, which may negatively impact our operations and financial results;
- deviation of actual results from estimates and/or assumptions used by us in the application of our significant accounting policies;
- the level of imports and import prices in our markets;
- the effect of national, regional and global economic conditions generally and within major product markets;
- the impact of environmental laws and regulations or the actions of the U.S. Environmental Protection Agency or similar regulators which increase costs or limit our ability to use or sell certain products;
- the impact of increasing environmental, greenhouse gas emission and sustainability regulations and considerations;
- the impact of judicial rulings and governmental regulations, both in the U.S. and abroad, including those adopted by the SEC and other governmental agencies as contemplated by the CARES Act, the Consolidated Appropriations Act, 2021, the American Rescue Plan Act of 2021, and the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010;
- the effect of healthcare laws in the U.S. and potential changes for such laws which may increase our healthcare and other costs and negatively impact our operations and financial results;
- the effects of tax laws in the U.S. and potential changes for such laws, which may increase our costs and negatively impact our operations and financial results;
- cybersecurity risks;
- the effects of privacy and information security laws and standards;
- the seasonality of our operations;
- the effects of competition and price pressures from competitors; and
- other risks described from time to time in our filings with the SEC, including those described in "Part I – Item 1A. – Risk Factors" of this Form 10-K.

We note these risk factors for investors as contemplated by the PSLRA. Forward-looking statements should be construed in the light of such risks. It is impossible to predict or identify all potential risk factors. Consequently, readers should not consider the foregoing list to be a complete set of all potential risks and uncertainties. Readers are cautioned not to place undue reliance on any forward-looking statements, which speak only as of the date made. We do not undertake, and hereby disclaim, any obligation to update any forward-looking statements, whether as a result of new information, future developments or otherwise, except as required by applicable law.

USE OF NON-GAAP FINANCIAL MEASURES AND DEFINITIONS

(In thousands, except per common share amounts)

NON-GAAP FINANCIAL MEASURES. This Form 10-K includes certain financial measures that are not calculated and presented in accordance with GAAP. Non-GAAP financial measures typically exclude items that management believes are not reflective of, and thus should not be included when evaluating the performance of our ongoing operations. Management uses these non-GAAP financial measures to evaluate ongoing performance, engage in financial and operational planning, and determine incentive compensation. Management believes these non-GAAP financial measures provide useful supplemental information regarding the performance of our ongoing operations and should not be considered as an alternative to the comparable GAAP financial measure. Additionally, management believes these non-GAAP financial measures allow for meaningful comparisons and analysis of trends in our business and enable investors to evaluate our operations and future prospects in the same manner as management.

The following provides an explanation of each non-GAAP financial measure presented in this Form 10-K:

Adjusted operating income (loss) is defined as operating income (loss) excluding the items listed below, to the extent naturally included in operating income (loss).

Adjusted net earnings from continuing operations is defined as net earnings from continuing operations attributable to controlling interest ("net earnings from continuing operations") excluding the after-tax effect of the excluded items outlined below.

Adjusted earnings per diluted share from continuing operations ("adjusted EPS from continuing operations - diluted") is defined as adjusted net earnings from continuing operations divided by diluted weighted-average common shares outstanding for the applicable period.

Adjusted EBIT is defined as net earnings before interest and taxes, excluding the items listed below, as well as other items management believes are not reflective of, and thus should not be included when evaluating the performance of our ongoing operations.

Adjusted EBITDA from continuing operations is the measure by which we evaluate segment performance and our overall profitability. EBITDA is defined as earnings before interest, taxes, depreciation, and amortization. Adjusted EBITDA from continuing operations excludes additional items including, but not limited to, those listed below, as well as other items that management believes are not reflective of, and thus should not be included when evaluating the performance of our ongoing operations. Adjusted EBITDA from continuing operations also excludes stock-based compensation due to its non-cash nature, which is consistent with how management assesses operating performance and determines incentive compensation. At the segment level, adjusted EBITDA from continuing operations includes expense allocations for centralized corporate back-office functions that exist to support the day-to-day business operations. Public company and other governance costs are held at the corporate level within the unallocated corporate and other category.

Adjusted EBITDA from continuing operations margin is calculated by dividing adjusted EBITDA from continuing operations by net sales.

Adjusted annual ETR is defined as adjusted income tax expense divided by adjusted earnings before income taxes (excluding non-controlling interest). Adjusted ETR excludes the items listed below, as well as other items management believes are not associated with income tax expense of ongoing operations.

During fiscal 2026, we updated our definition of these non-GAAP financial measures to exclude the amortization expense associated with the step-up of inventory to fair market value for acquired businesses, as discussed further below. Previously reported results have been restated to conform with the new definition.

EXCLUSIONS FROM NON-GAAP FINANCIAL MEASURES

Management believes it is useful to exclude the following items from its non-GAAP financial measures for its own and investors' assessment of the business for the reasons identified below. Additionally, management may exclude other items from non-GAAP financial measures that do not occur in the ordinary course of our ongoing business operations and note them in the reconciliation from net earnings from continuing operations to the non-GAAP financial measure adjusted EBITDA from continuing operations.

- *Amortization of inventory step-up* represents the increase in inventory fair value associated with our acquisitions. The increase in inventory fair value is amortized to cost of sales over the period that the related inventory is sold. The amortization of inventory step-up is excluded because it is a non-cash expense that is not indicative of ongoing operating results.
- *Impairment charges* are excluded because they do not occur in the ordinary course of our ongoing business operations, are inherently unpredictable in timing and amount, and are non-cash, which management believes facilitates the comparison of historical, current and forecasted financial results.
- *Restructuring activities* consist of established programs that are intended to fundamentally change our operations, and as such are excluded from our non-GAAP financial measures. Our restructuring programs may include closing or consolidating production facilities or moving manufacturing of a product to another location, realignment of the management structure of a business unit in response to changing market conditions or general rationalization of headcount. Our restructuring activities generally give rise to employee-related costs, such as severance pay, and facility-related costs, such as exit costs and gains or losses on asset disposals but may include other incremental costs associated with our restructuring activities. Restructuring and other expense, net, may also include other nonrecurring items included in operating income but incremental to our normal business activities. These items are excluded because they are not indicative of the ongoing operations of our underlying business.

- *Separation costs*, which consist of direct and incremental costs incurred in connection with the completed Separation are excluded as they are one-time in nature and are not expected to occur in periods following the Separation. These costs include fees paid to third-party advisors, such as investment banking, audit and other advisory services as well as direct and incremental costs associated with the Separation of shared corporate functions. Results in fiscal 2024 also include incremental compensation expense associated with the modification of unvested short and long-term incentive compensation awards, as required under the employee matters agreement executed in conjunction with the Separation.
- *Non-cash losses in miscellaneous expense* are excluded due to their non-cash nature and the fact that they do not occur in the normal course of business and may obscure analysis of trends and financial performance.
- *Loss on extinguishment of debt* is excluded because it does not occur in the normal course of business and may obscure analysis of trends and financial performance. Additionally, the amount and frequency of this type of charge is not consistent and is significantly impacted by the timing and size of debt extinguishment transactions.
- *Corporate costs eliminated at Separation* reflect certain corporate overhead costs that no longer exist post-Separation. These costs were included in continuing operations as they represent general corporate overhead that was historically allocated to our former steel processing business but did not meet the requirements to be presented as discontinued operations.
- *Pension settlement charges* are excluded due to their non-cash nature and the fact that they do not occur in the normal course of business and may obscure analysis of trends and financial performance. These transactions typically result from the transfer of all or a portion of the total projected benefit obligation to third-party insurance companies.
- *One-time tax effects* of Separation are charges to income tax expense primarily related to non-deductible transaction costs. They are excluded because they are one-time in nature and not expected to occur in periods following the Separation.
- *Non-recurring (gain) loss in equity income* is excluded because it does not occur in the normal course of business and is inherently unpredictable in timing and amount.

Consolidated Results – Adjusted Earnings per Share – Diluted and Additional non-GAAP Results

The following provides a reconciliation of these non-GAAP financial measures from their most comparable GAAP measure for the three most recent fiscal years.

	Fiscal 2026					
	Operating Income	Earnings Before Income Taxes	Income Tax Expense	Net Earnings from Continuing Operations [1]	EPS from Continuing Operations – Diluted [1]	Effective Tax Rate [1]
GAAP	**$ 76,209**	**$ 201,348**	**$ 46,313**	**$ 156,085**	**$ 3.14**	**22.9%**
Amortization of inventory step-up [2]	5,151	5,151	(1,209)	3,942	0.08	
Restructuring and other expense, net [3]	7,100	7,100	(1,425)	5,675	0.12	
Non-cash losses in miscellaneous expense, net [4]	-	3,925	(229)	3,696	0.07	
Discrete tax item [5]	-	-	(1,837)	(1,837)	(0.04)	
Non-GAAP	**$ 88,460**	**$ 217,524**	**$ 51,013**	**$ 167,561**	**$ 3.37**	**23.3%**

	Fiscal 2025					
	Operating Income (Loss)	Earnings Before Income Taxes	Income Tax Expense	Net Earnings from Continuing Operations [1]	EPS from Continuing Operations – Diluted [1]	Effective Tax Rate [1]
GAAP	**$ (10,715)**	**$ 128,809**	**$ 33,839**	**$ 96,053**	**$ 1.92**	**26.1%**
Amortization of inventory step-up [2]	1,477	1,477	(350)	1,127	0.02	
Impairment of long-lived assets [3]	50,813	50,813	(10,387)	40,426	0.81	
Restructuring and other expense, net [3]	10,524	10,524	(796)	9,728	0.19	
Non-cash losses in miscellaneous expense, net [4]	-	5,000	-	5,000	0.10	
Non-recurring loss in equity income [6]	-	3,387	(801)	2,586	0.05	
Non-GAAP	**$ 52,099**	**$ 200,010**	**$ 46,173**	**$ 154,920**	**$ 3.09**	**23.0%**

	Fiscal 2024					
	Operating Income (Loss)	Earnings Before Income Taxes	Income Tax Expense	Net Earnings from Continuing Operations [1]	EPS from Continuing Operations – Diluted [1]	Effective Tax Rate [1]
GAAP	**$ (73,459)**	**$ 74,007**	**$ 39,027**	**$ 35,243**	**$ 0.70**	**52.6%**
Amortization of inventory step-up [2]	50	50	(12)	38	-	
Corporate costs eliminated at Separation	19,343	19,343	(4,643)	14,700	0.29	
Impairment of goodwill and long-lived assets [3]	32,975	32,975	-	32,975	0.65	
Restructuring and other expense, net [3]	29,327	29,327	(4,737)	24,590	0.49	
Separation costs	12,705	12,705	(3,049)	9,656	0.19	
Non-cash losses in miscellaneous expense [4]	-	19,180	(1,922)	17,258	0.34	
Loss on extinguishment of debt	-	1,534	(368)	1,166	0.02	
Non-recurring loss in equity income [6]	-	(1,740)	418	(1,322)	(0.02)	
One-time tax effects of Separation	-	-	9,197	9,197	0.18	
Non-GAAP	**$ 20,941**	**$ 187,381**	**$ 44,143**	**$ 143,501**	**$ 2.84**	**23.5%**

Consolidated Results - Adjusted EBITDA from Continuing Operations

	2026	2025	2024
Net earnings from continuing operations (GAAP)	**$ 155,035**	**$ 94,970**	**$ 34,980**
Plus: net loss attributable to noncontrolling interest	1,050	1,083	263
Net earnings attributable to controlling interest	156,085	96,053	35,243
Interest expense, net	6,248	2,090	1,587
Income tax expense	46,313	33,839	39,027
EBIT [7]	208,646	131,982	75,857
Amortization of inventory step-up [2]	5,151	1,477	50
Corporate costs eliminated at Separation	-	-	19,343
Impairment of goodwill and long-lived assets [3]	-	50,813	32,975
Restructuring and other expense, net [3]	7,100	10,524	29,327
Separation costs	-	-	12,705
Non-cash losses in miscellaneous expense, net [4]	3,925	5,000	19,180
Loss on extinguishment of debt	-	-	1,534
Non-recurring (gain) loss in equity income [6]	-	3,387	(1,740)
Adjusted EBIT [7]	224,822	203,183	189,231
Depreciation and amortization	57,272	48,262	48,663
Stock-based compensation [8]	13,734	13,521	13,155
Adjusted EBITDA from continuing operations (non-GAAP)	**$ 295,828**	**$ 264,966**	**$ 251,049**

(1) Excludes the impact of noncontrolling interest.

(2) Reflects the amortization of the step-up to fair market value of acquired inventory related to the LSI and Elgen acquisitions in fiscal 2026, the Ragasco acquisition in fiscal 2025, and the Halo acquisition in fiscal 2024.

(3) Significant pre-tax impairment and restructuring charges include the following:

- *Impairment of goodwill and long-lived assets*: We recognized non-cash charges of $50,050 in fiscal 2025 related to the write-down of intangible assets associated with GTI and $32,203 in fiscal 2024 due to the deconsolidation of our former Sustainable Energy Solutions operating segment.
- *Restructuring and other expense, net*: We recognized a charge of $4,536 in fiscal 2025 related to an increase in the fair value of the contingent liability associated with the Ragasco earnout arrangement and a loss of $30,502 in fiscal 2024 due to the deconsolidation of our former Sustainable Energy Solutions operating segment during the fourth quarter of fiscal 2024.

(4) Reflects the following non-cash activity within miscellaneous expense, net:

- A loss of $2,950 incurred during the second quarter of fiscal 2026 in connection with the divestiture of our 49% interest in the composite assets of our SES joint venture on October 16, 2025. In exchange for our interest in the divested assets, we received common shares of both Hexagon Composites and Hexagon Purus.
- Net unrealized losses of $975 during fiscal 2026 associated with Hexagon Composites and Hexagon Purus.
- Pre-tax charges of $5,000 and $11,077 during fiscal 2025 and fiscal 2024, respectively, to write down an investment in a note receivable that was determined to be other than temporarily impaired.
- Pre-tax charges of $8,010 in fiscal 2024 to transfer the pension benefit obligation under the Gerstenslager Plan to third-party insurance companies.

(5) Reflects the release of a FIN 48 reserve associated with a non-recurring gain recognized in fiscal 2021.

(6) Includes the following activity within equity income:

- A non-cash impairment charge of $3,387 at the SES joint venture during fiscal 2025.
- A net gain of $2,780 associated with the divestiture of the Brazilian operations of Workhorse during fiscal 2024 and the settlement of certain participant balances within the pension plan maintained by WAVE.

(7) EBIT and adjusted EBIT are non-GAAP financial measures. However, these measures are not used by management to evaluate our performance, engage in financial and operational planning, or to determine incentive compensation. Instead, they are included as subtotals in the reconciliation of net earnings from continuing operations to adjusted EBITDA from continuing operations, which is a non-GAAP financial measure used by management.

(8) Excludes $2,655 of stock-based compensation reported in restructuring and other expense, net in our consolidated statement of earnings during fiscal 2025 related to the accelerated vesting of certain outstanding equity awards upon the retirement of our former CEO effective November 1, 2024.

PART I

Unless otherwise indicated, all Note references in this Form 10-K refer to the notes to the Consolidated Financial Statements included in "Part II – Item 8. – Financial Statements and Supplementary Data" of this Form 10-K. All dollar amounts within Part I are presented in thousands of dollars except per share amounts.

Item 1. — Business

Overview

Founded in 1955, we are one of the leading designers and manufacturers of products sold to consumers, primarily through retail channels, in the tools, outdoor living and celebrations market categories as well as a wide array of highly specialized building products that primarily serve customers in the residential and non-residential construction markets, including ceiling suspension systems and light gauge metal framing products, respectively, through our unconsolidated joint ventures, WAVE and ClarkDietrich, as well as wholly-owned and consolidated operations that produce pressurized containment solutions for heating, cooking and cooling applications, among others. Our business strategy is rooted in our people first culture that values our relationships across the spectrum and revolves around products and services that improve everyday life by elevating spaces and experiences. Originally founded as a value-added steel processor, we expanded our offerings to include manufactured metal products organized around attractive end markets under two separate and distinct reportable operating segments: Building Products and Consumer Products.

We believe the foundation of our success is rooted in our people first philosophy and our belief that people are our most important asset, which serves as a basis for our unwavering commitment to our employees, customers, suppliers, and investors. Our primary goal is to create value for our shareholders. Built on the successful foundation of the Worthington Business System, which encompasses certain proprietary business and management models, procedures, content and materials, we apply a disciplined approach to capital deployment and seek to grow earnings by optimizing our operations and supply chain, developing and commercializing new products and applications, and pursuing strategic investments and acquisitions.

Our fiscal year ends each May 31, and our fiscal quarters end on the final day of each of August, November, February and May. Our common shares are traded on the New York Stock Exchange under the symbol "WOR."

Separation of the Steel Processing Business

On December 1, 2023, we completed the Separation of our former steel processing business into a separate public company in a transaction intended to qualify as tax free to our shareholders, which was accomplished via the Distribution. Worthington Steel is an independent public company. The operating results of our former steel processing business are reported as discontinued operations for all periods presented prior to the Separation. All discussions within this Form 10-K, including amounts, percentages and disclosures for all periods presented, reflect only our continuing operations unless otherwise noted.

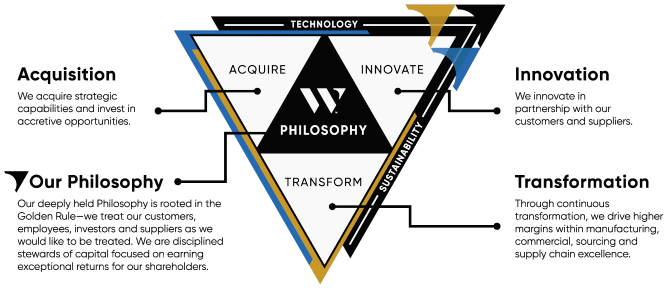
Following the completion of the Separation, Worthington Industries, Inc. changed its name to Worthington Enterprises, Inc. and its common shares continue trading on the NYSE under the ticker symbol WOR. On December 1, 2023, the common shares of Worthington Steel began trading on the NYSE under the ticker symbol WS.

Key Strengths

We believe our established portfolio of market-leading brands positions us well to execute on our growth initiatives and business strategy. Our ability to manufacture at scale and leverage key customer relationships in diverse end markets distinguishes us from our competitors and creates barriers to entry. Our long-standing experience engineering and manufacturing metal and composite products, beginning with our founding as a steel processor in 1955, has given us specialized capabilities in designing and certifying products to meet demanding industry and regulatory standards. We also believe we are well-positioned to capitalize on certain secular trends impacting the markets that we serve, including initiatives that support long-term construction and supply chain investment.

We believe the Worthington Business System is the engine that drives value for our shareholders. The Worthington Business System is rooted in the Worthington Philosophy and designed to drive continuous improvement through use of tools and technologies that help drive results and inform our business decisions by applying lean techniques to streamline costs and reduce waste within manufacturing, commercial, sourcing and supply chain. Through continuous improvement initiatives, we believe we can achieve improved metrics for product quality, service, delivery, workforce safety and waste reduction to further optimize cost, productivity and efficiencies, while creating a resilient and efficient operating platform that can remain agile regardless of external market conditions.

The Worthington Business System



Strategic Business Developments

LSI Acquisition: On January 16, 2026, we acquired LSI, one of the largest U.S. manufacturers of standing-seam metal roof clips and retrofit components in the commercial roof market. The purchase price was $206,559, net of cash acquired, including an estimated tax equalization payment of approximately $3,000, subject to customary post-closing adjustments. Refer to "Note P – Acquisitions" for additional information.

Hydrostat Acquisition: On December 3, 2025, we acquired Hydrostat's propane distribution and refurbishment assets. The purchase price was $9,300, net of cash acquired, subject to customary post-closing adjustments. Refer to "Note P – Acquisitions" for additional information.

SES Joint Venture: On October 16, 2025, we divested our 49% interest in the composite business of our SES joint venture. In exchange for our divested interest in the composite business, we received common shares of both Hexagon Composites and Hexagon Purus. The transaction aligns the core remaining capabilities of the SES joint venture – primarily Type 1 low-pressure, steel cylinder and storage infrastructure applications – with our long-term strategic priorities. Refer to "Note C – Investments in Unconsolidated Affiliates" and "Note R – Fair Value Measurements" for additional information.

***Elgen Acquisition*:** On June 18, 2025, we acquired Elgen, a leading provider of HVAC components, ductwork, and structural framing used primarily in commercial building applications across North America. The purchase price was $90,734, net of cash acquired. Refer to "Note P – Acquisitions" for additional information.

Segments

Our business is managed and reported under two operating segments that are distinguishable by the nature of the products and services provided: ***Building Products*** and ***Consumer Products***. International operations accounted for approximately 12% of consolidated net sales in fiscal 2026, primarily to customers in Europe. Sales to one retail customer accounted for 10% of our consolidated net sales in fiscal 2026.

Refer to the following segment descriptions and "Note O – Segment Data" for a full description of our segments.

Building Products

Our Building Products business is a market-leading provider of critical components in essential categories, including: (i) pressurized containment solutions for heating, cooking, cooling and water applications; (ii) HVAC systems; (iii) metal roofing clips; and (iv), through our unconsolidated joint ventures, WAVE and ClarkDietrich, ceiling suspension systems and light gauge metal framing products. Product brands within the Building Products portfolio include BPD, CoMet®, Elgen, Logan Stampings, NEXI™, PowerCore™, Ragasco®, Roof Hugger®, Well-X-Trol® and XLite™, among others. Our pressurized containment solutions include refrigerant and LPG cylinders, well water and expansion tanks, and other specialty products which are generally sold to gas producers and distributors. Refrigerant gas cylinders are used to hold refrigerant gases for commercial, residential, and automotive air conditioning and refrigeration systems. LPG cylinders hold fuel for residential and light commercial heating systems, barbeque grills and recreational vehicle equipment, industrial forklifts and commercial/residential cooking (the latter, generally outside North America). Well water tanks and expansion tanks are used primarily in the residential market with certain products also sold to commercial markets. Specialty products include a variety of fire suppression tanks, chemical tanks, and foam and adhesive tanks.

We maintain two unconsolidated joint ventures that complement the wholly-owned operations within our Building Products business:

- *WAVE*, a 50%-owned joint venture with Armstrong World Industries, Inc., is the largest of the four North American manufacturers of ceiling suspension systems for concealed and lay-in panel ceilings used in the commercial and residential ceiling markets. It competes with the other North American manufacturers and numerous regional manufacturers. WAVE operates seven manufacturing facilities, one each in Georgia, Michigan, and Nevada and two each in California and Maryland.

- *ClarkDietrich*, a 25%-owned joint venture with CWBS-MISA, is an industry leader in the manufacture and supply of light gauge steel framing products in the U.S. ClarkDietrich manufactures a full line of drywall studs and accessories, structural studs and joists, metal lath and accessories, shaft wall studs and track, and vinyl and finishing products used primarily in residential and commercial construction. ClarkDietrich operates 15 manufacturing facilities, one each in Connecticut, Georgia, Illinois, Maryland, Missouri, Oklahoma and Canada and two each in California, Florida, Ohio, and Texas.

In fiscal 2026, Building Products generated approximately 62% of our consolidated net sales, compared to 57% and 50% in fiscal 2025 and fiscal 2024, respectively.

Excluding the facilities operated by WAVE and ClarkDietrich, our Building Products segment operates 12 facilities, with two in Indiana, three in Ohio, and one each in Kentucky, Maryland, Minnesota, New Jersey, Rhode Island, Norway and Portugal.

In the U.S. and Canada, our manufactured cylinders and tanks are designed to comply with U.S. Department of Transportation and Transport Canada specifications, as applicable. Outside the U.S. and Canada, cylinders are manufactured according to European specifications, as well as various other international standards. Other products are produced to applicable industry standards including, as applicable, those standards issued by the American Petroleum Institute, the American Society of Mechanical Engineers and UL Solutions.

Building Products operates in the low-pressure LPG cylinder market alongside domestic and foreign competitors, and faces foreign competition in the LPG cylinder, non-refillable refrigerant, and well water and expansion tank markets. We believe that this business holds a leading market share position in the domestic low-pressure cylinder market. In the other cylinder markets, there are several competitors. Building Products generally has a strong competitive position for its industrial, energy, retail and specialty products, but competition varies on a product-by-product basis. Competition for our Building Products operating segment is based upon price, service and quality.

Key End Markets

The key end markets in which our Building Products business competes include the following:

Residential Construction: We sell products for use in single and multi-family housing. Key statistics that indicate market opportunity include existing home sales (a key indicator of renovation opportunity), housing starts, housing completions, home prices, interest rates and consumer confidence.

Non-Residential Construction: Opportunities in this end market come from new construction as well as the renovation of existing buildings. We closely monitor publicly available macroeconomic data and trends that provide insight into non-residential construction market activity, including but not limited to, GDP, office vacancy rates, the ABI, new commercial construction starts, state and local government spending, corporate profits and retail sales. Our revenue from new construction can lag behind construction starts by as much as 24 months. We believe that these statistics, when considered together with this time-lag effect, provide a reasonable indication of our future revenue opportunity from non-residential renovation and new construction.

Repair and Remodel: Our business in this end market is generated primarily from repair and remodel projects on residential homes. We monitor key trends such as interest rates, consumer confidence and spending levels, employment rates, housing affordability, land development costs, the availability of skilled construction labor, the aging housing stock, inflationary pressures, consumer debt/income ratios, mortgage rates and the overall health of the economy. We have a broad range of product offerings that serve the needs of customers, primarily through a variety of retailers. We compete with numerous foreign and domestic manufacturers and distributors of consumer goods, many of which are well-established. Our principal method of meeting competitive challenges in this market is by creating and maintaining leading brands and differentiated products that deliver superior value and performance at a competitive cost.

Consumer Products

Our Consumer Products segment has a diverse product offering in the tools, outdoor living and celebrations categories under market-leading brands that include the following: Balloon Time®, Bernzomatic®, Coleman® (licensed), Garden-Weasel®, General®, Halo®, Hawkeye™, Level5®, Mag-Torch®, Pactool International®, and Worthington Pro Grade™. These product offerings include propane-filled cylinders for torches, camping stoves and other applications, handheld torches, helium-filled balloon kits, specialized hand tools and instruments, drywall tools and accessories and gas grills and pizza ovens sold primarily to mass merchandisers, retailers and distributors. These offerings are used by a diverse customer base, ranging from DIY consumers to professional contractors and trades people across a variety of applications.

In fiscal 2026, Consumer Products generated approximately 38% of our consolidated net sales, compared to 43% and 40% in fiscal 2025 and fiscal 2024, respectively. Within Consumer Products, net sales attributable to our largest customer were approximately 28% in fiscal 2026 and fiscal 2025, and 30% in fiscal 2024.

Consumer Products operates five facilities, with two in Kansas, and one each in Kentucky, New Jersey, and Wisconsin.

Consumer Products competes based on brand strength, product performance, customer service, innovation, and breadth of products. We face competition from both established national brands and private-label products, particularly in tools and outdoor living. Our diversified product line, innovation capabilities, and broad customer base contribute to our competitive positioning. Demand in the segment is driven by seasonal DIY activity, outdoor recreation trends, retail traffic patterns, and macroeconomic factors such as consumer confidence and discretionary spending. Many of our products benefit from recurring and replacement purchases, contributing to consistent baseline demand throughout the year.

Key End Markets and Product Categories

The key end markets and product categories in which our Consumer Products business competes include the following:

Tools: We sell a variety of tools for both professional and DIY consumers. Our products include hand-held torches, micro torches, lighters, accessories and fuel for constructing, fixing, making and creating; precision and specialty hand, digital and safety tools; and drywall tools and accessories used for finishing and taping, cutting, siding and roofing. Most of our products are sold online and to home centers and other retailers. We closely monitor key market activity, including, but not limited to inflationary pressures, consumer debt/income ratios, consumer spending levels, and activity within the adjacent repair and remodel end market.

Outdoor Living: We compete in the large, growing, and fragmented outdoor living market. We believe growth in the outdoor living market is driven by key trends, centered around enhancing enjoyment while participating in outdoor activities. This includes participation levels and the resilience of consumer demand for product purchases in these categories versus other discretionary categories. The nature of the outdoor activities to which we cater often requires recurring purchases throughout the year, resulting in high rates of repeat purchases and conversion among customers.

Celebrations: Our business in this category is generated primarily from celebration and party-related activities. Our products are available at many convenient locations, including mass retailers, party stores and craft stores. We closely monitor key market activity, including, but not limited to, inflationary pressures, consumer debt/income ratios, and consumer spending levels. Our principal method of meeting competitive challenges in this market is by creating and maintaining leading brands and products that deliver superior value and performance at a competitive cost.

Other Unconsolidated Joint Ventures

In addition to ClarkDietrich and WAVE, we have two other unconsolidated joint ventures, both of which are reported within Other.

- *SES*, a 49%-owned joint venture with Hexagon Composites, focused on high-pressure storage systems for industrial gases, hydrogen and compressed natural gas infrastructure primarily in Europe. This joint venture operates one facility in Austria.
- *Workhorse,* a 20%-owned joint venture with an affiliate of Angeles Equity Partners, LLC, is a non-captive designer and manufacturer of high-quality, custom-engineered open and enclosed cabs and operator stations and custom fabrications and packaging for heavy mobile equipment used primarily in the agricultural, construction, forestry, military and mining industries. Workhorse operates three manufacturing facilities, one each in South Dakota, Tennessee and Minnesota.

See “Note C – Investments in Unconsolidated Affiliates” for additional information about our unconsolidated joint ventures.

Sources and Availability of Raw Materials

The most important raw materials we purchase are steel, aluminum, copper, and propane. We have developed strong relationships with our suppliers, who provide the materials we need, meet our quality and service requirements, and are able to offer competitive terms with regard to pricing, delivery, and volumes purchased. We are not dependent upon any one source for the raw materials used in our manufactured products.

We purchase steel in large quantities at regular intervals from Worthington Steel through the Steel Supply Agreement. Refer to “Note T – Related Party Transactions” for additional information. In nearly all market conditions, steel is available from a few suppliers and generally any supplier relationship or contract can and has been replaced with little or no significant interruption to our business.

Seasonality

Historically, net sales in both Building Products and Consumer Products tend to be stronger in our fiscal third and fourth quarters. In Building Products, this seasonality is generally driven by weather conditions, customer business cycles, and the timing of renovation and new construction projects, while in Consumer Products, it is driven by our facilities performing at seasonal peaks, matching consumer demand.

Environmental Matters

Our manufacturing facilities, like those of similar industries making similar products, are subject to many federal, state, local and foreign laws and regulations, including those relating to the protection of our employees and the environment. We examine ways to improve safety, reduce emissions and waste, and decrease costs related to compliance with environmental and other government regulations. The cost of such activities, compliance or capital expenditures for environmental control facilities necessary to meet regulatory requirements are not estimable, but have not and are not anticipated to be material when compared with our overall costs and capital expenditures and, accordingly, are not anticipated to have a material effect on our capital expenditures, earnings and competitive position.

Our commitment to corporate responsibility and sustainability includes putting people first by providing a supportive and inclusive environment built on a culture of engagement, and by working together to ensure the health and safety of our employees. At the corporate level, we maintain a fully dedicated department responsible for best-in-class environmental, health and safety initiatives and best practices across our organization. Two of our facilities hold ISO 14001 certifications, a highly recognized global standard for an effective Environmental Management System and our remaining facilities are managed to similar standards.

In addition to the requirements of the state and local governments of the communities in which we operate, we must comply with federal health and safety regulations, the most significant of which are enforced by OSHA. We comply with and work to exceed all applicable worker safety regulations in the U.S. as governed by OSHA. Our U.S. facilities also hold certifications with various industry groups that require regular inspections including the International Organization for Standardization. Our global sites meet or exceed all local regulations for worker safety and hold various accreditations, certifications and registrations that require regular inspections.

Intellectual Property

We own several patents, trademarks, copyrights, and trade secrets, as well as licenses to intellectual property owned by others. Although our patents, copyrights, trademarks, trade secrets, and other intellectual property rights are important to our success, we do not consider any single patent, trademark, copyright, trade secret or license to be of material importance to our business. Each registered trademark has an original duration of 10 to 20 years, depending on the date it was registered and the country in which it is registered, and is subject to an indefinite number of renewals for a like period upon continued use and appropriate application. Our collective intellectual property portfolio provides a competitive advantage by protecting our innovations, brand identity, and proprietary processes, thereby supporting our market positioning and revenue generation. We intend to continue using the trade names and trademarks described above and to timely renew each of our registered trademarks that remains in use.

Human Capital Management

As of May 31, 2026, we had approximately 3,800 employees and our unconsolidated joint ventures employed approximately 2,400 additional individuals. Approximately 9% of the individuals in those two groups are represented by collective bargaining units. We believe that our open-door policy has created an environment which fosters open communication and serves to cultivate the good relationships we have with our employees, including those covered by collective bargaining units.

Our human capital strategy focuses on several priorities:

***People-First Culture*:** In line with our people-first philosophy, our employees have always been, and will always be, our most important asset. We operate under a set of core values that are rooted in our long-standing philosophy, which emphasizes the Golden Rule. These core values guide us as a company, including in our approach to human capital management. As such, we are continually focused on creating and maintaining a strong culture. Our culture provides employees with opportunities for personal and professional development, as well as community engagement, all of which we believe contribute to our overall success. We have repeatedly been recognized as a top place to work and we maintain a focus on safety, wellness, and promoting a diverse and inclusive culture.

***Talent Development*:** Our ability to successfully operate, grow our business and implement our business strategies is largely dependent on our ability to attract, train and retain talented personnel at all levels of our organization. As a result, we offer our employees competitive compensation and benefits, as compared to others in our industry, which include opportunities to participate in profit sharing plans. We also strive to provide our employees with continuous opportunities to learn the skills necessary to maximize their performance and develop new skills that allow them to maximize their potential.

Safety, Health, and Wellness: We have always made the safety and well-being of our people a top priority, and we have regularly maintained an industry-leading safety record. For us, safety is about engagement, and our employees have adopted a culture where safety is everyone's responsibility, and not just the safety of our employees, but the safety of everyone who enters our facilities. We also provide our employees and their families with access to above-market benefits, as compared to others in our industry, including a parental leave benefit that offers all new parents the opportunity for paid time off. We have a broad array of other employee centered-benefits and programs, including a medical center, a pharmacy, chiropractic care, on-site fitness centers, free health screenings, health fairs, and other Company-wide and location-specific wellness events and challenges. We believe our investments in safety, health and wellness are key to supporting and protecting our most important asset, our people.

Available Information

We are headquartered in Columbus, Ohio and maintain a website at https://www.worthingtonenterprises.com. Information contained on our website is not incorporated into this document. Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and all amendments to those reports and other information about us are available free of charge through our website as soon as reasonably practicable after those documents are electronically filed with, or furnished to, the SEC. The SEC maintains a website that contains reports, proxy and information statements, and other information regarding issuers, including us, that file electronically with the SEC. Reference in this Form 10-K to our website and the SEC's website is an inactive text reference only.

Item 1A. — Risk Factors

Our future results and the market price for the common shares are subject to numerous risks, many of which are driven by factors that we cannot control or predict. The following discussion, as well as other sections of this Form 10-K, including "Part II – Item 7. – Management's Discussion and Analysis of Financial Condition and Results of Operations," describe certain risks to our business, our results, our strategies and the common shares. Consideration should be given to the risk factors described below as well as those in the "Cautionary Note Regarding Forward-Looking Statements" section at the beginning of this Form 10-K, in conjunction with reviewing the forward-looking statements and other information contained in this Form 10-K. The risks described below are those that we have identified as material but are not the only risks and uncertainties facing us or our shareholders. Our business is also subject to general risks and uncertainties that affect many other companies, such as market conditions, economic conditions, geopolitical events, changes in laws, rules, regulations or accounting rules, fluctuations in interest rates, terrorism, war or conflicts, major health concerns, natural disasters or other disruptions of expected business conditions. Additional risks and uncertainties not currently known to us or that we currently believe are immaterial also may impair our business, including our results of operations, liquidity and financial condition, and/or the common shares.

Risks Related to Our Business and Operations

Economic or Industry Downturns and Weakness

Our net sales are heavily concentrated in the consumer products and construction end markets, including residential and non-residential construction, and repair and remodel, and a decline in those end markets may have an adverse impact on our results of operations and cash flows. The consumer products and construction industries account for a significant portion of our net sales, and reduced demand from these industries could adversely affect our business. A downturn in the general economy, a disruption in capital and credit markets, high inflation, high unemployment, reduced consumer confidence or other factors, could cause reductions in demand from our end markets in general and, in particular, the consumer products and construction end markets. If demand for the products we sell to the end markets which we supply were to be reduced, our sales, financial results and cash flows could be negatively affected.

Financial difficulties and bankruptcy filings by our customers could have an adverse impact on our businesses. The financial difficulties of certain customers and/or their failure to obtain credit or otherwise improve their financial condition could result in changes within the markets we serve, including plant closings, decreased production, reduced demand, changes in product mix, unfavorable changes in the prices, terms or conditions we are able to obtain and other changes that may result in decreased purchases from us and otherwise negatively impact our businesses. These conditions also increase the risk that our customers may delay or default on their payment obligations to us. If the general economy or any of our markets decline, the risk of bankruptcy filings by and financial difficulties of our customers may increase. While we have taken and will continue to take steps intended to mitigate the impact of financial difficulties and potential bankruptcy filings by our customers, these matters could have a negative impact on our businesses.

Raw Material Pricing and Availability

Our operating results may be adversely affected by continued volatility in steel prices. Over the past several years, steel prices have experienced significant volatility driven by supplier consolidation, trade policy developments, and global macroeconomic conditions. More recently, an evolving tariff environment has been a particularly significant driver of domestic steel pricing, as reduced access to competitively priced imported steel has contributed to unpredictable domestic price levels. If steel prices or other raw material prices were to decrease, competitive conditions or contractual obligations may impact how quickly we must reduce our prices to our customers, and we could be forced to use higher-priced raw materials then on hand to complete orders for which the selling prices have decreased. This could result in losses or a write-down of the value of our inventory, and our financial results could be adversely affected.

Our operating results may be affected by fluctuations in raw material prices and our ability to pass on increases in raw material costs to our customers. Our principal raw material is flat-rolled steel, which we purchase from multiple primary steel producers. Our businesses also utilize aluminum, propane, copper and other materials. The steel industry as a whole has been cyclical, and at times availability and pricing can be volatile due to a number of factors beyond our control. These factors include general economic conditions, domestic and worldwide supply and demand, high inflation, the influence of hedge funds and other investment funds participating in commodity markets, curtailed production from major suppliers due to factors such as the closing or idling of facilities, pandemics, international conflicts, accidents or equipment breakdowns, repairs or catastrophic events, labor costs, shortages, strikes or other problems, competition, new laws and regulations, import duties, tariffs, energy costs, availability and cost of steel inputs (e.g., ore, scrap, coal and energy), foreign currency exchange rates and other factors described in the immediately following paragraph. This volatility, as well as any increases in raw material costs, could significantly affect our steel costs and adversely impact our financial results. To manage our exposure to market risk, where possible, we match our customer pricing terms to the pricing terms offered to us by our suppliers in order to minimize the impact of market fluctuations on our margins. However, should our suppliers increase the prices of our critical raw materials, we may not have alternative sources of supply. In addition, in an environment of increasing prices for steel and other raw materials, competitive conditions or contractual obligations may impact how much of the price increases we can pass on to our customers. To the extent we are unable to pass on future price increases in our raw materials to our customers, our financial results could be adversely affected.

The costs of manufacturing our products and our ability to meet our customers' demands could be negatively impacted if we experience interruptions in deliveries of needed raw materials or supplies. If, for any reason, our supply of flat-rolled steel or other key raw materials, such as aluminum, zinc, copper or helium, or other supplies is curtailed or we are otherwise unable to obtain the quantities we need at competitive prices, our business could suffer and our financial results could be adversely affected. Such interruptions could result from a number of factors, including a shortage of capacity in the supplier base of raw materials, energy or the inputs needed to make steel or other supplies, a failure of suppliers to fulfill their supply or delivery obligations, financial difficulties of suppliers resulting in the closing or idling of supplier facilities, other significant events affecting supplier facilities, significant weather events, those factors listed in the immediately preceding paragraph or other factors beyond our control like pandemics. Further, the number of suppliers has decreased in recent years due to industry consolidation and the financial difficulties of certain suppliers, and this consolidation may continue.

Inventories

Our businesses could be harmed if we fail to maintain proper inventory levels. We are required to maintain sufficient inventories to accommodate the needs of our customers including, in many cases, short lead times and just-in-time delivery requirements. We anticipate and forecast customer demand for each of our operating segments. We purchase raw materials on a regular basis in an effort to maintain our inventory at levels that we believe are sufficient to satisfy the anticipated needs of our customers based upon orders, customer volume expectations, historic buying practices and market conditions. Inventory levels in excess of customer demand may result in the use of higher-priced inventory to fill orders reflecting lower selling prices if raw material prices have significantly decreased. For example, if steel prices decrease, we could be forced to use higher-priced steel then on hand to complete orders for which the selling price has decreased. These events could adversely affect our financial results. Conversely, if we underestimate demand for our products or if our suppliers fail to supply quality products in a timely manner, we may experience inventory shortages. Inventory shortages could result in unfilled orders, negatively impacting our customer relationships and resulting in lost revenues, which could harm our businesses and adversely affect our financial results.

Customers and Suppliers

The loss of significant volume from our key customers could adversely affect us. A significant loss of, or decrease in, business from any of our key customers could have an adverse effect on our sales and financial results if we cannot obtain replacement business. Also, due to consolidation in the industries we serve, including the construction and retail industries, our sales may be increasingly sensitive to deterioration in the financial condition of, or other adverse developments with respect to, one or more of our top customers. In addition, some of our top customers may be able to exert pricing and other influences on us, requiring us to market, deliver and promote our products in a manner that may be more costly to us and negatively impact our profitability. We generally do not have long-term contracts with our customers. As a result, although our customers periodically provide notice of their future product needs and purchases, they generally purchase our products on an order-by-order basis, and the relationship, as well as particular orders, can be terminated at any time.

Many of our key end markets, such as residential and non-residential construction, repair and remodel, general consumer, and outdoor living are influenced by consumer spending, interest rates, and broader economic conditions. Many of our key end markets can be impacted by both market demand and raw material supply, particularly with respect to steel. The demand for our products is directly related to, and quickly impacted by, customer demand in our end markets, which can change as the result of changes in the general U.S. or global economies and other factors beyond our control. Adverse changes in demand or pricing can have a negative effect on our businesses and results of operations.

Sales conflicts with our customers and/or suppliers may adversely impact us. In some instances, we may compete with one or more of our customers and/or suppliers in pursuing the same business. Such conflicts may strain our relationships with the parties involved, which could adversely affect our future business with them.

The closing or idling of steel manufacturing facilities could have a negative impact on us. As steel makers have reduced their production capacities by closing or idling production lines, whether due to geopolitical conflict or otherwise, the number of facilities from which we can purchase steel, in particular certain specialty steels, has decreased. Accordingly, if delivery from a supplier is disrupted, particularly with respect to certain types of specialty steel, it may be more difficult to obtain an alternate supply than in the past. These closures and disruptions could also have an adverse effect on our suppliers' on-time delivery performance, which could have an adverse effect on our ability to meet our own delivery commitments and may have other adverse effects on our businesses.

The loss of key supplier relationships could adversely affect us. Over the years, we have developed relationships with certain steel and other suppliers which have been beneficial to us by providing more assured delivery and a more favorable all-in cost, which includes price and shipping costs. If any of those relationships were disrupted, it could have an adverse effect on delivery times and the cost, quality and availability of our products or raw materials, which could have a negative impact on our businesses. If, in the future, we are unable to obtain sufficient amounts of raw materials at competitive prices and on a timely basis from our traditional suppliers, we may be unable to obtain these materials from alternative sources at competitive prices to meet our delivery schedules, which could have a material adverse impact on our results of operations.

Competition

We face intense competition which may cause decreased demand, decreased market share and/or reduced prices for our products and services, which could have an adverse effect on our financial results. Our businesses operate in industries that are highly competitive and have been subject to increasing consolidation of customers. Because of the range of the products and services we sell and the variety of markets we serve, we encounter a wide variety of domestic and foreign competitors in all major markets. Competition for most of our products is primarily on the basis of price, product quality and our ability to meet delivery requirements. Competition may also be based on product innovation, breadth of product offering, and service levels. If we fail to develop, source or commercialize new or enhanced products and solutions, or if competitors are more successful in doing so, our market position and financial results could be adversely affected. Our failure to compete effectively and/or pricing pressures resulting from competition may adversely impact our businesses and financial results. Depending on a variety of factors, including raw material, energy, labor and capital costs, freight availability, government control of foreign currency exchange rates and government subsidies of foreign steel producers or competitors, our businesses may be materially adversely affected by competitive forces. Competition may also increase if suppliers to our customers begin to more directly compete with our businesses through new facilities, acquisitions or otherwise. As noted above, we can have conflicts with our customers or suppliers who, in some cases, supply the same products and services as we do. Increased competition could cause us to lose market share, increase expenditures, lower our margins or offer additional services at a higher cost to us, which could adversely impact our businesses and financial results.

Freight and Energy

Increasing freight and energy costs could increase our operating costs or the costs of our suppliers, which could have an adverse effect on our financial results. The availability and cost of freight and energy, such as electricity, natural gas and diesel fuel, are important in the manufacture and transport of our products. Our operations consume substantial amounts of energy, and our operating costs generally increase when energy costs rise. Factors that may affect our energy costs include significant increases in fuel, oil or natural gas prices, unavailability of electrical power or other energy sources due to droughts, hurricanes or other natural causes or due to shortages resulting from insufficient supplies to serve customers, or interruptions in energy supplies due to equipment failure, international conflict or other causes. During periods of increasing energy and freight costs, we may be unable to fully recover our operating cost increases through price increases without reducing demand for our products. Our financial results could be adversely affected if we are unable to pass all of the cost increases on to our customers or if we are unable to obtain the necessary freight and/or energy. Also, increasing energy costs could put a strain on the transportation of our materials and products if the increased costs force certain transporters to discontinue their operations.

We depend on third parties for freight services, and increases in the costs or the lack of availability of freight services can adversely affect our operations. We rely primarily on third parties for transportation of our products as well as delivery of our raw materials, primarily by truck and container ship. If, due to a lack of freight services, raw materials or products are not delivered to us in a timely manner, we may be unable to manufacture and deliver our products to meet customer demand. Likewise, if due to a lack of freight services, we cannot deliver our products in a timely manner, it could harm our reputation, negatively affect our customer relationships and have a material adverse effect on our results of operations. In addition, any increase in the cost of the transportation of raw materials or our products, as a result of increases in fuel or labor costs, higher demand for logistics services, international conflict or otherwise, may adversely affect our results of operations as we may not be able to pass such cost increases on to our customers.

Pandemics and Other Public Health Emergencies

Pandemics, epidemics and other public health emergencies in the future, could have a material adverse effect on our business financial position, results of operations and cash flows. Our operations expose us to risks associated with pandemics, epidemics and other public health emergencies. The impacts of public health emergencies may include, without limitation, potential significant volatility or continued decreases in the demand for our products, changes in customer and consumer behavior and preferences, disruptions in or additional closures of our manufacturing operations or those of our customers and suppliers, disruptions within our supply chain, limitations on our employees' ability to work and travel, potential financial difficulties of customers and suppliers, significant changes in economic or political conditions, and related volatility in the financial and commodity markets, including volatility in raw material and other input costs. Future disruption to the global economy, as well as to the end markets our business serves, could result in material adverse effects on our business, financial position, results of operations and cash flows.

Geopolitical Unrest

Ongoing and emerging geopolitical conflicts and armed hostilities in certain regions of the world present increasing levels of uncertainty and may adversely affect our business and results of operations. The length, impact, and outcome of such unrest, and the potential effects on our business, are highly volatile and difficult to predict. These events have caused, and could continue to cause, significant market and operational disruptions (particularly for our operations in Europe), including volatility in commodity prices and the supply of energy resources, instability in financial markets, supply chain interruptions, political and social unrest, trade disputes or barriers, changes in consumer or purchaser preferences, and increases in cyberattacks and espionage. Further, the broader consequences of geopolitical instability may also heighten many of the risks disclosed in our public filings, any of which could materially and adversely affect our business and results of operations. Such risks include, but are not limited to, adverse effects on global macroeconomic conditions; increased volatility in the price and demand of iron, steel, oil, natural gas, and other commodities; increased exposure to cyberattacks; disruptions in global supply chains; and exposure to foreign currency fluctuations and potential constraints or disruptions in the capital markets and our sources of liquidity. We do not conduct business, either directly or indirectly, in areas currently experiencing armed conflict and, as such, we believe our exposure is principally limited to the impact of such events on macroeconomic conditions, including volatility in commodity and energy prices and supply.

Information Systems

We are subject to information system security risks and systems integration issues that could disrupt our operations. We are dependent upon information technology and networks in connection with a variety of business activities including the distribution of information internally and to our customers and suppliers. This information technology is subject to potential damage or interruption from a variety of sources, including, without limitation, computer viruses, security breaches, and natural disasters. We could also be adversely affected by system or network disruptions if new or upgraded business management systems are defective, not installed properly or not properly integrated into operations. In addition, security breaches of our information systems could result in unauthorized disclosure or destruction of confidential or proprietary information, misappropriation of or damage to our assets, production downtime, and/or loss of the functionality of our systems. These risks may be exacerbated by a partially remote workforce. Various measures have been implemented to manage our risks related to information system and network disruptions and to prevent attempts to gain unauthorized access to our information systems. While we undertake mitigating activities to counter these risks, there can be no assurance that such activities will be sufficient to prevent cyberattacks or security breaches or mitigate all potential risks to our systems, networks and data, and a system or human failure could negatively impact our operations and financial results and cyberattacks could threaten the integrity of our trade secrets and sensitive intellectual property. The potential consequences of a material cybersecurity attack include reputational damage, investigations and/or adverse proceedings with regulators and enforcement agencies, litigation with third parties, disruption to our systems (including production capabilities), unauthorized release of confidential, personally identifiable or otherwise protected information, corruption of data, and increased cybersecurity protection and remediation costs, which in turn could adversely affect our competitiveness, results of operations and financial condition. Insurance coverage for cyberattacks may become unavailable, may not cover the types of losses we may incur, and may be inadequate in amount to cover liabilities resulting from a cyberattack.

We, along with third parties, may use data from our information systems and publicly available sources with AI technologies and tools. The use of AI may increase risks of data exposure, including unauthorized access, misuse, or unintentional disclosure of sensitive information. The evolving and broader use of AI tools and technologies may also impact the effectiveness of our cybersecurity, regulatory compliance and intellectual property protection programs.

Artificial Intelligence

Our business operations increasingly rely on AI technologies to enhance efficiency, improve decision-making, and provide innovative solutions; while AI offers significant benefits, it also presents several risks that could adversely affect our business, financial condition, and results of operations. AI systems are complex and require substantial resources for development, implementation, and maintenance. Any failure or malfunction in these systems could disrupt our operations, leading to delays, errors, or inefficiencies. Additionally, AI technologies may not perform as expected or may produce inaccurate or biased results, which could negatively impact our decision-making processes and customer satisfaction. AI systems often require large volumes of data to function effectively. The collection, storage, and processing of this data pose significant privacy and security risks. Unauthorized access, data breaches, or misuse of data could result in legal liabilities, regulatory penalties, and reputational damage. Ensuring compliance with data protection laws and safeguarding sensitive information is critical to mitigating these risks. The regulatory landscape for AI is evolving, and new laws or regulations could impose additional compliance requirements or restrictions on the use of AI technologies. Failure to adhere to these regulations could result in legal challenges, fines, or other penalties. Furthermore, the use of AI may raise ethical and legal concerns, particularly regarding transparency, accountability, and fairness, which could lead to increased scrutiny from regulators and stakeholders. We may rely on third-party providers for AI technologies and services. Any disruption, failure, or termination of these relationships could impact our ability to effectively utilize AI in our operations. Additionally, third-party providers may face their own operational, security, or regulatory challenges, which could indirectly affect our business. The field of AI is rapidly evolving, and staying abreast of technological advancements is essential to maintaining a competitive edge. Failure to adapt to new AI technologies or to invest in necessary upgrades could result in obsolescence or reduced effectiveness of our AI systems. This could adversely affect our market position and financial performance. While AI technologies offer substantial opportunities for innovation and growth, they also present significant risks that must be carefully managed. We are committed to investing in AI systems, complying with relevant regulations, and taking steps to provide appropriate privacy and security to mitigate these risks. However, there can be no assurance that we will be able to fully address these challenges, and any failure to do so could have a material adverse effect on our business, financial condition, and results of operations.

Business Disruptions

Disruptions to our business or the business of our customers or suppliers could adversely impact our operations and financial results. Business disruptions, including materials resulting from shortages of supply or transportation, severe weather events (such as hurricanes, tsunamis, earthquakes, tornados, floods and blizzards), casualty events (such as explosions, fires or material equipment breakdown), acts of terrorism, international conflicts (such as the war in Ukraine), labor disruptions, the idling of facilities due to reduced demand (resulting from a downturn in economic activity or otherwise), pandemics and other health crises, or other events (such as required maintenance shutdowns), could cause interruptions to our businesses as well as the operations of our customers and suppliers. While we maintain insurance coverage that may offset some losses relating to certain types of these events, losses from business disruptions could have an adverse effect on our operations and financial results and we could be adversely impacted to the extent any such losses are not covered by insurance or cause some other adverse impact to us.

Foreign Operations

Economic, political and other risks associated with foreign operations could adversely affect our financial results. Although the substantial majority of our business activity takes place in the U.S., we derive a portion of our revenues and earnings from operations in foreign countries, and we are subject to risks associated with doing business internationally. We have wholly-owned facilities in Portugal and Norway, and joint venture facilities in Austria and are active in exploring other foreign opportunities. The risks of doing business in foreign countries include, among other factors: the potential for adverse changes in the local political climate, in diplomatic relations between foreign countries and the U.S. or in government policies, laws or regulations; international conflicts; terrorist activity that may cause social disruption; logistical and communications challenges; costs of complying with a variety of laws and regulations; difficulty in staffing and managing geographically diverse operations; deterioration of foreign economic conditions; inflation and fluctuations in interest rates; foreign currency exchange rate fluctuations; foreign exchange restrictions; differing local business practices and cultural considerations; restrictions on imports and exports or sources of supply, including energy and raw materials; changes in duties, quotas, tariffs, taxes or other protectionist measures; and potential issues related to matters covered by the Foreign Corrupt Practices Act, regulations related to import/export controls, the Office of Foreign Assets Control sanctions program, anti-boycott provisions or similar laws. We believe that our business activities outside of the U.S. involve a higher degree of risk than our domestic activities, and any one or more of these factors could adversely affect our operating results and financial condition. In addition, global and regional economic conditions and the volatility of worldwide capital and credit markets have significantly impacted and may continue to significantly impact our foreign customers and markets. These factors may result in decreased demand in our foreign operations and have had significant negative impacts on our business. Refer to the “General Economic or Industry Downturns and Weakness” risk factors herein for additional information concerning the impact of the global economic conditions and the volatility of capital and credit markets on our business.

Joint Ventures and Investments

A change in the relationship between the members of any of our joint ventures may have an adverse effect on that joint venture and our financial results. We have been successful in the development and operation of various joint ventures. We believe an important element in the success of any joint venture is a solid relationship between the members of that joint venture. If there is a change in ownership, a change of control, a change in management or management philosophy, a change in business strategy or another event with respect to a member of a joint venture that adversely impacts the relationship between the joint venture members, it could adversely impact that joint venture and, therefore, adversely impact us. The other members in our joint ventures may also, as a result of financial or other reasons, be unable or unwilling to support actions that we believe are in the best interests of the respective joint venture. In addition, joint ventures necessarily involve special risks. Whether or not we hold a majority interest or maintain operational control in a joint venture, the other members in our joint ventures may have economic or business interests or goals that are inconsistent with our interests or goals. For example, because they are joint ventures, we do not have full control of every aspect of the joint venture’s business and/or certain significant decisions concerning the joint venture, which may require certain approvals from the other members in our joint ventures, and the other members in our joint ventures may take action contrary to our policies or objectives with respect to our investments, or may otherwise be unable or unwilling to support actions that we believe are in the best interests of the respective joint venture, each of which could have an adverse effect on that joint venture and our financial results. Where we do not hold a majority interest in a joint venture (i.e., each of the unconsolidated joint ventures in which we are a member), our ability to control the direction and operations of a joint venture is generally very limited and our investment in that joint venture is significantly dependent on the other member(s) of the joint venture. The failure of the other member(s) of the unconsolidated joint ventures to properly manage and operate the joint venture could have an adverse effect on that joint venture and our financial results.

Acquisitions and Equity Investments

We may be unable to successfully consummate, manage or integrate our acquisitions or other equity investments or our acquisitions and investments may not meet our expectations. A portion of our growth has occurred through acquisitions. We may from time to time continue to seek attractive opportunities to acquire businesses, enter into joint ventures and make other investments that are complementary to our existing strengths. There are no assurances, however, that any acquisition or investment opportunities will arise or, if they do, that they will be consummated, or that any additional financing needed for such opportunities will be available on satisfactory terms when required. In addition, acquisitions and investments involve risks that the businesses acquired or in which we invest will not perform in accordance with expectations, that business judgments concerning the value, strengths and weaknesses of businesses will prove incorrect, that we may assume unknown liabilities from the seller, that the businesses may not be integrated successfully and that the acquisitions and investments may strain our management resources or divert management's attention from other business concerns. International acquisitions and investments may present unique challenges and increase our exposure to the risks associated with foreign operations and countries. Also, failure to successfully integrate any of our acquisitions or investments may cause significant operating inefficiencies and could adversely affect our operations and financial condition. Even if the operations of an acquisition or investment are integrated successfully, we may fail to realize the anticipated benefits of the acquisition or investment, including the synergies, cost savings or growth opportunities that we expect. These benefits may not be achieved within the anticipated timeframe, or at all. Failing to realize the benefits could have a material adverse effect on our financial condition and results of operations.

Capital Expenditures and Capital Resources

Our business requires capital investment and maintenance expenditures, and our capital resources may not be adequate to provide for all of our cash requirements. For the five-year period ended May 31, 2026, our total capital expenditures, including acquisitions and investment activity, were approximately $727,035. Additionally, as of May 31, 2026, we were obligated to make aggregate operating and financing lease payments of $54,124 and $9,515, respectively, under lease agreements. Our businesses also require expenditures for maintenance of our facilities. We currently believe that we have adequate resources (including cash and cash equivalents, cash provided by operating activities, and availability under the Credit Facility) to meet our cash needs for normal operating costs, capital expenditures, debt repayments, dividend payments, future acquisitions and working capital for our existing businesses. However, given the potential for challenges, uncertainty and volatility in the domestic and global economies and financial markets, there can be no assurance that our capital resources will be adequate to provide for all of our cash requirements.

Claims and Insurance

Adverse claims experience, to the extent not covered by insurance, may have an adverse effect on our financial results. We self-insure most of our risks for product recall, cyber liability and pollution liability. We also self-insure a significant portion of our potential liability for workers' compensation, product liability, general liability, property liability, automobile liability and employee medical claims, and in order to reduce risk for these liabilities, we purchase insurance from highly-rated, licensed insurance carriers that cover most claims in excess of the applicable deductible or retained amounts. We also maintain reserves for the estimated cost to resolve certain open claims that have been made against us (which may include active product recall or replacement programs), as well as an estimate of the cost of claims that have been incurred but not reported. The occurrence of significant claims (including claims not covered by insurance or well in excess of insurance limits), our failure to adequately reserve for such claims, a significant cost increase to maintain our insurance or the failure of our insurance providers to perform could have an adverse impact on our financial condition and results of operations.

Accounting and Tax-Related Estimates

We are required to make accounting and tax-related estimates, assumptions and judgments in preparing our consolidated financial statements, and actual results may differ materially from the estimates, assumptions and judgments that we use. In preparing our consolidated financial statements in accordance with GAAP, we are required to make certain estimates and assumptions that affect the accounting for and recognition of assets, liabilities, revenues and expenses. These estimates and assumptions must be made because certain information that is used in the preparation of our consolidated financial statements is dependent on future events or cannot be calculated with a high degree of precision from data available to us. In some cases, these estimates and assumptions are particularly difficult to determine and we must exercise significant judgment. Some of the estimates, assumptions and judgments having the greatest amount of uncertainty, subjectivity and complexity are related to our accounting for bad debts, returns and allowances, inventory, self-insurance reserves, derivatives, stock-based compensation, deferred tax assets and liabilities and asset impairments. Our actual results may differ materially from the estimates, assumptions and judgments that we use, which could have a material adverse effect on our financial condition and results of operations.

Our internal controls could be negatively impacted if a portion of our workforce continues to work remotely, as new processes, procedures, and controls could be required due to the changes in our business environment, which could negatively impact our internal control over financial reporting.

Principal Shareholder

The principal shareholder of Worthington Enterprises may have the ability to exert significant influence in matters requiring a shareholder vote and could delay, deter or prevent a change in control of Worthington Enterprises. Pursuant to the charter documents of Worthington Enterprises, certain matters such as those in which a person would attempt to acquire or take control of Worthington Enterprises, must be approved by the vote of the holders of common shares representing at least 75% of Worthington Enterprises' outstanding voting power. Approximately 35% of the outstanding common shares are beneficially owned, directly or indirectly, by John P. McConnell, our former Executive Chairman. As a result of his beneficial ownership of these common shares, Mr. McConnell may have the ability to exert significant influence in these matters and other proposals upon which shareholders may vote.

Employees

The loss of, or inability to attract and retain, qualified personnel could adversely affect our business. Our ability to successfully operate, grow our business and implement our business strategies is largely dependent on the efforts, abilities and services of our employees. The loss of employees or our inability to attract, train and retain additional personnel could reduce the competitiveness of our business or otherwise impair our operations or prospects. Our future success will also depend, in part, on our ability to attract and retain qualified personnel, including engineers and other skilled technicians, who have experience in the application of our products and are knowledgeable about our business, markets and products.

The loss of senior management or other key employees, or effective succession planning strategies may have a material adverse impact on our business. We cannot ensure that we will be able to retain our existing senior management personnel or other key employees or attract additional qualified personnel when needed. The loss of any member of our management team and the failure to find qualified replacements and effectively transition any successors could adversely impact our business and operations. We have not entered into any formal employment contracts with or other stand-alone change in control agreements relative to our executive officers. However, we do have certain change in control provisions in our various compensation plans. We may modify our management structure from time to time or reduce our workforce, which may create marketing, operational and other business risks.

Credit Ratings

Ratings agencies may downgrade our credit ratings, which may make it more difficult for us to raise capital and could increase our financing costs. Any downgrade in our credit ratings may make raising capital more difficult, may increase the cost and affect the terms of future borrowings, may affect the terms under which we purchase goods and services and may limit our ability to take advantage of potential business opportunities. In addition, the interest rate on the Credit Facility is tied to our credit ratings, and any downgrade of our credit ratings would likely result in an increase in the cost of borrowings under the Credit Facility.

Difficult Financial Markets

If we are required to raise capital in the future, we could face higher borrowing costs, less available capital, more stringent terms and tighter covenants or, in extreme conditions, an inability to raise capital. Although we currently have cash reserves, as well as adequate borrowing availability under the Credit Facility and should be able to access other capital if needed, should the Credit Facility become unavailable due to covenant or other defaults, or should financial markets tighten so that we otherwise cannot raise capital outside the Credit Facility, or the terms under which we do so change, we may be negatively impacted. Any adverse change in our access to capital or the terms of our borrowings, including increased costs, could have a negative impact on our financial condition.

Information Regarding Future Performance

We may release information or guidance regarding our anticipated future performance and such information or guidance may prove to be inaccurate. Such information or guidance, which consists of forward-looking statements, is qualified by and subject to various assumptions and estimates, including the information included in our annual reports on Form 10-K and our quarterly reports on Form 10-Q. Such assumptions and estimates are inherently subject to a variety of uncertainties and contingencies, many of which are beyond our control and are based upon expectations with respect to future decisions, some of which will change. Guidance is necessarily speculative in nature, and it can be expected that some or all of the assumptions of the guidance furnished by us will not materialize or will vary significantly from actual results. Accordingly, our guidance is only an estimate of what management believes is realizable as of the date of release. Actual results will vary from the guidance. Any failure to successfully implement our operating strategy or the occurrence of any of the risks described in our annual reports on Form 10-K or our quarterly reports on Form 10-Q could cause actual operating results to differ from the guidance, and such differences may be adverse and material. Accordingly, investors are urged not to place undue reliance on guidance.

Environmental, Health and Safety

We may incur additional costs related to environmental and health and safety matters. Our operations and facilities are subject to a variety of federal, state, local and foreign laws and regulations relating to the protection of the environment and human health and safety. Compliance with these laws and regulations and any changes therein may sometimes involve substantial operating costs and capital expenditures, and any failure to maintain or achieve compliance with these laws and regulations or with the permits required for our operations could result in increased costs and capital expenditures and potentially fines and civil or criminal sanctions, third-party claims for property damage or personal injury, cleanup costs or temporary or permanent discontinuance of operations. Over time, we and predecessor operators of our facilities have generated, used, handled and disposed of hazardous and other regulated wastes. Environmental liabilities, including cleanup obligations, could exist at our facilities or at off-site locations where materials from our operations were disposed of or at facilities we have divested, which could result in future expenditures that cannot be currently quantified and which could reduce our profits and cash flow. We may be held strictly liable for any contamination of these sites, and the amount of any such liability could be material. Under the joint and several liability principle of certain environmental laws, we may be held liable for all remediation costs at a particular site, even with respect to contamination for which we are not responsible. In addition, changes in environmental and human health and safety laws, rules, regulations or enforcement policies could have a material adverse effect on our business, financial condition or results of operations.

Seasonality

Our operations have historically been subject to seasonal fluctuations that may impact our cash flows for a particular period. Our sales are generally strongest in the third and fourth quarters of our fiscal year for both the Building Products and Consumer Products operating segments. In Building Products, this seasonality is generally driven by weather conditions, customer business cycles, and the timing of renovation and new construction projects, while in Consumer Products, it is driven by our facilities performing at seasonal peaks, matching consumer demand. Our quarterly results may also be affected by the timing of large customer orders. Consequently, our cash flow from operations may fluctuate significantly from quarter to quarter. If, as a result of any such fluctuation, our quarterly cash flows were significantly reduced, we may be unable to service our indebtedness or maintain compliance with certain covenants under the documents governing our indebtedness. A default under any of the documents governing our indebtedness could prevent us from borrowing additional funds, limit our ability to pay interest or principal and allow our lenders to declare the amounts outstanding to be immediately due and payable and to exercise certain other remedies.

Risks Related to the Separation and Our Relationship with Worthington Steel

If the Distribution, together with certain related transactions, fails to qualify as a reorganization under Sections 355 and 368(a)(1)(D) of the Code, Worthington Enterprises and its shareholders could incur significant tax liabilities.

The Distribution was conditioned upon, among other things, our receipt of an opinion of Latham & Watkins LLP, tax counsel to Worthington, regarding the qualification of the Distribution, together with certain related transactions, as a reorganization under Sections 355 and 368(a)(1)(D) of the Code. The opinion of tax counsel was based on, among other things, certain factual assumptions, representations and undertakings from Worthington Enterprises and Worthington Steel, including those regarding the past and future conduct of the companies' respective businesses and other matters. If any of these factual assumptions, representations, or undertakings are incorrect or not satisfied, we may not be able to rely on the opinion, and Worthington Enterprises and its shareholders could be subject to significant U.S. federal income tax liabilities. In addition, the opinion of tax counsel will not be binding on the IRS or the courts, and, notwithstanding the opinion of tax counsel, the IRS could determine on audit that the Distribution does not so qualify or that the Distribution should be taxable for other reasons, including as a result of a significant change in stock or asset ownership after the Distribution.

If the Distribution is ultimately determined not to qualify as a reorganization under Sections 355 and 368(a)(1)(D) of the Code, the Distribution could be treated as a taxable disposition of common shares of Worthington Steel by Worthington Enterprises and as a taxable dividend or capital gain to the shareholders of Worthington Enterprises for U.S. federal income tax purposes. In such case, Worthington Enterprises and its shareholders that are subject to U.S. federal income tax could incur significant U.S. federal income tax liabilities.

General Risks

General Economic or Industry Downturns and Weakness

Demand in portions of our end markets is cyclical and weakness or downturns in the general economy or certain industries could have an adverse effect on our business. If the domestic or global economies, or certain industry sectors of those economies that are key to our sales, contract or deteriorate, it could result in a corresponding decrease in demand for our products and negatively impact our results of operations and financial conditions.

Volatility in the U.S. and worldwide capital and credit markets could impact our end markets and result in negative impacts on demand, increased credit and collection risks and other adverse effects on our businesses. The domestic and worldwide capital and credit markets have experienced periods of significant volatility, disruptions and dislocations with respect to price and credit availability. Geopolitical conflicts, high inflation and rising or volatile interest rates have contributed to disruption in world financial markets and increased volatility in U.S. capital markets, which presents risks to us, our customers and our suppliers, and there is no guarantee that the credit markets or liquidity will not become restricted in the future. Stricter lending standards may make it more difficult and costly for some firms to access the credit markets. When credit markets deteriorate or are disrupted, our ability to incur additional indebtedness to fund a portion of our working capital needs and other general corporate purposes, or to refinance maturing obligations as they become due, may be constrained, and this risk could be exacerbated by future deterioration in our credit ratings. Although we believe we have adequate access to several sources of contractually committed borrowings and other available credit facilities, these risks could restrict our ability to borrow money on acceptable terms in the credit markets and potentially affect our ability to draw on the Credit Facility. In addition, restricted access to the credit markets could make it difficult, or in some cases, impossible for our suppliers and customers to borrow money to fund their operations. Lack of, or limited access to, capital would adversely affect our suppliers' ability to produce the materials we need for our operations and our customers' ability to purchase our products or, in some cases, to pay for our products on a timely basis.

Legal, Regulatory, and Compliance

Certain proposed legislation and regulations may have an adverse impact on the economy in general and in our markets specifically, which may adversely affect our businesses. Our businesses may be negatively impacted by a variety of new or proposed legislation or regulations. For example, legislation and regulations proposing increases in taxation on, or heightened regulation of, greenhouse gas emissions may result in higher prices for steel, higher prices for utilities required to run our facilities, higher fuel costs for us and our suppliers and distributors, limitations on our ability to produce, use or sell certain products and other adverse impacts. To the extent that new legislation or regulations increase our costs, we may not be able to fully pass these costs on to our customers without a resulting decline in sales and adverse impact to our profits. Likewise, to the extent new legislation or regulations would have an adverse effect on the economy, our markets or the ability of domestic businesses to compete against foreign operations, we could also be adversely impacted.

Changes to global data privacy laws and cross-border transfer requirements could adversely affect our businesses and operations. Our businesses depend on the transfer of data between our affiliated entities, to and from our business partners, and with third-party service providers, which may be subject to global data privacy laws and cross-border transfer restrictions. For example, the European Union has implemented the GDPR, which contains numerous requirements that must be complied with in connection with how we handle personal data related to our European-based operations and individuals. A number of U.S. states have also introduced and passed legislation to expand data breach notification rules and to mirror some of the protections provided by GDPR. While we take steps to comply with these legal requirements, the volatility and changes to the applicability of those laws may impact our ability to effectively transfer data across borders in support of our business operations. Compliance with GDPR, or other regulatory standards, could also increase our cost of doing business and/or force us to change our business practices in a manner adverse to our businesses. In addition, violations of GDPR, or other data security and privacy regulations, may result in significant fines, penalties and damage to our brands and businesses which could, individually or in the aggregate, materially harm our businesses and reputation.

Significant changes to the U.S. federal government's trade policies, including new tariffs or the renegotiation or termination of existing trade agreements and/or treaties, may adversely affect our financial performance. In recent years, the U.S. federal government has altered U.S. international trade policy and has indicated its intention to renegotiate or terminate certain existing trade agreements and treaties with foreign governments. The U.S. federal government's decision to implement new trade agreements, and/or withdraw or materially modify other existing trade agreements or treaties may adversely impact our business, customers and/or suppliers by disrupting trade and commercial transactions and/or adversely affect the U.S. economy or specific portions thereof.

Additionally, the U.S. federal government has imposed tariffs on certain foreign goods, including on certain steel products imported into the U.S. Although such steel tariffs may benefit portions of our business, these tariffs, as well as country-specific or product-specific exemptions, may also lead to steel price fluctuations and retaliatory actions from foreign governments and/or modifications to the purchasing patterns of our customers that could adversely affect our business. Restrictions on trade with foreign countries, imposition of customs duties or further modifications to U.S. international trade policy have the potential to disrupt our supply chain or the supply chains of our customers and to adversely impact demand for our products, our costs, customers, suppliers and/or the U.S. economy or certain sectors thereof, potentially leading to negative effects on our business and financial condition.

Tax increases or changes in tax laws or regulations could adversely affect our financial results. We are subject to tax and related obligations in the jurisdictions in which we operate or do business, including state, local, federal and non-U.S. taxes. The taxing rules of the various jurisdictions in which we operate or do business often are complex and subject to varying interpretations. Tax authorities may challenge tax positions that we take or historically have taken and may assess taxes where we have not made tax filings or may audit the tax filings we have made and assess additional taxes. Some of these assessments may be substantial, and also may involve the imposition of penalties and interest.

In addition, governments could change their existing tax laws, impose new taxes on us or increase the rates at which we are taxed in the future. The payment of substantial additional taxes, penalties or interest resulting from tax assessments, or the imposition of any new taxes, could materially and adversely impact our results of operations and financial condition.

We may be subject to legal proceedings or investigations, the resolution of which could negatively affect our results of operations and liquidity. Our results of operations or liquidity could be affected by an adverse ruling in any legal proceedings or investigations which may be pending against us or filed against us in the future. We are also subject to a variety of legal and compliance risks, including, without limitation, potential claims relating to product liability, product recall, privacy and information security, health and safety, labor and employment, environmental matters, intellectual property rights, taxes and compliance with U.S. and foreign export laws, anti-bribery laws, competition laws and sales and trading practices. While we believe that we have adopted appropriate risk management and compliance programs to address and reduce these risks, the global and diverse nature of our operations means that these risks will continue to exist and additional legal proceedings and contingencies may arise from time to time. The insurance we maintain may not be adequate, available to protect us in the event of a claim, or its coverage may be limited, canceled or otherwise terminated, or the amount of our insurance may be less than the related impact on our enterprise value after a loss. As appropriate, we establish reserves based on our assessment of contingencies, including contingencies for claims asserted against us in connection with certain legal proceedings. Adverse developments in legal proceedings may affect our assessment and estimates of the loss contingency recorded as a reserve and require us to make payments in excess of our reserves, which could negatively affect our operations, financial results and cash flows. An adverse ruling or settlement or an unfavorable change in laws, rules or regulations could have a material adverse effect on our financial condition, results of operations or liquidity.

Impairment Charges

Weakness or instability in the general economy, our markets or our results of operations could result in future asset impairments, which would reduce our reported earnings and net worth. Economic conditions remain fragile in some markets and the possibility remains that the domestic or global economies, or certain industry sectors that are key to our sales, may deteriorate. If certain of our operating segments are adversely affected by challenging economic and financial conditions, we may be required to record future impairments, which would negatively impact our results of operations.

Item 1B. — Unresolved Staff Comments

None.

Item 1C. — Cybersecurity

Risk Management and Strategy

We actively maintain an enterprise risk management program that includes information technology and cybersecurity risk management. Management's role is to identify, mitigate, guide and review the efforts of our business units, consider whether the residual risks are acceptable, and approve plans to address potentially material risks. Cybersecurity is a key risk management category within our enterprise risk management program.

We maintain processes designed to assess, identify and manage material risks from cybersecurity threats to our information, information systems, manufacturing operations and business processes. Our cybersecurity program is designed to safeguard against an evolving threat landscape through effective identification, prevention, detection, response and recovery processes. Our cybersecurity risk management processes include frequent assessment of our top cybersecurity risks and mitigations. We have a comprehensive cybersecurity program which includes risk management designed to protect the confidentiality, integrity and availability of our information systems and maintain compliance.

Our cybersecurity and risk management program encompasses several key areas consisting of threat and vulnerability management that help to identify, prioritize and reduce cybersecurity gaps or weaknesses. We regularly educate and share best practices with our employees to raise awareness of cybersecurity threats creating a culture where everyone shares responsibility to help protect our sensitive data and information. All employees are regularly provided cybersecurity training and involved in phishing prevention campaigns to raise awareness. Our identity and access management program involves access controls for least privileged access and additional authentication methods.

We use cybersecurity technologies and internal and third-party security operations capabilities to monitor for, detect and respond to potential unauthorized activity. These capabilities include, among other things, firewalls, intrusion detection systems, endpoint protection, continuous monitoring and other security tools. Our threat and vulnerability management processes may include vulnerability scanning, penetration testing, patch management, risk-based remediation tracking and periodic testing by independent third parties. Given the nature of our manufacturing operations, our cybersecurity risk management processes also consider risks to operational technology, manufacturing systems, business continuity, production availability and supply chain operations.

Our incident response process includes procedures for escalating cybersecurity events to appropriate members of management, including information technology, cybersecurity, legal, finance, internal audit, risk management and other business leaders, as appropriate. Depending on the nature and significance of an event, the process also provides for escalation to executive management, the Audit Committee and the Board, and for consideration of disclosure, regulatory, law enforcement, customer, supplier or other external notification obligations. Incident response exercises are performed using our response and ransomware playbooks to support our readiness to respond to cybersecurity events.

We have a risk management program for critical third-party vendors and service providers that is designed to identify and assess cybersecurity risks from external sources. This program may include review of vendors, suppliers, cloud-based platforms, SaaS providers and other service providers that access, process or store company data or support critical business processes. These processes may include security questionnaires, contractual security requirements, review of System and Organization Controls reports or other independent assurance reports, access reviews and ongoing monitoring based on the nature and risk profile of the relationship.
We maintain an AI governance process designed to evaluate proposed AI use cases, including potential cybersecurity, privacy, data protection, intellectual property, legal and compliance risks. This process includes review of certain AI technologies before deployment and consideration of safeguards related to sensitive Company information and third-party AI tools.

Our cybersecurity program's effectiveness is based on recognized best practices, standards, and frameworks for cybersecurity and information technology, including periodic evaluation against established quantifiable goals and other external benchmarks, including the Center for Internet Security, the National Institute of Standards and Technology and several other security frameworks. The evaluation is conducted through periodic internal and external risk assessments and compliance audits. We regularly engage third parties in order to help conduct evaluations and assessments and to advise us on the effectiveness of our cybersecurity program.

Governance

The Audit Committee has primary responsibility for oversight of cybersecurity matters. The Audit Committee receives quarterly updates on compliance and cybersecurity from the CIO and CISO. These updates cover a range of topics, including the performance of our cybersecurity program against established goals and external standards, insights into the evolving cybersecurity landscape, current events and recent cybersecurity threats, and enhancements to our cybersecurity program.

The CIO has extensive leadership experience spanning 25 years in the areas of information technology, project management, and business applications, including within manufacturing environments. The CISO is responsible for overseeing our cybersecurity risk management program, in coordination with the CIO and our other business leaders, including in the legal, internal audit, finance and risk management departments. The CISO has extensive cybersecurity knowledge and skills gained from over 25 years of technical and business experience in the cybersecurity and information security fields. The CISO reports directly to the CIO who in turn reports directly to the CEO. The CISO receives reports from a variety of sources on cybersecurity threats on an ongoing basis and, regularly reviews risks to identify and mitigate data protection and cybersecurity risks. The CISO and CIO also work closely with our legal department to oversee compliance with applicable legal, regulatory and contractual security requirements.

Management's cybersecurity governance includes cross-functional participation from cybersecurity, information technology, legal, finance, internal audit, risk management and business leadership. This cross-functional process supports assessment of cybersecurity risks, prioritization of remediation activities, review of significant incidents and consideration of potential disclosure implications. During fiscal 2026, the risks from cybersecurity threats, including as a result of any previous cybersecurity incidents, have not materially affected, and are not reasonably likely to materially affect us or our strategy, results of operations or financial condition. However, despite our efforts, we cannot eliminate all risks from cybersecurity threats, or provide assurances that we have not experienced an undetected cybersecurity incident. It is possible that we may not implement appropriate controls if we do not detect a particular risk. In addition, security controls, no matter how well designed or implemented, may only mitigate and not fully eliminate the risks. Even when a risk is detected, disruptive events may not always be immediately and thoroughly interpreted and acted upon.

Item 2. — Properties

Our principal corporate offices are located in an owned building in Columbus, Ohio, which also houses the principal corporate offices of our operating segments. We also own three facilities in Columbus, Ohio used for administrative and medical purposes. At May 31, 2026, including our consolidated and unconsolidated joint ventures, we owned or leased more than 4,000,000 square feet of space for operations, most of which is dedicated to manufacturing facilities. More details on these facilities are contained in the table below. We believe these facilities are well maintained and in good operating condition and are sufficient to meet our current needs. All of the locations we operate facilitate manufacturing and/or distribution activities.

Operating Segments

Operating Segment	Location	Number of facilities	Leased	Owned
Building Products	Indiana (2), Kentucky, Maryland, Minnesota, New Jersey, Norway, Ohio (3), Portugal, Rhode Island	12	5	7
Consumer Products	Kansas (2), New Jersey, Wisconsin	4	2	2
	Total	**16**	**7**	**9**

Consolidated Joint Venture

Joint Venture	Location	Number of facilities	Leased	Owned
Halo	Kentucky	1	1	-
	Total	**1**	**1**	**-**

Unconsolidated Joint Ventures

Joint Venture	Location	Number of facilities	Leased	Owned
ClarkDietrich	California (2), Canada, Connecticut, Florida (2), Georgia, Illinois, Maryland, Missouri, Ohio (2), Oklahoma, Texas (2)	15	13	2
SES	Austria	1	-	1
WAVE	California (2), Georgia, Maryland (2), Michigan, Nevada	7	5	2
Workhorse	Minnesota, South Dakota, Tennessee	3	3	-
	Total	**26**	**21**	**5**

Item 3. — Legal Proceedings

We are involved in various judicial and administrative proceedings, as both plaintiff and defendant, arising in the ordinary course of business. We do not believe that any such proceedings, individually and in the aggregate, will have a material adverse effect on our business, financial position, results of operation or cash flows.

Item 4. — Mine Safety Disclosures

Not applicable.

Supplemental Item — Information about the Executive Officers of Worthington Enterprises

The following table lists the names, ages, positions and term of present office of the individuals serving as executive officers of Worthington Enterprises as of July 30, 2026.

Name	Age	Position(s) with the Registrant	Present Office Held Since
Joseph B. Hayek	54	President & Chief Executive Officer	2024
Colin J. Souza	38	Vice President & Chief Financial Officer	2024
James R. Bowes	43	President – Building Products	2023
Kevin J. Chan	44	Vice President – Corporate Controller	2023
Patrick J. Kennedy	45	Vice President – General Counsel and Secretary	2021
Steven M. Caravati	44	President – Consumer Products	2021

Joseph B. Hayek has served as President & CEO of Worthington Enterprises since November 1, 2024. Mr. Hayek served as Executive Vice President and Chief Financial and Operations Officer of Worthington Enterprises from December 2023 to November 2024 and Vice President and Chief Financial Officer from November 2018 to November 2023. Mr. Hayek served as Vice President and General Manager of our oil and gas equipment business unit from March 2017 to November 2018. From April 2014 to March 2017, Mr. Hayek served as Worthington Enterprises' Vice President – Mergers & Acquisitions and Corporate Development. Prior to joining us, Mr. Hayek served as President of Sarcom, Inc. (n/k/a PCM Sales, Inc.), a value-added IT solutions provider and the largest division of PCM, Inc.

Colin J. Souza has served as Vice President & Chief Financial Officer of Worthington Enterprises since November 1, 2024. From December 2023 to November 2024, Mr. Souza served as Vice President – Finance. Prior to that, he held roles as Manager and then Director of Mergers & Acquisitions and Corporate Development from July 2019 to November 2023. Mr. Souza joined us in 2011 and served in various finance and other capacities until July 2019.

James R. Bowes has served as President of Worthington Enterprises' Building Products operating segment since December 2023. Mr. Bowes served as Vice President and General Manager of Worthington Enterprises' Building Products operating segment from November 2022 to December 2023. Mr. Bowes served as General Manager of Worthington Cylinder Corporation's low pressure business unit from October 2019 to November 2022. Mr. Bowes joined us in 2009 and served in numerous finance and other capacities from 2009 to 2019. Prior to joining us, Mr. Bowes spent three years in public accounting with Ernst & Young.

Kevin J. Chan has served as Vice President – Corporate Controller and the principal accounting officer of Worthington Enterprises since December 2023. Mr. Chan served as Director of Financial Reporting of Worthington Enterprises from November 2017 to November 2023 and Manager of Financial Reporting from November 2010 to November 2017. Prior to joining us in 2010, Mr. Chan served as Manager, External Reporting & Technical Accounting at Cardinal Health, Inc., a healthcare services and products company, for two years after spending the first three years of his career in the audit practice of KPMG LLP.

Patrick J. Kennedy has served as Worthington Enterprises' Vice President – General Counsel and Secretary since January 2021. Mr. Kennedy served as Corporate Counsel of Worthington Enterprises from June 2018 to December 2020, and was a participant in the Worthington Industries Rotational Experience and Development (WIRED) program from June 2016 to May 2018. Prior to joining us, Mr. Kennedy was a partner with the law firm Ice Miller LLP, where he was a member of the firm's business law group.

Steven M. Caravati has served as President of Worthington Enterprises' Consumer Products operating segment since June 2021. Mr. Caravati served as General Manager of Worthington Cylinder Corporation's consumer products business unit from June 2019 to May 2021 and Director of Sales for the consumer products business unit from July 2014 to May 2019. Mr. Caravati joined us in 2005 and served in numerous sales capacities from 2005 to 2014.

Executive officers serve at the pleasure of the Board. There are no family relationships among any of Worthington Enterprises' executive officers or directors. No arrangements or understandings exist pursuant to which any individual has been, or is to be, selected as an executive officer of Worthington Enterprises.

PART II

Item 5. — Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Common Shares Information

The common shares trade on the NYSE under the symbol WOR. As of July 23, 2026, Worthington Enterprises had 5,449 registered shareholders.

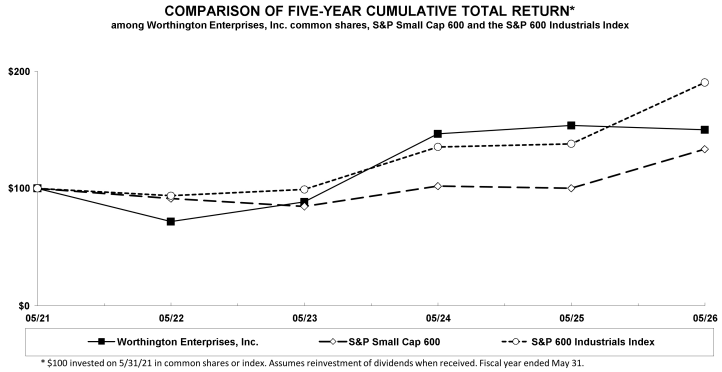
The Board reviews the declaration and payment of a dividend on a quarterly basis and establishes the dividend rate based upon Worthington Enterprises' financial condition, results of operations, capital requirements, current and projected cash flows, business prospects and other factors which the directors may deem relevant. While Worthington Enterprises has paid a dividend every quarter since becoming a public company in 1968, there is no guarantee this will continue in the future. We currently have no material contractual or regulatory restrictions on the payment of dividends.

For additional information on the Worthington Enterprises dividend policy, see "Part II – Item 7. – Management's Discussion and Analysis of Financial Condition and Results of Operations – Dividend Policy."

Shareholder Return Performance

The following information in this Item 5 of this Form 10-K is not deemed to be "soliciting material" or to be "filed" with the SEC or subject to Regulation 14A or Regulation 14C under the Exchange Act, or to the liabilities of Section 18 of the Exchange Act, and will not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent we specifically incorporate such information into such a filing.

The following stock performance graph and table compare the cumulative total stockholder return on the common shares with the cumulative total return of the S&P SmallCap 600 Index, the S&P SmallCap 600 Industrials Index, and our peer group for each of the last five fiscal years ended May 31, 2026, assuming an investment of $100 at the beginning of such period and the reinvestment of any dividends. The comparisons in the graph and table below are based upon historical data and are not indicative of, nor intended to forecast, the future performance of the common shares.



	5/21	5/22	5/23	5/24	5/25	5/26
Worthington Enterprises, Inc.	$ 100.00	$ 71.69	$ 88.39	$ 146.47	$ 153.64	$ 150.01
S&P SmallCap 600	$ 100.00	$ 91.27	$ 84.65	$ 101.86	$ 100.08	$ 133.43
S&P 600 Industrials Index	$ 100.00	$ 93.76	$ 99.06	$ 135.38	$ 138.02	$ 190.30

Data and graph provided by Zacks Investment Research, Inc. Copyright© 2026, Standard & Poor's, a division of The McGraw-Hill Companies, Inc. All rights reserved. Used with permission.

Unregistered Sales of Equity Securities

There were no equity securities of Worthington Enterprises sold by Worthington Enterprises during fiscal 2026 that were not registered under the Securities Act.

Issuer Purchases of Equity Securities

Common shares withheld to cover tax withholding obligations in connection with the vesting of restricted common shares are treated as common share repurchases. However, those withheld common shares are not considered common share repurchases under an authorized common share repurchase plan or program. The total number of common shares purchased, as indicated in the table below, include (1) common shares withheld from our employees to satisfy minimum statutory tax withholding obligations arising from the vesting of restricted common shares and (2) common shares repurchased as part of publicly announced plans or programs.

Period	Total Number of Common Shares Purchased	Average Price Paid per Common Share	Total Number of Common Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Common Shares that May Yet Be Purchased Under the Plans or Programs [1]
March 1-31, 2026	172,943	$ 52.13	170,000	4,745,000
April 1-30, 2026	183,762	52.21	180,000	4,565,000
May 1-31, 2026	-	-	-	4,565,000
Total	356,705	$ 52.17	350,000	

(1) The number shown represents, as of the end of each period, the maximum number of common shares that could be purchased under the publicly announced repurchase authorizations then in effect. On March 24, 2021, the Board authorized the repurchase of up to 10,000,000 common shares. At May 31, 2026, a total of 4,565,000 common shares remain available for repurchase under the authorization, which is not subject to a fixed expiration date. The common shares available for repurchase under the authorization may be purchased from time to time, with consideration given to the market price of the common shares, the nature of other investment opportunities, cash flows from operations, general economic conditions and other relevant considerations. Repurchases may be made on the open market or through privately negotiated transactions.

Item 6. — Reserved

Item 7. — Management's Discussion and Analysis of Financial Condition and Results of Operations

This MD&A contains forward-looking statements within the meaning of the PSLRA. Such forward-looking statements are based, in whole or in part, on management's beliefs, estimates, assumptions and currently available information. For a more detailed discussion of what constitutes a forward-looking statement and of some of the factors that could cause actual results to differ materially from such forward-looking statements, please refer to the "Cautionary Note Regarding Forward-Looking Statements" at the beginning of this Form 10-K and "Part I - Item 1A. - Risk Factors" of this Form 10-K.

This MD&A should be read in conjunction with our consolidated financial statements and the related Notes in this Form 10-K. It is intended to provide insight into the financial condition and results of operations to allow investors to view our business from the perspective of management.

Business Overview

We are a market-leading designer and manufacturer of innovative products and services, including manufactured metal products, organized around attractive end markets under two separate and distinct operating segments: ***Building Products*** and ***Consumer Products***. Our primary goal is to create value for our shareholders. Built on the successful foundation of the Worthington Business System, we apply a disciplined approach to capital deployment and seek to grow earnings by optimizing our operations and supply chain, developing and commercializing innovative products and applications, and pursuing strategic investments and acquisitions.

Our ***Building Products*** business is a market-leading provider of critical components in essential categories, including: (i) pressurized containment solutions for heating, cooking, cooling and water applications; (ii) HVAC systems; (iii) metal roofing clips; and (iv), through our unconsolidated joint ventures, WAVE and ClarkDietrich, ceiling suspension systems and light gauge metal framing products. Our pressurized containment solutions include refrigerant and LPG cylinders, well water and expansion tanks, and other specialty products which are generally sold to gas producers and distributors.

Our ***Consumer Products*** business has a diverse product offering in the tools, outdoor living and celebrations categories, including propane-filled cylinders for torches and related accessories, handheld torches, specialized hand tools and instruments, drywall tools, propane-filled camping cylinders, helium-filled balloon kits, and accessories and gas griddles and pizza ovens sold primarily to mass merchandisers, retailers and distributors.

Activity outside of our two reportable segments is presented within "Other" and "Unallocated Corporate" as described further below.

Other includes our share of the equity earnings of two of our unconsolidated joint ventures, SES and Workhorse, and the related investments in these businesses.

Unallocated Corporate includes certain assets and liabilities (e.g., cash and cash equivalents and public debt) held at the corporate level as well as general corporate expenses that are not directly attributable to our business operations and are administrative in nature, such as public company and other governance-related costs that benefit the organization as a whole, have not been allocated to our operating segments and are held at the corporate level, including direct and incremental costs incurred in connection with the Separation but not attributed to discontinued operations in fiscal 2024.

Separation of the Steel Processing Business

On December 1, 2023, we completed the Separation of our former steel processing business into a separate public company in a transaction intended to qualify as tax free to our shareholders, which was accomplished via the Distribution. Worthington Steel is an independent public company trading on the NYSE under the symbol "WS". Following the Separation, Worthington Industries, Inc. changed its name to Worthington Enterprises, Inc. and its common shares continue trading on the NYSE under the ticker symbol "WOR." In connection with the Separation, we received a one-time cash dividend of $150.0 million from Worthington Steel, the proceeds of which were used to pay off in full the 2024 Notes. The dividend was funded by cash drawn on the Worthington Steel Credit Facility of $175.0 million immediately prior to the Distribution.

Acquisitions and Divestitures

Fiscal 2026

On January 16, 2026, we acquired LSI, one of the largest U.S. manufacturers of standing-seam metal roof clips and retrofit components in the commercial roof market. The purchase price was $206.6 million, net of cash acquired, including an estimated tax equalization payment of approximately $3.0 million, subject to customary post-closing adjustments. Refer to "Note P – Acquisitions" for additional information.

On December 3, 2025, we acquired Hydrostat's propane distribution and refurbishment assets. The purchase price was approximately $9.3 million, net of cash acquired, subject to customary post-closing adjustments. Refer to "Note P – Acquisitions" for additional information.

On October 16, 2025, we divested our 49% interest in the composite business of our SES joint venture. In exchange for our divested interest in the composite business, we received common shares of both Hexagon Composites and Hexagon Purus. The transaction aligns the core remaining capabilities of the SES joint venture – primarily Type 1 low-pressure, steel cylinder and storage infrastructure applications – with our long-term strategic priorities. Refer to "Note C – Investments in Unconsolidated Affiliates" and "Note R – Fair Value Measurements" for additional information.

On June 18, 2025, we acquired Elgen, a leading provider of HVAC parts and components. The purchase price was approximately $90.7 million, net of cash acquired. Elgen began operating as part of Building Products in the first quarter of fiscal 2026. Refer to "Note P – Acquisitions" for additional information.

Fiscal 2025

On June 3, 2024, we completed the acquisition of Ragasco, a leading global manufacturer of composite propane cylinders based in Norway. The purchase price consisted of cash consideration of $108.6 million, including the acquisition date fair value of contingent consideration that was settled in March 2025 for approximately $11.5 million, resulting in incremental expense in restructuring and other expense, net in our consolidated statement of earnings of $4.5 million. See "Note P – Acquisitions" for additional information.

Factors Affecting Revenues

Demand Trends

General Economic Conditions

The U.S. macroeconomic environment during fiscal 2026 was characterized by uneven growth and a resurgence of inflationary pressure that complicated the Federal Reserve's policy path and dampened consumer and business sentiment. GDP expanded at an annualized rate of 1.6% in the first quarter of calendar 2026, meaningfully below the prior-year pace, as gains in government spending and business investment were partially offset by decelerating consumer spending. Inflation reaccelerated through the second half of fiscal 2026, with the CPI rising 4.2% year over year in May 2026, its highest level since April 2023, driven largely by an energy price surge tied to the outbreak of geopolitical conflict in the Middle East in late February 2026. The Federal Reserve, which had reduced the federal funds target range from 4.25% – 4.50% to 3.50% – 3.75% through a series of rate cuts in the second quarter of fiscal 2026, held rates unchanged through fiscal year end as policymakers weighed the resurgence of inflation against continued labor market stability.

We believe these dynamics, including persistent inflationary pressure, an extended pause in monetary easing, and elevated mortgage rates near 6.5%, continued to weigh on consumer and business sentiment throughout fiscal 2026 and may impact new activity across our key end markets entering fiscal 2027. In Building Products, elevated financing costs constrained new construction demand, while geopolitical uncertainty and energy price volatility introduced additional headwinds for contractor and distributor confidence. Within our Consumer Products segment, inflation-driven cost consciousness and elevated interest rates influenced discretionary purchases and contributed to cautious buying patterns. We expect demand within both operating segments to remain uneven in the near term.

Inventory Management

Demand for our products is influenced by the inventory management strategies of our retail and distribution partners. Periods of customer destocking, when our customers reduce their own inventories, can lead to lower order volumes, even when consumer sell-through remains steady. Conversely, customers' restocking can temporarily elevate shipments above underlying end-user demand. As a result, shifts in customers' inventory levels can meaningfully impact our reported revenue and margin performance, particularly in Consumer Products, where a large volume of products flow through big box retailers.

During fiscal 2026, inventory levels at most key retailer and distributor customers within Consumer Products remained aligned with end-consumer demand, and replenishment activity generally mirrored point-of-sale trends, with no material build-up in our distribution or retail channels. However, Building Products benefited from a load-in effect that began toward the end of fiscal 2025 and continued through the first nine months of fiscal 2026, driven by federal regulations requiring the use of A2L refrigerants in newly manufactured residential and commercial HVAC systems. As contractors, distributors, and dealers positioned inventory to adjust to the regulatory transition, order volumes were temporarily elevated above underlying demand. While this dynamic provided a near-term tailwind throughout most of fiscal 2026, it began to normalize in the fourth quarter, as channel inventories reached desired levels and the transition matured. As new and replacement HVAC systems utilizing A2L refrigerants continue to enter service, we expect the installed base to grow, supporting meaningful long-term opportunities for our business.

End Market Trends

We offer a wide range of products and services to a diverse, primarily domestic, customer base across several end markets, including U.S. residential and non-residential construction, repair/remodel, which collectively drive demand for the Building Products segment. These end markets also drive demand for many of our consumer products sold in the tools and outdoor living categories. Demand for our remaining consumer products, including helium-filled balloon kits sold into the celebrations category, is generally driven by the general health of the consumer, including the macroeconomic and geopolitical conditions discussed above.

We actively monitor publicly available economic data and leading indicators across our key end markets. The table and discussion that follow summarize select indicators that we monitor on a regular basis and that we believe are most relevant to our near-term outlook.

Key Indicator	Description
U.S. Residential Construction Spend	Represents total expenditures on residential construction projects, including new builds, renovations, and improvements.
U.S. Non-residential Construction Spend	Measures total spending on commercial, institutional, and industrial construction projects across the country.
Existing Home Sales	Reports the number of previously owned homes sold in a given period, reflecting demand in the housing market.
Authorized Housing Permits	Indicates the number of building permits issued for new housing construction, serving as a leading indicator for future housing starts.
U.S. Private Housing Starts	Measures the number of new residential construction projects that have begun, signaling housing market activity.
HMI	Measures homebuilder sentiment on current and future single-family home sales and buyer traffic.
ABI	A leading economic indicator for non-residential construction, based on monthly billings reported by architecture firms.
DMI	Tracks the value of non-residential building projects in planning stages, serving as a leading indicator for future construction activity.
LIRA	Projects short-term trends in U.S. home improvement and repair spending, serving as a forward-looking gauge of residential remodeling activity.

Conditions across our key end markets remained soft and uneven throughout fiscal 2026, with improvement in some forward-looking indicators offset by continuing weakness in current activity. In residential construction, U.S. private housing starts fell 8.7% year over year in May 2026, reaching an annualized rate of 1.2 million, the lowest monthly pace since May 2020. Authorized housing permits registered 886,000 units on a seasonally adjusted annualized basis in May 2026, below prior-year levels and consistent with the cautious builder posture reflected across the market. The HMI finished the fiscal year at 37 in May 2026, marking 25 consecutive months below the 50-point threshold that signals favorable conditions, as elevated mortgage rates near 6.5% and geopolitical uncertainty continued to suppress buyer demand. In non-residential construction, the ABI registered 44.5 in May 2026, remaining below the 50-point expansion threshold for the 41st consecutive month; billings have not crossed into growth territory since January 2023. The DMI rose 5.9% in May to 275.7, and stood 33.8% above the May 2025 level, driven primarily by data center and healthcare planning activity. While the DMI's sustained elevation signals stronger construction activity in future periods, the gap between planning momentum and current billings reflects a non-residential market still working through a prolonged contraction cycle. Within repair and remodel, the LIRA projected approximately 2.1% year-over-year growth through the first quarter of calendar 2026, decelerating to 1.6% by the fourth quarter and only 0.5% by the first quarter of calendar 2027, reflecting slowing remodeling permit activity and persistently weak housing turnover. We believe near-term demand across our construction-facing end markets will remain constrained by the elevated rate environment, while the strengthening non-residential planning pipeline and recurring purchase patterns are expected to provide support to overall volumes as we enter fiscal 2027.

Factors Affecting Operating Costs

Raw Materials

Our largest raw material expenditures include cold-rolled and hot-rolled steel, propane, propylene, and aluminum. Fluctuations in the prices of these inputs have a direct impact on our cost of goods sold and financial performance.

Steel: Steel is our most significant direct material cost across both Building Products and Consumer Products. During fiscal 2026, hot-rolled steel prices averaged $919 per ton for the fiscal year, compared to approximately $755 per ton in fiscal 2025. Prices entered fiscal 2026 in the mid-$800s per ton and softened through the first half, reaching a low of approximately $808 per ton in September 2025, as demand conditions were relatively subdued. The market shifted meaningfully in the second half of fiscal 2026. Beginning in December 2025, prices rose each successive month, closing May 2026 at approximately $1,081 per ton. Cold-rolled steel prices followed a similar pattern, averaging approximately $1,093 per ton in fiscal 2026, compared to approximately $999 per ton in fiscal 2025, declining through the first half before rising through the balance of the fiscal year consistent with the trend in hot-rolled steel. The expansion of Section 232 tariffs on imported steel from 25% to 50%, effective June 4, 2025, contributed to domestic price appreciation, particularly as the tariff impact worked through the supply chain during the second half of the fiscal year.

Aluminum: Aluminum prices increased substantially in fiscal 2026, reflecting a combination of tightening global supply conditions and the expansion of Section 232 tariffs on aluminum imports, which increased from 25% to 50% effective June 4, 2025. Prices were relatively stable through the first half of fiscal 2026 before accelerating sharply in the second half as the tariff impact worked through the supply chain and global supply constraints intensified. By the end of fiscal 2026, prices had reached levels meaningfully higher than where the year began. These increases affected input costs across aluminum-intensive components, including fuel cylinder valves and other assemblies. Where possible, we mitigated the impact of rising aluminum costs through forward purchasing arrangements and supplier negotiations, though the overall commodity environment remained a headwind throughout the year.

Propane, propylene, and other gases: Propane represented a meaningful offset to higher metal costs during fiscal 2026. Prices softened through most of the fiscal year, reflecting ample domestic supply conditions, before partially recovering in the fourth quarter. Despite the recovery, propane ended the year meaningfully below prior year levels, providing a favorable tailwind to input costs in both Building Products and Consumer Products. Propylene prices also declined during fiscal 2026, driven by abundant Gulf Coast supply and softer downstream demand conditions in North America. A portion of our propane and propylene requirements are secured under fixed-price supply agreements, which limited our exposure to spot price fluctuations during the year. Costs for certain other industrial gases were lower compared to the prior year, providing a margin benefit in select product lines within Consumer Products.

We continue to actively monitor commodity markets and maintain a diversified sourcing strategy to ensure continuity of supply and cost discipline. Our approach to material procurement supports margin stability and helps mitigate the impact of input price volatility on our results.

Seasonality

Historically, net sales in both Building Products and Consumer Products tend to be stronger in our fiscal third and fourth quarters. In Building Products, this seasonality is generally driven by weather conditions, customer business cycles, and the timing of renovation and new construction projects, while in Consumer Products, it is driven by our facilities performing at seasonal peaks, matching consumer demand.

Results of Operations

Fiscal 2026 Compared to Fiscal 2025

The tables throughout this section present, on a comparative basis, our consolidated results of operations for the periods presented. For a discussion of the non-GAAP financial measures presented in the following table, as well as a reconciliation of the differences between each non-GAAP financial measure presented and the most directly comparable financial measure calculated and presented in accordance with GAAP, refer to the "Use of Non-GAAP Financial Measures and Definitions" section preceding Part I, Item 1 of this Form 10-K.

	2026	2025	Change
GAAP Financial Measures			
Net sales	$ 1,381.3	$ 1,153.8	$ 227.5
Operating income (loss)	76.2	(10.7)	86.9
Earnings before income taxes	201.3	128.8	72.5
Net earnings from continuing operations	155.0	95.0	60.1
Equity income	134.6	144.8	(10.2)
EPS from continuing operations − diluted	3.14	1.92	1.22
Non-GAAP Financial Measures			
Adjusted operating income	$ 88.5	$ 52.1	$ 36.4
Adjusted EBITDA from continuing operations	295.8	265.0	30.8
Adjusted EPS from continuing operations − diluted	3.37	3.09	0.28

Net Sales

The following table provides a breakdown of consolidated net sales by operating segment for the periods indicated:

			Change	
	2026	2025	$	%
Building Products	$ 861.5	$ 654.1	$ 207.4	31.7%
Consumer Products	519.8	499.7	20.1	4.0%
Consolidated	$ 1,381.3	$ 1,153.8	$ 227.5	19.7%

- *Building Products* – Net sales totaled $861.5 million in fiscal 2026, an increase of $207.4 million, or 31.7%, over the prior fiscal year, driven by higher overall volume and the impact of acquisitions, which contributed $121.7 million to net sales in fiscal 2026.
- *Consumer Products* – Net sales totaled $519.8 million in fiscal 2026, an increase of $20.1 million, or 4.0%, over the prior fiscal year, as higher average selling prices more than offset the impact of lower overall volume.

Gross profit

	2026	2025	Change $	Change %
Gross profit	$ 378.3	$ 319.0	$ 59.3	18.6%
Gross margin %	*27.4%*	*27.6%*		

Gross profit was $378.3 million in fiscal 2026, an increase of $59.3 million, or 18.6%, over the prior fiscal year, on higher overall volume, including contributions from our fiscal 2026 acquisitions, and higher average selling prices. While gross profit was up over the prior fiscal year, gross margin was relatively flat as the impact of higher overall volume and higher average selling prices was partially offset by higher amortization of the inventory step-up associated with the LSI and Elgen acquisitions.

SG&A

	2026	2025	Change $	Change %
SG&A	$ 295.0	$ 268.4	$ 26.6	9.9%
Net Sales %	*21.4%*	*23.3%*		

SG&A increased $26.6 million, or 9.9%, from fiscal 2025, primarily due to the addition of LSI and Elgen. As a percentage of net sales, SG&A was down from 23.3% to 21.4%.

Other Operating Items

	2026	2025	Change $	Change %
Impairment of long-lived assets	$ -	$ 50.8	$ (50.8)	N.M.
Restructuring and other expense, net	7.1	10.5	(3.4)	N.M.

- Impairment activity in fiscal 2025 primarily reflects the non-cash write-down of intangible assets associated with GTI, totaling $50.1 million. Refer to “Note D – Goodwill and Other Long-Lived Assets” for additional information.
- Restructuring and other expense, net in fiscal 2026 consisted primarily of transaction costs related to acquisitions and divestitures, as well as employee severance. Restructuring activity in the prior fiscal year included a $4.5 million increase in the fair value of the contingent liability associated with the Ragasco earnout arrangement, as well as stock-based compensation expense of $2.6 million related to the accelerated vesting of certain equity awards upon the retirement of our former CEO.

Other Non-Operating Items

	2026	2025	Change $	Change %
Miscellaneous expense, net	$ (3.2)	$ (3.2)	$ -	N.M.
Interest expense, net	(6.2)	(2.1)	(4.1)	N.M.

- Miscellaneous expense, net in fiscal 2026 was driven primarily by the divestiture of our 49% interest in the composite business of our SES joint venture on October 16, 2025, and the related mark-to-market loss on the marketable securities received in exchange for our interest in the divested assets. Miscellaneous expense, net in the prior fiscal year was driven primarily by the write down of an investment in notes receivable that was determined to be other than temporarily impaired, resulting in a pre-tax charge of $5.0 million.
- Interest expense, net increased $4.1 million over the prior fiscal year due to lower interest income generated from cash on hand and higher average debt levels associated with amounts drawn under the Credit Facility to fund the LSI acquisition.

Equity Income

	2026	2025	Change $	Change %
WAVE [1]	$ 118.1	$ 110.1	$ 8.0	N.M.
ClarkDietrich [1]	21.9	40.8	(18.9)	N.M.
Other [2]	(5.4)	(6.1)	0.7	N.M.
Equity income	$ 134.6	$ 144.8	$ (10.2)	N.M.

(1) Equity income contributed by WAVE and ClarkDietrich is reported within Building Products.

(2) Includes our share of the equity earnings from the Workhorse and the SES joint ventures.

Equity income was down $10.2 million from fiscal 2025, driven by lower contributions from ClarkDietrich, which were down $18.9 million, as continued pricing pressure and an unfavorable shift in project mix led to lower gross profit, partially offset by higher contributions from WAVE, up $8.0 million.

Income Tax Expense

	2026	2025	Change $	Change %
Income tax expense	$ 46.3	$ 33.8	$ 12.5	37.0%
Annual ETR	*22.9%*	*26.1%*		
Adjusted annual ETR (non-GAAP)	*23.3%*	*23.0%*		

Income tax expense totaled $46.3 million in fiscal 2026, compared to $33.8 million in the prior fiscal year. The increase was primarily driven by higher pre-tax earnings. The effective tax rate for fiscal 2026 was 22.9%, compared to 26.1% in the prior fiscal year, which was impacted by certain discrete items. On an adjusted basis, the annual effective tax rate was 23.3% in fiscal 2026, compared to 23.0% in the prior fiscal year. Refer to the "Use of Non-GAAP Financial Measures and Definitions" section preceding Part I, Item 1 of this Form 10-K for additional information regarding our use of non-GAAP financial measures. Refer to "Note M – Income Taxes" for additional information.

Adjusted EBITDA

The following table provides a summary of adjusted EBITDA from continuing operations by reportable segment, a non-GAAP financial measure, along with the respective percentage of net sales for each reportable segment and on a consolidated basis. Refer to the "Use of Non-GAAP Financial Measures and Definitions" section preceding Part I, Item 1 of this Form 10-K for additional information regarding our use of non-GAAP financial measures. A reconciliation of earnings before income taxes from continuing operations to adjusted EBITDA from continuing operations is provided in "Note O – Segment Data."

	2026	% of Net Sales	2025	% of Net Sales	Change $	Change %
Building Products	$ 240.3	27.9%	$ 212.8	32.5%	$ 27.5	12.9%
Consumer Products	91.2	17.5%	82.7	16.5%	8.5	10.3%
Total reportable segments	$ 331.5	24.0%	$ 295.5	25.6%	$ 36.0	12.2%
Other	(5.4)	N.M.	(2.6)	N.M.	(2.8)	N.M.
Unallocated Corporate	(30.3)	(2.2%)	(27.9)	(2.4%)	(2.4)	8.6%
Consolidated	$ 295.8		$ 265.0		$ 30.8	

- *Building Products* – Adjusted EBITDA was $240.3 million in fiscal 2026, an increase of $27.5 million, or 12.9%, over fiscal 2025. The increase was driven by higher overall volume and the impact of acquisitions, which contributed $17.6 million of adjusted EBITDA in fiscal 2026, partially offset by a $10.9 million decline in equity income, as lower contributions at ClarkDietrich more than offset higher equity earnings at WAVE.
- *Consumer Products* – Adjusted EBITDA totaled $91.2 million in fiscal 2026, an increase of $8.5 million, or 10.3%, compared to the prior fiscal year. The increase was primarily driven by higher gross margin, partially offset by an increase in SG&A.

- *Other* – Adjusted EBITDA decreased $2.8 million compared to fiscal 2025, driven by lower contributions of equity earnings from the SES joint venture.
- Unallocated Corporate – Unallocated SG&A increased $2.4 million, or 8.6%, from fiscal 2025, primarily driven by higher profit sharing and bonus accruals to correspond with improvements in pre-tax earnings.

Fiscal 2025 Compared to Fiscal 2024

For a comparison of our results of operations for fiscal 2025 and fiscal 2024, see "Part II – Item 7. – Management's Discussion and Analysis of Financial Condition and Results of Operations – Results of Operations – Fiscal 2025 Compared to Fiscal 2024" of our Annual Report on Form 10-K for the fiscal year ended May 31, 2025, filed with the SEC on July 30, 2025.

Liquidity and Capital Resources

During fiscal 2026, we generated $226.1 million of cash from operating activities, invested $55.9 million in property, plant and equipment, and spent approximately $304.1 million to acquire 100% of the outstanding equity interests in Elgen and LSI, and the propane and distribution assets of Hydrostat. Additionally, we paid $43.7 million to repurchase 800,000 common shares and paid dividends of $36.9 million on the common shares during fiscal 2026.

	2026	2025	2024 [1]
Net cash provided by operating activities	$ 226.1	$ 209.7	$ 290.0
Net cash used by investing activities	(360.1)	(135.1)	(140.8)
Net cash used by financing activities	(88.3)	(68.8)	(359.9)
(Decrease) increase in cash and cash equivalents	(222.3)	5.8	(210.7)
Cash and cash equivalents at beginning of period	250.0	244.2	454.9
Cash and cash equivalents at end of period	$ 27.7	$ 250.0	$ 244.2

[1] The cash flows related to discontinued operations have not been segregated. Accordingly, the consolidated statements of cash flows for fiscal 2024 included the results of discontinued operations. See "Note B – Discontinued Operations" for a summary of significant non-cash items related to discontinued operations.

We believe we have access to adequate resources to meet the needs of our existing businesses for normal operating costs, maintenance capital expenditures, debt redemptions, dividend payments, and working capital, to the extent not funded by cash provided by operating activities, for at least the next 12 months and for the foreseeable future thereafter. These resources include cash and cash equivalents and unused committed lines of credit under our Credit Facility, which had a total of $500.0 million of borrowing capacity to be drawn as of May 31, 2026.

Although we do not currently anticipate a need, we believe that we could access the financial markets to sell long-term debt or equity securities. However, the continuation of uncertain economic conditions and a high interest rate environment could create volatility in the financial markets, which may impact our ability to access capital and the terms under which we can do so.

We routinely monitor operational requirements, financial market conditions, and credit relationships and we may choose to seek additional capital by issuing new debt and/or equity securities to strengthen our liquidity or capital structure. Should we seek additional capital, there can be no assurance that we would be able to obtain such additional capital on terms acceptable to us, if at all, and such additional equity or debt financing could dilute the interests of our existing shareholders and/or increase our interest costs. We may also from time to time seek to retire or repurchase our outstanding debt through cash purchases, in open-market purchases, privately negotiated transactions or otherwise. Such repurchases, if any, will be upon such terms and at such prices as we may determine, and will depend on prevailing market conditions, our liquidity requirements, contractual restrictions and other factors. The amounts involved in any such transaction may or may not be material.

Operating Activities

Certain of our diversified end markets are cyclical and cash flows from operating activities may fluctuate during the year and from year to year due to economic and industry conditions. We use operating cash flow and, when appropriate, short-term borrowings to manage normal fluctuations in working capital needs. These needs generally arise during periods of increased economic activity or increasing raw material prices, requiring higher levels of inventory and accounts receivable. During economic slowdowns or periods of decreasing raw material costs, working capital needs generally decrease as a result of the reduction of inventories and accounts receivable.

Net cash provided by operating activities was $226.1 million during fiscal 2026, compared to $209.7 million during fiscal 2025, as higher net earnings and lower net working capital requirements (accounts receivable, inventory, and accounts payable) in fiscal 2026 were partially offset by a $13.6 million decrease in distributions received from unconsolidated affiliates.

Investing Activities

Net cash used by investing activities was $360.1 million during fiscal 2026, compared to $135.1 million during fiscal 2025. Net cash used by investing activities during fiscal 2026 was driven primarily by cash paid to acquire the outstanding equity interests in Elgen and LSI, and capital expenditures, including $25.1 million related to ongoing facility modernization projects. Net cash used by investing activities during fiscal 2025 was driven primarily by the acquisition of Ragasco for $95.0 million, including an earnout, and capital expenditures of $50.6 million, partially offset by $11.5 million of proceeds from the sale of 51% of the nominal share capital of our former Sustainable Energy Solutions operating segment on May 29, 2024.

Investment activities are largely discretionary and future investment activities could be reduced significantly, or eliminated, as economic conditions warrant. We assess acquisition opportunities as they arise, and any such opportunities may require additional financing. However, there can be no assurance that any such opportunities will arise, that any such acquisition opportunities will be consummated, or that any needed additional financing will be available on satisfactory terms if required.

Financing Activities

Net cash used by financing activities was $88.4 million during fiscal 2026, compared to $68.8 million in fiscal 2025. During fiscal 2026, we paid $43.7 million to repurchase 800,000 common shares and paid dividends of $36.9 million on the common shares. During fiscal 2025, we paid $30.9 million to repurchase 700,000 common shares and paid dividends of $33.9 million on the common shares.

Long-term debt – We typically use the net proceeds from long-term debt for acquisitions, refinancing of outstanding debt, capital expenditures and general corporate purposes. As of May 31, 2026, we were in compliance with the covenants in our long-term debt agreements. Our long-term debt agreements do not include ratings triggers or material adverse change provisions.

Short-term borrowings – Our short-term debt agreements do not include ratings triggers or material adverse change provisions. As of May 31, 2026, we were in compliance with the covenants in our short-term debt agreements.

We maintain the $500.0 million Credit Facility that matures on September 27, 2028. Borrowings under the Credit Facility have maturities of up to one year. We have the option to borrow at rates equal to an applicable margin over the Simple SOFR, the Prime Rate of PNC Bank, National Association, or the Overnight Bank Funding Rate. The applicable margin is determined by our total leverage ratio. There were no borrowings outstanding under the Credit Facility at May 31, 2026.

As discussed in “Note G – Guarantees,” we had in place $9.2 million in outstanding letters of credit for third-party beneficiaries as of May 31, 2026. No amounts were drawn against these outstanding letters of credit at May 31, 2026, and the fair value of these guaranteed instruments, based on premiums paid, was not material.

Common shares – During fiscal 2026, we declared dividends totaling $0.76 per common share at a quarterly rate of $0.19 per common share. During fiscal 2025, we declared dividends totaling $0.68 per common share at a quarterly rate of $0.17 per common share. Dividends paid on our common shares totaled $36.9 million in fiscal 2026 compared to $33.9 million during fiscal 2025. On June 23, 2026, the Board declared a quarterly dividend of $0.20 per common share for the first quarter of fiscal 2027, a $0.01 per share increase from the previous quarterly rate. The dividend is payable on September 29, 2026 to shareholders of record at the close of business on September 15, 2026.

On March 24, 2021, the Board authorized the repurchase of up to 10,000,000 common shares. At May 31, 2026, a total of 4,565,000 common shares remain available for repurchase under the authorization, which is not subject to a fixed expiration date. The common shares may be repurchased under these authorizations from time to time, with consideration given to the market price of the common shares, the nature of other investment opportunities, cash flows from operations, general economic conditions and other relevant considerations. Repurchases may be made on the open market or through privately negotiated transactions.

Dividend Policy

We currently have no material contractual or regulatory restrictions on the payment of dividends. Dividends are declared at the discretion of the Board. The Board reviews the dividend quarterly and establishes the dividend rate based upon our consolidated financial condition, results of operations, capital requirements, current and projected cash flows, business prospects, and other relevant factors. While we have paid a dividend every quarter since becoming a public company in 1968, there is no guarantee that payments of dividends will continue in the future.

Recently Adopted Accounting Standards

Refer to "Note A – Summary of Significant Accounting Policies" for additional information.

Environmental

We do not believe that compliance with environmental laws has or will have a material effect on our capital expenditures, future results of operations or financial position or competitive position.

Critical Accounting Estimates

The discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with GAAP. The preparation of these consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of our consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods. We base our estimates on historical experience and various other assumptions that we believe to be reasonable under the circumstances. These results form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Critical accounting estimates are defined as those estimates made in accordance with generally accepted accounting principles that involve a significant level of estimation uncertainty and have had or are reasonably likely to have a material impact on the financial condition or results of operations. Although actual results historically have not deviated significantly from those determined using our estimates, as discussed below, our consolidated financial position or results of operations could be materially different if we were to report under different conditions or to use different assumptions in the application of such policies. The following accounting estimates are considered to be the most critical to us, as these are the primary areas where financial information is subject to our estimates, assumptions and judgment in the preparation of our consolidated financial statements.

Impairment of Goodwill and Indefinite-Lived Long-Lived Assets

Critical estimate: Goodwill and intangible assets with indefinite lives are not amortized, but instead are tested for impairment annually, during the fourth fiscal quarter, or more frequently if events or changes in circumstances indicate that impairment may be present. Application of goodwill impairment testing involves judgment, including but not limited to, the identification of reporting units and estimation of the fair value of each reporting unit. A reporting unit is defined as an operating segment or one level below an operating segment. We test goodwill at the operating segment level as we have determined that the characteristics of the reporting units within each operating segment are similar and allow for their aggregation in accordance with the applicable accounting guidance.

For goodwill and indefinite lived intangible assets, we test for impairment by first evaluating qualitative factors including macroeconomic conditions, industry and market considerations, cost factors, and financial performance. If there are no concerns raised from this evaluation, no further testing is performed. If, however, our qualitative analysis indicates it is more likely than not that the fair value is less than the carrying amount, a quantitative analysis is performed. The quantitative analysis compares the fair value of each reporting unit or indefinite-lived intangible asset to the respective carrying amount, and an impairment loss is recognized in our consolidated statements of earnings equivalent to the excess of the carrying amount over the fair value.

Assumptions and judgments: When performing a qualitative assessment, judgment is required when considering relevant events and circumstances that could affect the fair value of the indefinite lived intangible asset or reporting unit to which goodwill is assigned. Management considers whether events and circumstances such as a change in strategic direction and changes in business climate would impact the fair value of the indefinite lived intangible asset or reporting unit to which goodwill is assigned. If a quantitative analysis is required, assumptions are required to estimate fair value, both at the individual asset and enterprise level, to compare against the carrying value. Significant assumptions that form the basis of fair value can include discount rates, underlying forecast assumptions, and royalty rates. These assumptions are forward looking and can be affected by future economic and market conditions.

Impairment of Definite-Lived Long-Lived Assets

Critical estimate: We review the carrying value of our long-lived assets, including intangible assets with finite useful lives, for impairment whenever events or changes in circumstances indicate that the carrying value of an asset or asset group may not be recoverable. Impairment testing involves a comparison of the sum of the undiscounted future cash flows of the asset or asset group to its respective carrying amount. If the sum of the undiscounted future cash flows exceeds the carrying amount, then no impairment exists. If the carrying amount exceeds the sum of the undiscounted future cash flows, then a second step is performed to determine the amount of impairment, if any, to be recognized. An impairment loss is recognized to the extent that the carrying amount of the asset or asset group exceeds its fair value.

Assumptions and judgments: When performing the comparison of the sum of the undiscounted cash flows of the asset or asset group to its respective carrying amount, judgment is required when forming the basis for underlying cash flow forecast assumptions. If the second step of the impairment test is required, assumptions are required to estimate the fair value to compare against the carrying value. Significant assumptions that form the basis of fair value can include discount rates, underlying forecast assumptions, and royalty rates. These assumptions are forward looking and can be affected by future economic and market conditions.

Income Taxes

Critical estimate: In accordance with the authoritative accounting guidance, we account for income taxes using the asset and liability method. The asset and liability method requires the recognition of deferred tax assets and deferred tax liabilities for expected future tax consequences of temporary differences that currently exist between the tax basis and financial reporting basis of our assets and liabilities. We evaluate the deferred tax assets to determine whether it is more likely than not that some, or a portion, of the deferred tax assets will not be realized, and provide a valuation allowance as appropriate. Changes in existing tax laws or rates could significantly impact the estimate of our tax liabilities.

Assumptions and judgments: Significant judgment is required in determining our tax expense and in evaluating our tax positions. In accordance with accounting literature related to uncertainty in income taxes, tax benefits from uncertain tax positions that are recognized in our consolidated financial statements are measured based on the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement. We have reserves for income taxes and associated interest and penalties that may become payable in future years as a result of audits by taxing authorities. It is our policy to record these in income tax expense. While we believe the positions taken on previously filed tax returns are appropriate, we have established the tax and interest reserves in recognition that various taxing authorities may challenge our positions. These reserves are analyzed periodically, and adjustments are made as events occur to warrant adjustment to the reserves, such as lapsing of applicable statutes of limitations, conclusion of tax audits, additional exposure based on current calculations, identification of new issues, and release of administrative guidance or court decisions affecting a particular tax issue. We have provided for the amounts we believe will ultimately result from these changes; however, due to the complexity of some of these uncertainties, the ultimate resolution may result in a payment that is materially different from our current estimate of the tax liabilities. Such differences will be reflected as increases or decreases to income tax expense in the period in which they are determined. See “Note M – Income Taxes” for further information.

Business Combinations

Critical estimate: We account for business combinations using the acquisition method of accounting, which requires that once control is obtained, all the assets acquired and liabilities assumed are recorded at their respective fair values at the date of acquisition. The determination of fair values of identifiable assets and liabilities requires significant judgments and estimates and the use of valuation techniques when market value is not readily available. For the valuation of intangible assets acquired in a business combination, we typically use an income approach. The purchase price allocated to the intangible assets is based on unobservable assumptions, inputs and estimates, including but not limited to, forecasted revenue growth rates, projected expenses, discount rates, customer attrition rates, royalty rates, and useful lives, among others.

Assumptions and judgments: Significant assumptions, which vary by the class of asset or liability, are forward looking and could be affected by future economic and market conditions. We engage third-party valuation specialists who review our critical assumptions and prepare the calculation of the fair value of acquired intangible assets in connection with significant business combinations. The excess of the purchase price over the fair values of identifiable assets acquired and liabilities assumed is recorded as goodwill. During the measurement period, which is up to one year from the acquisition date, we may record adjustments to the assets acquired and liabilities assumed with the corresponding offset to goodwill. Upon the conclusion of the measurement period, any subsequent adjustments are recorded to earnings.

Item 7A. – Quantitative and Qualitative Disclosures About Market Risk

In the normal course of business, we are exposed to various market risks. We continually monitor these risks and regularly develop appropriate strategies to manage them. Accordingly, from time to time, we may enter into certain financial and commodity-based derivative financial instruments. These instruments are used primarily to mitigate market exposure. Refer to “Note Q – Derivative Instruments and Hedging Activities” for additional information.

Interest Rate Risk

We are exposed to changes in interest rates primarily as a result of our borrowing and investing activities to maintain liquidity and fund operations. The nature and amount of our long-term and short-term debt can be expected to fluctuate as a result of business requirements, market conditions and other factors. We manage exposures to interest rates using a mix of fixed and variable rate debt. We use interest rate swap instruments to manage our exposure to interest rate movements. We are subject to interest rate volatility on our Credit Facility to the extent it is utilized. There were no outstanding borrowings under the Credit Facility as of May 31, 2026 or May 31, 2025. While the Credit Facility was utilized during fiscal 2026, average short-term debt levels were immaterial. There were no borrowings under the Credit Facility during fiscal 2025. Therefore, a hypothetical increase of 100 basis points in the benchmark rates would have had an immaterial impact on interest expense, net during fiscal 2026 and no impact during fiscal 2025. See “Note H – Debt” for additional information.

We entered into an interest rate swap in June 2017, in anticipation of the issuance of the 2032 Notes. Refer to “Note H – Debt” for additional information regarding the 2032 Notes. The interest rate swap had a notional amount of $150.0 million to hedge the risk of changes in the semi-annual interest rate payments attributable to changes in the benchmark interest rate during the several days leading up to the issuance of the 15-year fixed-rate debt. Upon pricing of the 2032 Notes, the derivative financial instrument was settled resulting in a gain of approximately $3.1 million, which was reflected in AOCI in our consolidated statements of equity and will be recognized in earnings, as a decrease to interest expense, over the life of the 2032 Notes.

We entered into an interest rate swap in March 2014, in anticipation of the issuance of the 2026 Notes. Refer to “Note H – Debt” for additional information regarding the 2026 Notes. The interest rate swap had a notional amount of $150.0 million to hedge the risk of changes in the semi-annual interest payments attributable to changes in the benchmark interest rate during the several days leading up to the issuance of the 12-year fixed-rate debt. Upon pricing of the 2026 Notes, the derivative financial instrument was settled and resulted in a loss of approximately $3.1 million, a significant portion of which was reflected within AOCI in our consolidated statements of equity and was recognized in earnings, as an increase to interest expense, over the life of the related 2026 Notes. On July 28, 2023, we redeemed the 2026 Notes in full and released the then-remaining amount deferred in AOCI associated with this interest rate swap.

Foreign Currency Exchange Risk

The translation of foreign currencies into U.S. dollars subjects us to exposure related to fluctuating foreign currency exchange rates. While derivative financial instruments are not used to manage this risk, we have designated our Euro denominated debt, which was assumed by our U.S. parent company in connection with the deconsolidation of our former Sustainable Energy Solutions operating segment, as a non-derivative hedge of the net investment in our European-based foreign operations in Portugal. We also make use of forward contracts to manage exposure to certain intercompany loans with our foreign affiliates as well as exposure to transactions denominated in a currency other than the related foreign affiliate's local currency. At May 31, 2026, the difference between the contract and book value of these forward contracts was not material to our consolidated financial position, results of operations or cash flows. A 10% change in the foreign currency exchange rate to the U.S. dollar forward rate is not expected to materially impact our consolidated financial position, results of operations or cash flows. A sensitivity analysis of changes in the U.S. dollar exchange rate on these foreign currency-denominated contracts indicates that if the U.S. dollar uniformly weakened by 10% against all of these foreign currency exposures, the fair value of these forward contracts would not be materially impacted. Any resulting changes in fair value would be offset by changes in the underlying hedged balance sheet position. A sensitivity analysis of changes in the foreign currency exchange rates of our foreign locations indicates that a 10% increase in those rates would not have materially impacted our net results. The sensitivity analysis assumes a uniform shift in all foreign currency exchange rates. The assumption that foreign currency exchange rates change in uniformity may overstate the impact of changing foreign currency exchange rates on assets and liabilities denominated in a foreign currency.

Commodity Price Risk

We are exposed to market risk for price fluctuations on purchases of steel, natural gas, copper, zinc and other raw materials as well as our utility requirements. We attempt to negotiate the best prices for commodities and to competitively price products and services to reflect the fluctuations in market prices. Derivative financial instruments have been used to manage a portion of our exposure to fluctuations in the cost of certain commodities, including steel, natural gas, zinc, copper and other raw materials. These contracts covered periods commensurate with known or expected exposures throughout fiscal 2026. The derivative financial instruments were executed with highly rated financial institutions. No credit loss is anticipated.

A sensitivity analysis of changes in the price of hedged commodities indicates that a 10% decline in the market prices of steel, zinc, copper, natural gas or any combination of these would not have a material impact to the value of our hedges or our reported results.

The fair values of our outstanding derivative positions at May 31, 2026 and 2025 are summarized below. Fair values of these derivative financial instruments do not consider the offsetting impact of the underlying hedged item.

	2026	2025
Commodity contracts	$ 0.3	$ 0.5
Foreign currency exchange contracts	(0.1)	(6.9)
Total	$ 0.2	$ (6.4)

Safe Harbor

Quantitative and qualitative disclosures about market risk include forward-looking statements with respect to management's opinion about risks associated with the use of derivative financial instruments. These statements are based on certain assumptions with respect to market prices and industry supply of, and demand for, steel products and certain raw materials. To the extent these assumptions prove to be inaccurate, future outcomes with respect to hedging programs may differ materially from those discussed in the forward-looking statements. Refer to the "Cautionary Note Regarding Forward-Looking Statements" section at the beginning of this Form 10-K for additional information.

Item 8. — Financial Statements and Supplementary Data

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Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors
Worthington Enterprises, Inc.:

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of Worthington Enterprises, Inc. and subsidiaries (the Company) as of May 31, 2026 and 2025, the related consolidated statements of earnings, comprehensive income, equity, and cash flows for each of the years in the three-year period ended May 31, 2026, 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 financial position of the Company as of May 31, 2026 and 2025, and the results of its operations and its cash flows for each of the years in the three-year period ended May 31, 2026, 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 May 31, 2026, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated July 30, 2026 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

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 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 consolidated 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 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 audits 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 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 consolidated 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 consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of a 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.

Sufficiency of audit evidence over equity in net income of unconsolidated affiliates

As discussed in Notes A and C to the consolidated financial statements, the Company has four unconsolidated affiliates as of May 31, 2026, which are recognized using the equity method of accounting. The Company recorded $134,631 thousand of equity in net income of unconsolidated affiliates for the year ended May 31, 2026.

We identified the evaluation of the sufficiency of audit evidence over equity in net income of unconsolidated affiliates as a critical audit matter. Evaluating the sufficiency of audit evidence obtained required subjective auditor judgment because of the nature of the unconsolidated affiliates, including the ownership structures, fiscal year ends, and financial results. This included determination of the unconsolidated affiliates for which procedures were performed.

The following are the primary procedures we performed to address this critical audit matter. We applied auditor judgment to determine the nature and extent of procedures to be performed over equity in net income of unconsolidated affiliates, including the determination of the unconsolidated affiliates for which those procedures were to be performed. For certain unconsolidated affiliates, we evaluated the design and tested the operating effectiveness of certain internal controls over the Company's unconsolidated affiliates process, including controls over the accurate recording of equity in net income of unconsolidated affiliates. For certain unconsolidated affiliates, we compared the equity in net income recorded in the consolidated financial statements with the audited financial statements of the unconsolidated affiliates. For one unconsolidated affiliate, we 1) performed a software-assisted data analysis to test the relationship among certain revenue transactions and 2) selected a sample of transactions and assessed the recorded net sales by comparing the amounts recognized for consistency with underlying documentation, including contracts with customers and shipping documentation. Additionally, we selected a sample of transactions and assessed the recorded cost of sales by comparing the amounts recognized for consistency with underlying documentation. We also developed an expectation of certain selling, general and administrative expenses based on the change in net sales and compared the expectation to the amount recorded. We evaluated the sufficiency of audit evidence obtained over equity in net income of unconsolidated affiliates by assessing the results of procedures performed, including the appropriateness of the nature and extent of audit effort.

/s/ KPMG LLP

We have served as the Company's auditor since 2001.

Cincinnati, Ohio
July 30, 2026

WORTHINGTON ENTERPRISES, INC.
CONSOLIDATED BALANCE SHEETS
(In thousands)

	May 31, 2026	May 31, 2025
ASSETS		
Current assets:		
Cash and cash equivalents	$ 27,725	$ 250,075
Receivables, less allowances of $1,310 and $907, respectively	228,168	215,824
Inventories:		
Raw materials	110,536	80,522
Work in process	9,490	9,408
Finished products	87,270	79,463
Total inventories	207,296	169,393
Income taxes receivable	20,016	12,720
Prepaid expenses and other current assets	41,269	37,358
Total current assets	524,474	685,370
Investments in unconsolidated affiliates	118,048	129,262
Operating lease assets	42,888	22,699
Goodwill	500,784	376,480
Other intangible assets, net of accumulated amortization of $106,944 and $88,887, respectively	322,761	190,398
Other assets	28,215	20,717
Property, plant and equipment:		
Land	8,732	8,703
Buildings and improvements	136,441	132,742
Machinery and equipment	411,030	372,798
Construction in progress	66,509	33,326
Total property, plant and equipment	622,712	547,569
Less: accumulated depreciation	311,818	277,343
Total property, plant and equipment, net	310,894	270,226
Total assets	$ 1,848,064	$ 1,695,152

See notes to consolidated financial statements.

WORTHINGTON ENTERPRISES, INC.
CONSOLIDATED BALANCE SHEETS
(In thousands, except preferred and common share amounts)

	May 31,	
	2026	**2025**
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	$ 115,203	$ 103,205
Accrued compensation, contributions to employee benefit plans and related taxes	41,728	43,864
Dividends payable	9,814	9,172
Other accrued items	45,832	34,478
Current operating lease liabilities	7,982	6,014
Income taxes payable	867	109
Total current liabilities	221,426	196,842
Other liabilities	56,657	53,364
Distributions in excess of investment in unconsolidated affiliate	105,349	103,767
Long-term debt	305,896	302,868
Noncurrent operating lease liabilities	35,883	17,173
Deferred income taxes, net	95,813	82,901
Total liabilities	821,024	756,915
Shareholders' equity - controlling interest:		
Preferred shares, without par value; authorized - 1,000,000 shares; issued and outstanding - none	-	-
Common shares, without par value; authorized - 150,000,000 shares; issued and outstanding, 2026 - 48,684,701 shares, 2025 - 49,236,449 shares	-	-
Additional paid-in capital	311,997	308,608
Accumulated other comprehensive income, net of taxes of $(951) and $(173) at May 31, 2026 and May 31, 2025, respectively	10,906	4,050
Retained earnings	704,137	624,529
Total shareholders' equity - controlling interest	1,027,040	937,187
Noncontrolling interests	-	1,050
Total equity	1,027,040	938,237
Total liabilities and equity	$ 1,848,064	$ 1,695,152

See notes to consolidated financial statements.

WORTHINGTON ENTERPRISES, INC.
CONSOLIDATED STATEMENTS OF EARNINGS
(In thousands, except per common share amounts)

	Fiscal Years Ended May 31,		
	2026	**2025**	**2024**
Net sales	$ 1,381,292	$ 1,153,762	$ 1,245,703
Cost of goods sold	1,003,017	834,727	960,684
Gross profit	378,275	319,035	285,019
Selling, general and administrative expense	294,966	268,413	283,471
Impairment of goodwill and long-lived assets	-	50,813	32,975
Restructuring and other expense, net	7,100	10,524	29,327
Separation costs	-	-	12,705
Operating income (loss)	76,209	(10,715)	(73,459)
Other income (expense):			
Miscellaneous expense, net	(3,244)	(3,222)	(17,129)
Loss on extinguishment of debt	-	-	(1,534)
Interest expense, net	(6,248)	(2,090)	(1,587)
Equity in net income of unconsolidated affiliates	134,631	144,836	167,716
Earnings before income taxes	201,348	128,809	74,007
Income tax expense	46,313	33,839	39,027
Net earnings from continuing operations	155,035	94,970	34,980
Net earnings from discontinued operations	-	-	82,841
Net earnings	155,035	94,970	117,821
Net (loss) earnings attributable to noncontrolling interests	(1,050)	(1,083)	7,197
Net earnings attributable to controlling interest	$ 156,085	$ 96,053	$ 110,624
Amounts attributable to controlling interest:			
Net earnings from continuing operations	$ 156,085	$ 96,053	$ 35,243
Net earnings from discontinued operations	-	-	75,381
Net earnings attributable to controlling interest	$ 156,085	$ 96,053	$ 110,624
Earnings per share - basic:			
Continuing operations	$ 3.18	$ 1.94	$ 0.72
Discontinued operations	-	-	1.53
Consolidated	$ 3.18	$ 1.94	$ 2.25
Earnings per share - diluted:			
Continuing operations	$ 3.14	$ 1.92	$ 0.70
Discontinued operations	-	-	1.50
Consolidated	$ 3.14	$ 1.92	$ 2.20
Weighted average common shares outstanding - basic	49,073	49,395	49,195
Weighted average common shares outstanding - diluted	49,716	50,131	50,348

See notes to consolidated financial statements.

WORTHINGTON ENTERPRISES, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In thousands)

	Fiscal Years Ended May 31,		
	2026	**2025**	**2024**
Net earnings	$ 155,035	$ 94,970	$ 117,821
Other comprehensive income (loss):			
Foreign currency translation	7,194	3,250	10,580
Pension liability adjustment, net of tax	95	76	7,273
Cash flow hedges, net of tax	(433)	270	6,497
Other comprehensive income, net of tax	6,856	3,596	24,350
Comprehensive income	161,891	98,566	142,171
Comprehensive (loss) income attributable to noncontrolling interests	(1,050)	(1,083)	7,197
Comprehensive income attributable to controlling interest	$ 162,941	$ 99,649	$ 134,974

See notes to consolidated financial statements.

WORTHINGTON ENTERPRISES, INC.
CONSOLIDATED STATEMENTS OF EQUITY
(In thousands, except per common share amounts)

	Controlling Interest							
	Common Shares		Additional Paid-in	AOCI	Retained		Noncontrolling	
	Shares	Amount	Capital	Net of Tax	Earnings	Total	Interests	Total
Balance at May 31, 2023	48,659,323	$ -	$ 290,799	$ (23,179)	$ 1,428,391	$ 1,696,011	$ 125,617	$ 1,821,628
Net earnings	-	-	-	-	110,624	110,624	7,197	117,821
Other comprehensive income	-	-	-	24,350	-	24,350	-	24,350
Common shares issued, net of withholding tax	853,614	-	(11,399)	-	-	(11,399)	-	(11,399)
Common shares in non-qualified plans	-	-	417	-	-	417	-	417
Stock-based compensation	-	-	19,216	-	-	19,216	-	19,216
Repurchases and retirement of common shares	-	-	-	-	-	-	-	-
Acquisition of Halo	-	-	-	-	-	-	2,397	2,397
Separation of Worthington Steel	-	-	-	(717)	(901,370)	(902,087)	(131,158)	(1,033,245)
Dividends to noncontrolling interests	-	-	-	-	-	-	(1,920)	(1,920)
Cash dividends declared ($0.96) per common share	-	-	-	-	(48,253)	(48,253)	-	(48,253)
Balance at May 31, 2024	49,512,937	$ -	$ 299,033	$ 454	$ 589,392	$ 888,879	$ 2,133	$ 891,012
Net earnings (loss)	-	-	-	-	96,053	96,053	(1,083)	94,970
Other comprehensive income	-	-	-	3,596	-	3,596	-	3,596
Common shares issued, net of withholding tax	423,512	-	(4,007)	-	-	(4,007)	-	(4,007)
Common shares in non-qualified plans	-	-	166	-	-	166	-	166
Stock-based compensation	-	-	17,669	-	-	17,669	-	17,669
Repurchases and retirement of common shares, including excise tax	(700,000)	-	(4,253)	-	(26,764)	(31,017)	-	(31,017)
Cash dividends declared ($0.68) per common share	-	-	-	-	(34,152)	(34,152)	-	(34,152)
Balance at May 31, 2025	49,236,449	$ -	$ 308,608	$ 4,050	$ 624,529	$ 937,187	$ 1,050	$ 938,237
Net earnings (loss)	-	-	-	-	156,085	156,085	(1,050)	155,035
Other comprehensive income	-	-	-	6,856	-	6,856	-	6,856
Common shares issued, net of withholding tax	248,252	-	(5,948)	-	-	(5,948)	-	(5,948)
Common shares in non-qualified plans	-	-	219	-	-	219	-	219
Stock-based compensation	-	-	14,164	-	-	14,164	-	14,164
Repurchases and retirement of common shares, including excise tax	(800,000)	-	(5,046)	-	(38,818)	(43,864)	-	(43,864)
Cash dividends declared ($0.76) per common share	-	-	-	-	(37,659)	(37,659)	-	(37,659)
Balance at May 31, 2026	48,684,701	$ -	$ 311,997	$ 10,906	$ 704,137	$ 1,027,040	$ -	$ 1,027,040

See notes to consolidated financial statements

WORTHINGTON ENTERPRISES, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Fiscal Years Ended May 31,		
	2026	**2025**	**2024**
Operating activities:			
Net earnings	$ 155,035	$ 94,970	$ 117,821
Adjustments to reconcile net earnings to net cash provided by operating activities:			
Depreciation and amortization	57,272	48,262	80,704
Impairment of goodwill and long-lived assets	-	50,813	34,377
Provision for (benefit from) deferred income taxes	8,439	(18,439)	2,762
Impairment of investment in note receivable	-	5,000	11,170
Loss on extinguishment of debt	-	-	1,534
Bad debt expense (income)	358	3,158	(450)
Equity in net income of unconsolidated affiliates, net of distributions	5,361	8,769	5,722
Net loss on sale of assets	3,290	277	28,980
Stock-based compensation	13,734	16,186	16,688
Unrealized loss on investment in marketable securities	975	-	-
Changes in assets and liabilities, net of impact of acquisitions:			
Receivables	7,706	(22,261)	50,078
Inventories	(11,557)	11,500	63,596
Accounts payable	3,820	619	(65,401)
Accrued compensation and employee benefits	(1,986)	1,807	468
Other operating items, net	(16,328)	9,083	(58,073)
Net cash provided by operating activities	226,119	209,744	289,976
Investing activities:			
Investment in property, plant and equipment	(55,913)	(50,580)	(83,527)
Acquisitions, net of cash acquired	(304,148)	(95,018)	(42,035)
Proceeds from sale of assets, net of selling costs	245	13,455	865
Investment in note receivable	-	-	(14,900)
Investment in non-marketable equity securities, net of distributions	(251)	(2,958)	(2,296)
Excess distributions from unconsolidated affiliate	-	-	1,085
Net cash used by investing activities	(360,067)	(135,101)	(140,808)
Financing activities:			
Dividends paid	(36,890)	(33,903)	(56,819)
Repurchase of common shares	(43,710)	(30,883)	-
Proceeds from issuance of common shares, net of tax withholdings	(5,948)	(4,007)	(11,399)
Principal payments on long-term obligations	(1,854)	-	(393,890)
Dividend from Worthington Steel at Separation	-	-	150,000
Distribution to Worthington Steel at Separation	-	-	(218,048)
Net proceeds from short-term borrowings, net of issuance costs	-	-	172,187
Payments to noncontrolling interests	-	-	(1,920)
Net cash used by financing activities	(88,402)	(68,793)	(359,889)
(Decrease) increase in cash and cash equivalents	(222,350)	5,850	(210,721)
Cash and cash equivalents at beginning of year	250,075	244,225	454,946
Cash and cash equivalents at end of year	$ 27,725	$ 250,075	$ 244,225

The cash flows related to discontinued operations have not been segregated. Accordingly, the consolidated statements of cash flows include the results from continuing and discontinued operations. See “Note B – Discontinued Operations” for a summarization of significant non-cash items related to discontinued operations.

See notes to consolidated financial statements.

WORTHINGTON ENTERPRISES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Fiscal Years Ended May 31, 2026, 2025 and 2024

(In thousands, except common share and per common share amounts)

Note A – Summary of Significant Accounting Policies

Basis of Consolidation - Our consolidated financial statements include the accounts of Worthington Enterprises and its consolidated subsidiaries. Significant intercompany accounts and transactions have been eliminated.

We own an 80% controlling interest in Halo, which we acquired on February 1, 2024. Halo is consolidated with the equity owned by the other joint venture members shown as "noncontrolling interests" in our consolidated balance sheets, and the other joint venture members' portions of net earnings and OCI are shown as net earnings or comprehensive income attributable to noncontrolling interests in our consolidated statements of earnings and consolidated statements of comprehensive income, respectively. Net earnings and total equity in periods prior to the Separation include the minority interest of Worthington Steel.

The Separation – On December 1, 2023, we completed the Separation of our former steel processing business into an independent publicly traded company, Worthington Steel, on a tax-free basis. Accordingly, the operating results of the former steel processing business are reported as discontinued operations for all periods presented prior to the Separation. All discussion within this Form 10-K, including amounts, percentages and disclosures for all periods presented, reflect only our continuing operations unless otherwise noted. In connection with the Separation, we entered into several agreements with Worthington Steel that govern our ongoing relationships, including a Trademark License Agreement, both a short-term and long-term Transition Services Agreement, and a Steel Supply and Services Agreement. Transactions governed by these agreements are considered to be related party transactions. See "Note T – Related Party Transactions" for additional information.

Deconsolidation of Sustainable Energy Solutions - On May 29, 2024, we became a noncontrolling equity partner in SES, an unconsolidated joint venture with Hexagon Composites, a leading global manufacturer of Type 4 composite cylinders used for storing gas under high-pressure, by selling 51% of the nominal share capital of our former Sustainable Energy Solutions operating segment in Europe. Pursuant to the transaction, Hexagon Composites acquired a 49% stake in the joint venture. Post-closing, we hold a 49%, noncontrolling interest in the joint venture, with the remaining 2% held by members of the existing management team of the joint venture. The joint venture, which combines two of Europe's market leaders in composite high-pressure storage technology, focuses on capitalizing on the global clean energy transition specific to the storage, transport and distribution of hydrogen and compressed natural gas.

Our 49% noncontrolling interest, which is accounted for under the equity method, does not qualify as a standalone operating segment and therefore will be reported within Other, as discussed further in "Note O – Segment Data." Additionally, upon closing, our Sustainable Energy Solutions operating segment, as historically operated, is no longer part of our management structure and therefore the financial position and results of operations of this business are presented within Other, on an historical basis, through May 29, 2024.

Our contribution to the SES joint venture consisted of the net assets of the former Sustainable Energy Solutions operating segment. Immediately prior to the contribution, we evaluated the goodwill and long-lived assets. An impairment charge of $32,203, including $14,210 related to goodwill, was recognized when the disposal group met the criteria as assets held for sale in the fourth quarter of fiscal 2024. Upon closing of the transaction, the contributed net assets were deconsolidated, resulting in a loss of $30,502 within restructuring expense, net in our fiscal 2024 consolidated statement of earnings, as summarized below.

Cash consideration	$ 11,986
Retained investment (at fair value)	31,367
Total consideration	43,353
Less: contributed net assets (at carrying value)	72,605
Loss on deconsolidation	(29,252)
Deal costs	(1,250)
Total loss on deconsolidation	**$ (30,502)**

During fiscal 2025, we incurred additional deal costs of $473 which were recorded within restructuring and other expense (income), net in our consolidated statement of earnings, as a true-up to the loss on deconsolidation.

During fiscal 2026, we divested our 49% interest in the composite business of the SES joint venture, resulting in a loss of $2,950, recorded in miscellaneous expense, net in the consolidated statement of earnings. In exchange for our interest in the divested assets, we received common shares of both Hexagon Composites and Hexagon Purus. Refer to "Note R – Fair Value Measurements" for information regarding the fair value measurement of these common shares.

Our retained minority ownership interest in the SES joint venture is accounted for under the equity method and was recorded at fair value as of the closing date. Our estimate of fair value was based on an enterprise valuation of the net assets of the business. For additional information regarding the fair value of our minority ownership interest in the SES joint venture, refer to "Note R – Fair Value Measurements."

Use of Estimates - The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in our consolidated financial statements and accompanying notes. Actual results could differ materially from those estimates. On an ongoing basis, we evaluate our estimates and base them on both historical and forward-looking assumptions.

Cash and Cash Equivalents - We consider all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents. At May 31, 2026, cash and cash equivalents included cash held in banks, and short-term, highly liquid investments. Our short-term investments are measured at fair value using the net asset value per share practical expedient, and accordingly, are not classified in the fair value hierarchy. Our cash held in banks is measured in the fair value hierarchy using Level 1 inputs.

Receivables - We review our receivables on an ongoing basis to ensure that they are properly valued and collectible. Expected lifetime credit losses on receivables are recognized at the time of origination. We estimate the allowance for credit losses based on the expected future credit losses using the internal historical loss information and observable and forecasted macroeconomic data.

The allowance for doubtful accounts is used to record the estimated risk of loss related to our customers' inability to pay. This allowance is maintained at a level that we consider appropriate based on factors that affect collectability, such as the financial health of our customers, historical trends of charge-offs and recoveries and current economic and market conditions. As we monitor our receivables, we identify customers that may have payment problems, and we adjust the allowance accordingly, with the offset to SG&A. Account balances are charged off against the allowance when recovery is considered remote. The allowance for doubtful accounts increased $403 during fiscal 2026 to $1,310.

While we believe our allowance for doubtful accounts is adequate, changes in economic conditions, the financial health of customers and bankruptcy settlements could impact our future earnings. If the economic environment and market conditions deteriorate, particularly in the end markets where our exposure is greatest, additional reserves may be required.

Inventories - Inventories are valued at the lower of cost or net realizable value. Cost is determined using the first-in, first-out method for all inventories. The assessment of net realizable value requires the use of estimates to determine cost to complete, normal profit margin and the ultimate selling price of inventory. During fiscal 2024, we recorded lower of cost or net realizable value adjustments in cost of goods sold for third-party sourced products whose cost exceeded their net realizable value by approximately $4,600. We believe our inventories were valued appropriately as of May 31, 2026 and May 31, 2025.

Property and Depreciation - Property, plant and equipment are carried at cost and depreciated using the straight-line method. Buildings and improvements are depreciated over 10 to 40 years and machinery and equipment over 3 to 20 years. Depreciation expense was $38,938, $34,490 and $36,793 during fiscal 2026, fiscal 2025 and fiscal 2024, respectively. Accelerated depreciation methods are used for income tax purposes.

Goodwill and Other Long-Lived Assets - We use the purchase method of accounting for all business combinations and recognize amortizable and indefinite-lived intangible assets separately from goodwill. The acquired assets and assumed liabilities in an acquisition are measured and recognized based on their estimated fair values at the date of acquisition, with goodwill representing the excess of the purchase price over the fair value of the identifiable net assets. A bargain purchase may occur, wherein the fair value of identifiable net assets exceeds the purchase price, and a gain is then recognized in the amount of that excess. Goodwill and intangible assets with indefinite lives are not amortized, but instead are tested for impairment annually, during the fourth quarter of each fiscal year, or more frequently if events or changes in circumstances indicate that impairment may be present. Application of goodwill impairment testing involves judgment, including but not limited to, the identification of reporting units and estimation of the fair value of each reporting unit. A reporting unit is defined as an operating segment or one level below an operating segment. We test goodwill at the operating segment level as we have determined that the characteristics of the reporting units within each operating segment are similar and allow for their aggregation in accordance with the applicable accounting guidance.

For goodwill and indefinite-lived intangible assets, we test for impairment by first evaluating qualitative factors including macroeconomic conditions, industry and market considerations, cost factors, and overall financial performance. If there are no potential impairments raised from this evaluation, no further testing is performed. If, however, our qualitative analysis indicates it is more likely than not that the fair value is less than the carrying amount, a quantitative analysis is performed. The quantitative analysis compares the fair value of each reporting unit or indefinite-lived intangible asset to the related carrying amount, and an impairment loss is recognized in our consolidated statements of earnings equivalent to the excess of the carrying amount over the fair value. Fair value is determined based on discounted cash flows or appraised values, as appropriate. Our policy is to first conduct a qualitative assessment to determine whether it is necessary to perform a quantitative impairment test.

We performed our annual impairment test of goodwill and other indefinite-lived intangible assets during the fourth quarter of fiscal 2026. Based on this assessment, we qualitatively concluded that the goodwill associated with our Building Products and Consumer Products reporting units was not impaired. Refer to "Note D – Goodwill and Other Long-Lived Assets" for additional information.

We review the carrying value of our long-lived assets, including intangible assets with finite useful lives, whenever events or changes in circumstances indicate that the carrying amount of an asset or asset group may not be recoverable. Recoverability is assessed by comparing the sum of the undiscounted future cash flows expected to result from the use and eventual disposition of the asset group to its carrying amount. If the sum of the undiscounted cash flows exceeds the carrying amount, no impairment is recognized. If the carrying amount exceeds the sum of the undiscounted future cash flows, the impairment loss is measured as the amount by which the carrying value exceeds fair value. Refer to "Note D – Goodwill and Other Long-Lived Assets" for additional information.

Long-lived assets classified as held for sale are reported at the lower of cost or fair value less costs to sell and are presented separately in our consolidated balance sheets. Assets are classified as held for sale when we have committed to a plan to sell the asset within one year and the asset is available for immediate sale in its present condition at a price reasonable in relation to its fair value.

Impairment testing for both goodwill and long-lived assets, including intangible assets with finite useful lives, is largely based on cash flow models that require significant judgment and require assumptions about future volume trends, revenue and expense growth rates; and, in addition, external factors such as changes in economic trends and cost of capital. Significant changes in any of these assumptions could impact the outcomes of the tests performed. Refer to "Note D – Goodwill and Other Long-Lived Assets" for additional information.

Equity Method Investments - Investments in affiliated companies over which we do not have a controlling financial interest, but have the ability to exercise significant influence, are accounted for using the equity method. We evaluate equity method investments for impairment whenever events or changes in circumstances indicate that the carrying value of the investment might not be recoverable. Indicators of potential impairment may include, but are not limited to, the inability of the investee to sustain earnings, continued operating losses, a significant decline in fair value relative to carrying amount, deterioration in the investee's financial condition, or changes in investor support or ownership structure. If the fair value of the investment is less than its carrying amount and such decline is not expected to be temporary, an impairment loss is recognized in the period in which the determination is made. See "Note C – Investments in Unconsolidated Affiliates" for additional information.

Leases - We account for leases in accordance with ASC 842, *Leases*. At inception, leases are classified as either operating or finance leases. ROU assets represent our right to use an underlying leased asset for the lease term, while lease liabilities represent our obligation to make lease payments arising from the lease. Operating lease ROU assets include any initial direct costs and prepayments, net of lease incentives. Lease terms include options to renew or terminate the lease when it is reasonably certain that we will exercise such options. As most of our leases do not include an implicit rate, we use our collateralized incremental borrowing rate, based on the information available at the lease commencement date, to determine the present value of lease payments. Operating lease expense is recognized on a straight-line basis over the lease term and is presented in cost of goods sold or SG&A depending on the underlying nature of the leased assets. For operating leases with variable payments based on an index or rate, we apply the index or rate in effect as of the lease commencement date. Variable lease payments not based on an index or rate are excluded from the lease liability and are recognized in the period in which the obligation for those payments is incurred. Leases with a term of 12 months or less are considered short-term leases. These leases are not recorded on our consolidated balance sheets and are expensed on a straight-line basis over the lease term. Refer to "Note S – Leases" for additional information.

Stock-Based Compensation - At May 31, 2026, we had stock-based compensation plans for our employees and our non-employee directors as described more fully in "Note K – Stock-Based Compensation." All share-based awards, including grants of stock options and restricted common shares, are recorded as expense in our consolidated statements of earnings over the vesting period based on their grant date fair values. Stock-based payment transactions are classified as equity-settled. Forfeitures are recognized as they occur.

Derivative Financial Instruments - We utilize derivative financial instruments to primarily manage exposure to certain risks related to our ongoing operations. The primary risks managed through the use of derivative financial instruments include interest rate risk, foreign currency exchange risk and commodity price risk. All derivatives are accounted for at fair value. The accounting treatment for changes in fair value depends on whether it has been designated as part of a qualifying hedging relationship and the nature of the hedge.

For derivatives designated as fair value hedges, gains and losses in fair value are recognized in current period earnings in the same income statement line as the underlying hedged item. For cash flow hedges, gains and losses in fair value are recorded in AOCI and subsequently reclassified into earnings when the hedged item affects earnings. For net investment hedges, gains and losses due to remeasurement are recorded as a foreign currency translation adjustment, a component of AOCI, and are not reclassified in earnings unless the related investment is sold or liquidated. For derivatives not designated as hedges, gains and losses are recognized in earnings immediately, based on the intent and economic exposure of the instrument. Cash flows related to derivative instruments are generally classified as operating activities in our consolidated statements of cash flows. Cash flows associated with net investment hedges are classified based on the nature of the hedging instrument. When a non-derivative instrument such as foreign currency-denominated debt is used, related cash receipts and payments, including proceeds from issuance and principal repayments, are presented within financing activities.

To qualify for hedge accounting, we formally document each hedging relationship, including the risk management objective and the strategy for undertaking the hedge, at inception. We only enter into derivative contracts with highly rated counterparties and monitor their credit ratings and exposure positions regularly. No credit loss is anticipated on existing instruments, and no material credit losses have been experienced to date.

We discontinue hedge accounting when it is determined that a derivative is no longer highly effective, is terminated, expires, or is de-designated. In all situations in which hedge accounting is discontinued and the derivative is retained, we continue to carry the derivative financial instrument at its fair value on our consolidated balance sheet and recognize any subsequent changes in its fair value in earnings immediately. If it becomes probable that a forecasted transaction will not occur, the related amounts previously recorded in AOCI are reclassified into current earnings.

Foreign Currency Transactions and Translations - Balance sheet accounts of our subsidiaries operating outside the U.S. that are accounted in a functional currency other than U.S. dollars are translated using the period end exchange rate. Net sales and expenses are translated at the average exchange rate in effect during each month. Foreign currency translation gains or losses are included as a component of AOCI and released to earnings only when the underlying currency exposure of the foreign subsidiary no longer exists. Gains or losses on transactions denominated in a currency other than a subsidiary's functional currency are recognized through earnings as a component of miscellaneous expense, net.

Strategic Investments - From time to time, we may make investments in both privately and publicly held equity securities in which we do not have a controlling interest or significant influence. These investments are recorded at fair value with changes in fair value recognized in net earnings below operating income. We have elected to record equity securities without readily determinable fair values at cost, less impairment, adjusted for observable price changes in orderly transactions for the identical or a similar investment of the same issuer.

Revenue Recognition - We recognize revenue in accordance with ASC 606, *Revenue from Contracts with Customers,* when control of the product transfers to the customer, which generally occurs upon shipment or delivery, depending on shipping terms. Customers typically place purchase orders or blanket purchase orders that specify price, quantity, payment terms and other conditions. For blanket purchase orders, pricing and terms are defined up front, and quantities are established through periodic releases issued by the customer.

We have elected the following practical expedients permitted under ASC 606:

- Incremental costs of obtaining a contract are expensed as incurred.
- Consideration is not adjusted for the effects of a significant financing component for contracts with an expected duration of one year or less.

Shipping and handling costs charged to customers are treated as fulfillment activities and are recorded in both net sales and cost of goods sold when control of the product transfers.

Returns, discounts, and other concessions related to product quality, delivery issues, or pricing adjustments are recorded as reductions to net sales in the same period the related revenue is recognized. Certain contracts include variable consideration, such as estimated returns, rebates, and volume discounts. These amounts are not constrained and are recognized using the expected value method, based on historical data, credit memo analysis, and other known factors.

When a performance obligation is satisfied before we have an unconditional right to invoice, we record a contract asset. If the right to consideration is unconditional, we record an unbilled receivable. There were no contract assets or unbilled receivables attributable to continuing operations as of May 31, 2026 or 2025.

We do not maintain contract liability balances, as our performance obligations are typically satisfied prior to receiving customer payment. Customer payments are generally due within 30 to 60 days of invoicing, which typically occurs upon shipment or delivery.

Taxes assessed by a governmental authority that are both imposed on and concurrent with a specific revenue-producing transaction, and that we collect from customers, are excluded from net sales.

Certain customer contracts include standard warranties. These warranties are not considered separate performance obligations. We record an estimated liability for warranty costs at the time control of the product transfers to the customer.

Our revenue recognition policies do not involve significant judgments related to the timing of satisfaction of performance obligations or the determination of transaction price.

Cost of Goods Sold - Cost of goods sold includes all direct and indirect costs associated with manufacturing and preparing products for sale. These costs include labor, inbound freight, purchasing and receiving, inspection, internal transfers, and distribution and warehousing of inventory. Additionally, cost of goods sold includes shop supplies, facility maintenance, manufacturing engineering, project management, and depreciation of assets used in the production process.

SG&A - SG&A includes selling, marketing, customer service, product management and other administrative functions that do not directly support manufacturing. SG&A also includes depreciation related to non-manufacturing assets. Corporate overhead costs included in SG&A consist of expenses for executive management, accounting, tax, treasury, corporate development, human resources, information technology, investor relations, legal, internal audit, and risk management. Advertising costs are expensed to SG&A as incurred. Advertising expense was $30,437, $28,235, and $29,618 for fiscal 2026, fiscal 2025 and fiscal 2024, respectively.

Statements of Cash Flows - Supplemental cash flow information was as follows for the prior three fiscal years:

	2026	2025	2024
Interest paid, net of amount capitalized	$ 12,455	$ 11,955	$ 17,644
Income taxes paid, net of refunds	48,614	39,582	81,446

We use the “cumulative earnings” approach to classify distributions received from unconsolidated joint ventures in our consolidated statements of cash flows. Under this method, distributions received from unconsolidated joint ventures are included in our consolidated statements of cash flows as operating activities, unless cumulative distributions exceed our share of cumulative equity in the investee’s net earnings. In such cases, the excess distributions are considered returns of investment and are classified as investing activities. In fiscal 2024, we classified $1,085 of excess dividends received from WAVE as an investing activity.

Income Taxes - We account for income taxes using the asset and liability method. This method requires recognition of deferred tax assets and liabilities for expected future tax consequences of temporary differences between the tax basis and the financial reporting basis of our assets and liabilities. We evaluate our deferred tax assets to determine whether it is more likely than not that all or a portion of the deferred tax assets will not be realized, and we record a valuation allowance where appropriate.

Tax benefits from uncertain tax positions are recognized in the financial statements only when they meet the recognition threshold of being more likely than not to be sustained upon examination. Such benefits are measured as the largest amount of benefit that has a greater than 50% likelihood of being realized upon ultimate settlement.

We maintain reserves for uncertain tax positions, including related interest and penalties, which may become payable as a result of audits by taxing authorities. These reserves are recorded in income tax expense. While we believe the tax positions taken in our previously filed tax returns are appropriate, we acknowledge that certain interpretations may be subject to challenge by taxing authorities. Accordingly, we reassess our reserves on a periodic basis and adjust them as necessary in response to developments such as the expiration of applicable statutes of limitations, the conclusion of tax audits, changes in estimated exposures based on current calculations, the identification of new issues, or the issuance of administrative guidance or court decisions that affect a specific tax matter.

Business Combinations - We account for business combinations using the acquisition method of accounting. Under this method, once control is obtained, the identifiable assets acquired and liabilities assumed are recorded at their respective fair values as of the acquisition date. Determining the fair values of acquired assets and assumed liabilities requires the use of significant estimates and assumptions, particularly when observable market data is not available. For intangible assets, we generally apply an income approach, which relies on unobservable inputs such as forecasted revenue growth, projected operating expenses, discount rates, customer attrition rates, royalty rates, and estimated useful lives. The excess of the purchase price over the fair value of net assets acquired is recorded as goodwill. Adjustments to the fair values of assets acquired or liabilities assumed may be recorded during the measurement period, which ends no later than one year from the acquisition date. Any such adjustments are recorded with a corresponding offset to goodwill. Subsequent adjustments identified after the end of the measurement period are recognized in earnings.

Self-Insurance Reserves - We self-insure or retain significant exposure for various risks, including product liability, product recall, cyber liability, pollution liability, workers' compensation, general liability, property damage, automobile liability, and employee medical claims. To manage our overall loss exposure, we purchase some stop-loss insurance that provides coverage for individual claims exceeding specified deductible thresholds. We maintain reserves for the estimated cost of resolving known claims, including those related to active product recalls or replacement programs, as well as for claims that have been incurred but not yet reported. These estimates are based on actuarial valuations that consider a variety of factors, including historical claim volume and settlement costs, current trends in claim frequency and severity, changes in our operations and workforce, general economic conditions, and other assumptions considered reasonable under the circumstances. Our reserve estimates may be affected if actual claim experience differs materially from these assumptions or historical trends.

Recently Adopted Accounting Standards

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*, which enhances the transparency of income tax disclosures, including expanded statutory-to-effective tax rate reconciliations and disaggregation of income taxes by jurisdiction. Effective May 31, 2026, we retrospectively adopted this guidance, resulting in an impact to our income tax disclosures. Refer to "Note M – Income Taxes" for additional information.

Recently Issued Accounting Pronouncements Not Yet Adopted

In November 2024, the FASB issued ASU 2024-03, "*Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures*," which expands the disclosure of significant costs and expenses. This ASU requires expanded disclosures of significant costs and expenditures within cost of goods sold and SG&A, including amounts of inventory purchased, employee compensation, depreciation, amortization and selling expenses. This ASU also requires expanded qualitative disclosures, including a description of selling expenses and a description of non-disaggregated expenses. This standard is effective for annual periods beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027. Early adoption is permitted. We expect this ASU to only impact our disclosures with no impact on our results of operations, cash flows and financial condition.

In September 2025, the FASB issued ASU 2025-06, "*Intangibles - Goodwill and Other - Internal-Use Software*," which modernizes and clarifies the threshold entities apply to begin capitalizing development costs for internal-use software. This guidance is effective for interim and annual periods beginning after December 15, 2027. Early adoption is permitted. We are evaluating the impact the adoption of this ASU will have on our results of operations, cash flows and financial condition.

In December 2025, the FASB issued ASU 2025-11, *"Interim Reporting (Topic 270): Narrow-Scope Improvements,"* which clarifies the application, form and content, and required disclosures for interim financial statements prepared in accordance with GAAP. The ASU improves the organization and clarity of Topic 270 by specifying interim reporting requirements, consolidating required interim disclosures and introducing a disclosure principle for events and changes occurring after the end of the most recent annual reporting period that have a material impact on the entity. This guidance is effective for interim reporting periods within annual reporting periods beginning after December 15, 2027 for public business entities. Early adoption is permitted. The amendments in this ASU are not expected to have a material effect on our results of operations, cash flows or financial condition.

Note B – Discontinued Operations

The following table summarizes the financial results from the discontinued operations of Worthington Steel for fiscal 2024. There were no discontinued operations for fiscal 2025 or fiscal 2026.

Net sales	$	1,670,027
Cost of goods sold		1,481,731
Gross profit		188,296
Selling, general and administrative expense		74,908
Impairment of long-lived assets		1,401
Separation costs		18,521
Operating income		93,466
Other income (expense)		
Miscellaneous income, net		1,016
Interest expense, net		(3,706)
Equity in net income of unconsolidated affiliate		12,735
Earnings before income taxes		103,511
Income tax expense		20,670
Net earnings		82,841
Net earnings attributable to noncontrolling interest		7,460
Net earnings attributable to controlling interest	$	75,381

As permitted under GAAP, the cash flows of Worthington Steel have not been segregated in our consolidated statements of cash flows in the periods prior to the Separation. Accordingly, our consolidated statements of cash flows in periods prior to the Separation do not agree to the respective balance sheet changes, which reflect the reclassification of Worthington Steel as a discontinued operation.

The following table summarizes significant non-cash operating items and capital expenditures related to discontinued operations as presented in the consolidated statements of cash flows for fiscal 2024. There were no discontinued operations during fiscal year 2025 or fiscal year 2026.

Significant non-cash operating items:		
Depreciation and amortization	$	32,043
Impairment of long-lived assets		1,401
Equity in income of unconsolidated affiliate, net of distributions		(12,735)
Net gain on sale of asset		(412)
Stock-based compensation		3,533
Significant investing activities:		
Investment in property, plant and equipment		(33,457)
Acquisitions, net of cash acquired		(21,013)
Significant financing activities:		
Net proceeds from short-term borrowings		172,187

Note C – Investments in Unconsolidated Affiliates

Investments in joint ventures that we do not control, either through majority ownership or otherwise, are unconsolidated affiliates and accounted for using the equity method. At May 31, 2026, we held investments in the following unconsolidated joint ventures: ClarkDietrich (25%); SES (49%); WAVE (50%); and Workhorse (20%).

On May 29, 2024, we became a noncontrolling equity partner in an unconsolidated joint venture with Hexagon Composites, a leading global manufacturer of Type 4 composite cylinders used for storing gas under high-pressure, by selling 51% of the nominal share capital of our former Sustainable Energy Solutions operating segment in Europe for cash consideration of $11,986. Pursuant to the transaction, Hexagon Composites acquired a 49% stake in the joint venture. As a result of the sale, we hold a 49%, noncontrolling interest in the SES joint venture, with the remaining 2% held by members of the existing management team of the joint venture. Immediately prior to the contribution, we evaluated the goodwill and long-lived assets. An impairment charge of $32,203 was recognized when the disposal group met the criteria as assets held for sale in the fourth quarter of fiscal 2024. Refer to “Note A – Summary of Significant Accounting Policies” for additional information.

On October 16, 2025, we divested our 49% interest in the composite business of the SES joint venture, resulting in a loss of $2,950, recorded in miscellaneous expense, net in the consolidated statement of earnings for fiscal 2026. In exchange for our interest in the divested assets, we received common shares of both Hexagon Composites and Hexagon Purus. Refer to “Note R – Fair Value Measurements” for information regarding the fair value measurement of these common shares.

We received distributions from unconsolidated affiliates totaling $139,992, $153,605, and $187,258 in fiscal 2026, fiscal 2025 and fiscal 2024, respectively.

We have received cumulative distributions from WAVE in excess of our investment balance, which resulted in a negative asset balance of $105,349 and $103,767 at May 31, 2026 and 2025, respectively. In accordance with the applicable accounting guidance, the negative balances have been reclassified to distributions in excess of investment in unconsolidated affiliate within our consolidated balance sheets. We will continue to record our equity in the net income of WAVE as a debit to the investment account. If our equity balance becomes positive in the future, it will again be shown as an asset on our consolidated balance sheets. If it becomes probable that any excess distribution may not be returned, upon joint venture liquidation or otherwise, the liability balance will be immediately recognized as income.

The WAVE and ClarkDietrich joint ventures are included within the Building Products segment, while the SES and Workhorse joint ventures are reported within Other. The following table presents summarized information regarding the financial position of our unconsolidated affiliates accounted for using the equity method as of May 31:

	2026	2025
WAVE		
Current assets	$ 118,169	$ 119,776
Noncurrent assets	82,698	90,546
Current liabilities	27,444	27,204
Noncurrent liabilities	381,004	387,302
Equity (deficit)	(207,581)	(204,184)
ClarkDietrich		
Current assets	$ 386,619	$ 377,854
Noncurrent assets	203,011	192,636
Current liabilities	181,165	165,484
Noncurrent liabilities	36,374	39,963
Equity	372,091	365,042
Other		
Current assets	$ 96,667	$ 110,518
Noncurrent assets	87,527	102,097
Current liabilities	61,166	52,147
Noncurrent liabilities	66,023	65,593
Equity	57,005	94,875

The following table presents summarized financial information for our unconsolidated affiliates for the fiscal years ended May 31:

	2026	2025	2024
WAVE			
Net sales	$ 518,903	$ 496,355	$ 479,153
Gross profit	314,291	300,881	286,228
Operating income	250,608	238,139	225,202
Depreciation and amortization	5,527	5,436	4,926
Interest expense, net	15,414	16,821	17,288
Income tax expense	312	341	267
Net earnings	235,584	221,487	205,976
ClarkDietrich			
Net sales	$ 1,160,669	$ 1,167,689	$ 1,308,517
Gross profit	180,593	243,556	326,616
Operating income	86,401	157,375	236,575
Depreciation and amortization	19,324	16,002	15,075
Interest (income) expense, net	(185)	(93)	171
Income tax (benefit) expense	(104)	1,265	2,250
Net earnings	87,506	163,182	239,309
Other			
Net sales	$ 280,198	$ 329,651	$ 317,185
Gross profit	21,680	24,745	36,648
Operating (loss) income	(8,404)	(6,249)	26,881
Depreciation and amortization	8,865	9,902	8,974
Interest expense, net	946	1,041	2,417
Income tax expense	395	132	744
Net (loss) earnings	(10,185)	(5,539)	22,952

At May 31, 2026 and 2025, $34,773 and $33,011, respectively, of our consolidated retained earnings represented undistributed earnings of investments accounted for under the equity method.

Note D – Goodwill and Other Long-Lived Assets

Goodwill

The following table summarizes the changes in the carrying amount of goodwill during the prior two fiscal years by reportable operating segment:

	Building Products	Consumer Products	Total Reportable Segments	Other	Total
Balance at May 31, 2024	$ 65,948	$ 265,647	$ 331,595	$ -	$ 331,595
Acquisitions and purchase accounting adjustments[1]	41,639	(237)	41,402	-	41,402
Translation adjustments	3,483	-	3,483	-	3,483
Balance at May 31, 2025	$ 111,070	$ 265,410	$ 376,480	$ -	$ 376,480
Acquisitions and purchase accounting adjustments[1]	118,402	-	118,402	-	118,402
Translation adjustments	5,902	-	5,902	-	5,902
Balance at May 31, 2026	$ 235,374	$ 265,410	$ 500,784	$ -	$ 500,784

(1) For additional information regarding our acquisitions, refer to "Note P – Acquisitions."

Accumulated goodwill impairment charges within Other totaled $212,500 as of May 31, 2026 and May 31, 2025, respectively.

Other Intangible Assets

Intangible assets with definite lives are amortized on a straight-line basis over their estimated useful lives, which range from 10 to 20 years. The following table summarizes other intangible assets by class as of the end of the prior two fiscal years:

	2026		2025	
	Cost	Accumulated Amortization	Cost	Accumulated Amortization
Indefinite-lived intangible assets:				
Trade names	$ 105,081	$ -	$ 83,981	$ -
Total indefinite-lived intangible assets	105,081	-	83,981	-
Definite-lived intangible assets:				
Patents	$ 7,000	$ 642	$ -	$ -
Trade names	16,374	2,535	8,004	923
Customer relationships	242,200	87,249	149,188	76,027
Non-compete agreements	5,208	3,073	2,708	2,708
Technology know-how	53,842	13,445	35,404	9,229
Total definite-lived intangible assets	324,624	106,944	195,304	88,887
Total intangible assets	$ 429,705	$ 106,944	$ 279,285	$ 88,887

Amortization expense totaled $17,096, $13,659, and $11,787 in fiscal 2026, fiscal 2025 and fiscal 2024, respectively.

Amortization expense for each of the next five fiscal years is estimated to be:

2027	$ 20,618
2028	$ 20,284
2029	$ 20,284
2030	$ 20,284
2031	$ 19,913

Impairment of Goodwill and Long-Lived Assets

The following section provides additional information on material impairment activity for the periods presented.

Fiscal 2025: During the fourth quarter of fiscal 2025, we determined that an impairment indicator was present for the long-lived assets of the GTI business within the Consumer Products operating segment, primarily due to uncertainties resulting from the imposition of tariffs on imported goods. We determined that intangible assets with a combined carrying amount of $59,711 were impaired and wrote them down to their estimated fair value of $9,661 resulting in a pre-tax impairment charge of $50,050. Fair value was based on expected future cash flows using Level 3 inputs under ASC 820. The cash flows are those expected to be generated by market participants, discounted at an appropriate rate for the risks inherent in those cash flow projections, or 14%. Our projections contain uncertainties as they require us to make assumptions about market comparables, future cash flows, and the appropriate discount rates to reflect the risk inherent in the future cash flows and to derive a reasonable enterprise value. The estimated future cash flows reflect our latest assumptions of the financial projections based on the current and anticipated tariff landscape, including estimates of revenue over the foreseeable future and long-term growth rates, and operating margins based on historical trends and future cost containment activities. Goodwill was tested separately at the Building Products and Consumer Products reporting unit level and was not impaired.

Fiscal 2024: On May 29, 2024, we became a noncontrolling equity partner in SES, a new unconsolidated joint venture with Hexagon Composites by selling 51% of the nominal share capital of our former Sustainable Energy Solutions operating segment in Europe. The book value of the disposal group exceeded its estimated fair market value (determined using Level 2 inputs), which resulted in the recording of a $32,203 impairment charge. Included in the impairment charge was goodwill with a book value of $14,210, which was deemed fully impaired and written off and long-lived assets with a carrying value of $46,215 which were written down to their estimated fair market value of $28,222.

Note E – Restructuring and Other Expense, Net

Restructuring activities consist of established programs that are intended to fundamentally change our operations. Our restructuring programs may include closing or consolidating production facilities or moving manufacturing of a product to another location, realignment of the management structure of a business unit in response to changing market conditions or general rationalization of headcount. Our restructuring activities generally give rise to employee-related costs, such as severance pay, and facility-related costs, such as exit costs and gains or losses on asset disposals but may include other incremental operating items associated with our ongoing businesses that are discrete in nature but incremental to our normal business activities.

A progression of the liabilities associated with our restructuring activities, combined with a reconciliation to the restructuring and other expense, net financial statement caption in our consolidated statement of earnings for fiscal 2026, is summarized below:

	Beginning Balance	Expense	Payments	Ending Balance
Early retirement and severance	$ 585	$ 941	$ (1,333)	$ 193
Other restructuring charges [(1)]	100	5,926	(6,026)	-
	$ 685	$ 6,867	$ (7,359)	$ 193
Net loss on sale of assets		233		
Restructuring and other expense, net		$ 7,100		

(1) During fiscal 2026 other restructuring charges consisted primarily of acquisition-related costs such as advisory, legal, and other professional fees.

The total liability as of May 31, 2026 is expected to be paid in the immediately following 12 months.

A progression of the liabilities associated with our restructuring activities, combined with a reconciliation to the restructuring and other expense, net financial statement caption in our consolidated statement of earnings for fiscal 2025, is summarized below:

	Beginning Balance	Expense	Payments	Ending Balance
Early retirement and severance	$ 188	$ 1,993	$ (1,596)	$ 585
Other restructuring charges [1]	-	1,235	(1,135)	100
	$ 188	$ 3,228	$ (2,731)	$ 685
Net loss on sale of assets		95		
Stock-based compensation [2]		2,665		
Change in fair value of Ragasco earnout [3]		4,536		
Restructuring and other expense, net		$ 10,524		

(1) During fiscal 2025, other restructuring charges consisted primarily of acquisition-related costs such as advisory, legal, and other professional fees.

(2) Reflects non-cash stock-based compensation expense related to the accelerated vesting of certain outstanding equity awards held by our former CEO upon his retirement, effective November 1, 2024.

(3) Reflects the change in fair value of the contingent liability associated with the Ragasco earnout arrangement covering the 12-month period ended December 31, 2024. See “Note P – Acquisitions” for additional information.

Note F – Contingent Liabilities and Commitments

We are defendants in certain legal actions. In the opinion of management, the outcome of these actions, which is not clearly determinable at the present time, would not significantly, both individually and in the aggregate, affect our consolidated financial position or future results of operations. We also believe that environmental issues will not have a material effect on our capital expenditures, consolidated financial position or future results of operations.

Note G – Guarantees

We do not have guarantees that we believe are reasonably likely to have a material current or future effect on our consolidated financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

At May 31, 2026, we had in place $9,204 of outstanding stand-by letters of credit issued to third-party service providers. The fair value of these guaranteed instruments, based on premiums paid, was not material and no amounts were drawn against them at May 31, 2026.

Note H – Debt

The following table summarizes our long-term debt outstanding at May 31, 2026 and 2025:

	2026	2025
2032 Notes	$ 200,000	$ 200,000
New Series A Senior Note	42,789	41,643
New Series B Senior Notes	64,125	62,407
Total debt	306,914	304,050
Unamortized discount and debt issuance costs	(1,018)	(1,182)
Total long-term debt	$ 305,896	$ 302,868

Maturities of long-term debt in the next five fiscal years, and the remaining years thereafter, are as follows:

2027	$ -
2028	-
2029	-
2030	34,977
2031	-
Thereafter	271,937
Total	$ 306,914

Long-Term Debt

On August 23, 2019, two of our European subsidiaries issued the Original Senior Notes. The Original Series A Senior Note was to be repaid in the principal amount of €30,000, together with accrued interest, on August 23, 2029, with the remaining €6,700 principal amount payable on August 23, 2031, together with accrued interest. The Original Series B Senior Notes were to be repaid in the aggregate principal amount of €23,300, together with accrued interest, on August 23, 2031, with the remaining €31,700 aggregate principal amount payable on August 23, 2034, together with accrued interest. Debt issuance costs of $134 were incurred in connection with the issuance of the Original Senior Notes and have been recorded on our consolidated balance sheets within long-term debt as a contra-liability. In anticipation of the Separation, on November 1, 2023, we amended the interest rate on both the Original Series A Senior Note, from 1.56% to 2.06%, and the Original Series B Senior Notes, from 1.90% to 2.40%. On May 17, 2024, in anticipation of the deconsolidation of our former Sustainable Energy Solutions operating segment, we entered into a Note Purchase and Exchange Agreement in which the holders of the Original Senior Notes agreed to exchange such notes as consideration for Worthington Enterprises to issue the New Senior Notes to the same holders of the Original Senior Notes through a private placement agreement pursuant to the terms of the Note Purchase and Exchange Agreement in the aggregate principal amounts of €36,700 and €55,000, respectively, and upon the same terms as the Original Senior Notes. The debt issuance costs for the New Senior Notes will continue to be amortized, through interest expense, in our consolidated statements of earnings over the same respective terms of the Original Senior Notes. The unamortized portion of the debt issuance costs were $67 and $77 at May 31, 2026 and 2025, respectively.

On July 28, 2017, we issued the 2032 Notes. The 2032 Notes bear interest at a rate of 4.30%. The 2032 Notes were sold to the public at 99.901% of the principal amount thereof, to yield 4.309% to maturity. We used a portion of the net proceeds from the offering to repay amounts outstanding under our revolving credit facility and revolving trade accounts receivable securitization facility in place at that time. We entered into an interest rate swap in June 2017, in anticipation of the issuance of the 2032 Notes. The interest rate swap had a notional amount of $150,000 to hedge the risk of changes in the semi-annual interest rate payments attributable to changes in the benchmark interest rate during the several days leading up to the issuance of the 2032 Notes. Upon pricing of the 2032 Notes, the derivative instrument was settled resulting in a gain of approximately $3,098, which was reflected in AOCI. Approximately $2,116 and $198 were allocated to debt issuance costs and the debt discount, respectively. The debt issuance costs and the debt discount have been recorded on our consolidated balance sheets within long-term debt as a contra-liability. Each will continue to be amortized, through interest expense, in our consolidated statements of earnings over the term of the 2032 Notes. The unamortized portions of the debt issuance costs and the debt discount were $870 and $81, respectively, at May 31, 2026 and $1,011 and $95, respectively, at May 31, 2025.

On April 15, 2014, we issued the 2026 Notes. During fiscal 2023, we purchased approximately $6,377 of the principal amount of the 2026 Notes in open market transactions, leaving $243,623 within long-term debt at May 31, 2023. On June 29, 2023, we notified the trustee under the indenture to which the 2026 Notes are subject that we had elected to redeem in full the 2026 Notes. On July 28, 2023, we redeemed, in full, the 2026 Notes at a price that approximated the par value of the debt of $243,623. In connection with the debt redemption, we recognized a non-cash loss of $1,534 related primarily to unamortized debt issuance costs and amounts deferred in AOCI associated with an interest rate swap executed prior to the issuance of the 2026 Notes.

On August 10, 2012, we issued the 2024 Notes. The 2024 Notes bore interest at a rate of 4.60%. On December 6, 2023, we used the proceeds received from Worthington Steel in connection with the Separation to pay off in full the 2024 Notes. The payoff amount consisted of $150,000 in principal plus accrued interest of $500.

Other Financing Arrangements

We maintain the Credit Facility, a $500,000 multi-year revolving credit facility, which was amended and restated on September 27, 2023, to extend the final maturity from August 20, 2026 to September 27, 2028, while keeping in place $500,000 in committed financing. We have the option to borrow at rates equal to an applicable margin over the Simple SOFR, the Prime Rate of PNC Bank, National Association or the Overnight Bank Funding Rate. The applicable margin is determined by our Total Leverage Ratio. There were no borrowings outstanding under the Credit Facility at May 31, 2026, leaving $500,000 available for use.

Note I – Comprehensive Income (Loss)

OCI: The following table summarizes the tax effects of each component of OCI for the prior three fiscal years:

	2026			2025			2024		
	Before-Tax	Tax	Net-of-Tax	Before-Tax	Tax	Net-of-Tax	Before-Tax	Tax	Net-of-Tax
Foreign currency translation	$ 6,548	$ 646	$ 7,194	$ 2,297	$ 953	$ 3,250	$ 10,578	$ 2	$ 10,580
Pension liability adjustment	120	(25)	95	(83)	159	76	9,603	(2,330)	7,273
Cash flow hedges	(590)	157	(433)	298	(28)	270	8,545	(2,048)	6,497
OCI	$ 6,078	$ 778	$ 6,856	$ 2,512	$ 1,084	$ 3,596	$ 28,726	$ (4,376)	$ 24,350

AOCI: The components of the changes in AOCI at the end of the prior two fiscal years were as follows:

	Foreign Currency Translation	Pension Liability Adjustment	Cash Flow Hedges	AOCI
Balance at May 31, 2024	$ (669)	$ (441)	$ 1,564	$ 454
OCI before reclassifications	2,297	(83)	689	2,903
Reclassification adjustments to income [(1)]	-	-	(391)	(391)
Income tax effect	953	159	(28)	1,084
Balance at May 31, 2025	$ 2,581	$ (365)	$ 1,834	$ 4,050
OCI before reclassifications	6,548	120	1,569	8,237
Reclassification adjustments to income [(1)]	-	-	(2,159)	(2,159)
Income tax effect	646	(25)	157	778
Balance at May 31, 2026	$ 9,775	$ (270)	$ 1,401	$ 10,906

(1) Cash flow hedges – disclosed in "Note Q – Derivative Instruments and Hedging Activities."

The estimated net amount of the gains recognized in AOCI at May 31, 2026, expected to be reclassified into net earnings within the succeeding 12 months is $484 (net of tax of $131). This amount was computed using the fair value of the cash flow hedges at May 31, 2026, and will change before actual reclassification from OCI to net earnings during fiscal 2027.

Note J – Equity

Preferred Shares: The Worthington Enterprises Amended Articles of Incorporation authorize two classes of preferred shares and their relative voting rights. The Board is empowered to determine the issue prices, dividend rates, amounts payable upon liquidation and other terms of the preferred shares when issued. No preferred shares are issued or outstanding.

Common Shares: On March 24, 2021, the Board authorized the repurchase of up to 10,000,000 common shares. These common shares may be repurchased from time to time, with consideration given to the market price of the common shares, the nature of other investment opportunities, cash flows from operations, general economic conditions and other relevant considerations. Repurchases may be made on the open market or through privately negotiated transactions. At May 31, 2026, 4,565,000 common shares were available for repurchase under the authorization. The repurchase authorization is not subject to a fixed expiration date.

During fiscal 2026, we repurchased 800,000 common shares at an aggregate cost of $43,710. During fiscal 2025, we repurchased 700,000 common shares at an aggregate cost of $30,883. We did not repurchase any common shares as part of publicly announced plans or programs during fiscal 2024.

Common shares in non-qualified plans: Our non-qualified deferred compensation plans for employees require that any portion of a participant's current account credited to the theoretical common share option, which reflects the fair value of the common shares with dividends reinvested, and any new contributions credited to the theoretical common share option remain credited to the theoretical common share option until distributed. For amounts credited to the theoretical common share option, payouts are required to be made in the form of whole common shares and cash in lieu of fractional common shares. As a result, we account for the deferred compensation obligation credited to the theoretical common share option within equity. The amounts recorded in equity totaled $219, $166 and $417 at May 31, 2026, 2025, and 2024 respectively.

Note K – Stock-Based Compensation

Under our stock-based compensation plans, we may grant incentive or non-qualified stock options, service-based restricted common shares, special PSAs, and performance shares to employees and non-qualified stock options and restricted common shares to non-employee directors. We classify share-based compensation expense within SG&A to correspond with the same financial statement caption as the majority of the cash compensation paid to employees who have been awarded common shares. A total of 8,558,849 common shares were authorized and available for issuance in connection with our stock-based compensation plans in place at May 31, 2026.

We recognized pre-tax stock-based compensation expense of $13,734 ($10,416 after-tax), $16,186 ($12,107 after-tax) and $16,688 ($14,999 after-tax) under our stock-based compensation plans during fiscal 2026, fiscal 2025 and fiscal 2024, respectively. Pre-tax stock-based compensation attributable to continuing operations was $13,155 during fiscal 2024. At May 31, 2026, the total unrecognized compensation cost related to non-vested awards was $26,271, which will be expensed over the next three fiscal years.

The Separation

In connection with the Separation, we adjusted our outstanding share-based awards in accordance with the terms of the Employee Matters Agreement. Adjustments to the underlying shares and terms of outstanding non-qualified stock options, service-based restricted common shares, special PSAs, and performance share awards were made to preserve the intrinsic value of the awards immediately before the Separation. The adjustment of the underlying shares and exercise prices, as applicable, was determined using a ratio based on the relative values of our pre-Distribution common share price and our post-Distribution common share price.

Non-Qualified Stock Options

Stock options may be granted to purchase common shares at not less than 100% of the fair market value of the underlying common shares on the grant date. All outstanding stock options are non-qualified stock options. The exercise price of all stock options granted has been set at 100% of the fair market value of the underlying common shares on the grant date. Generally, stock options granted to employees vest and become exercisable at the rate of 33% per year beginning one year from the grant date, and expire ten years after the grant date. Non-qualified stock options granted to non-employee directors vest and become exercisable on the earlier of (a) the first anniversary of the grant date or (b) the date on which the next annual meeting of shareholders of Worthington Enterprises is held following the grant date for any stock option granted as of the date of an annual meeting of shareholders of Worthington Enterprises. Stock options can be exercised through net-settlement, at the election of the option holder.

GAAP requires that all share-based awards be recorded as expense in the statement of earnings based on their grant date fair value. We calculate the fair value of our non-qualified stock options using the Black-Scholes option pricing model and certain assumptions. The computation of fair values for all stock options granted in fiscal 2025 and fiscal 2024 incorporates the following assumptions: expected volatility (based on the historical volatility of the common shares); risk-free interest rate (based on the U.S. Treasury strip rate for the expected term of the stock options); expected term (based on historical exercise experience); and dividend yield (based on annualized current dividends and an average quoted price of the common shares over the preceding annual period).

Due to the impact of the Separation on the comparability to the historical prices of the common shares, we used a comparable peer group to determine the expected volatility of the common shares granted in fiscal 2025. The risk-free interest rate is based on the U.S. Treasury strip rate for the expected term of the non-qualified stock options. The expected term was developed using historical exercise experience.

The table below sets forth the non-qualified stock options granted during each of the last three fiscal years. For each grant, the exercise price was equal to the closing market price of the underlying common shares at the respective grant date. The calculated pre-tax stock-based compensation expense for these stock options will be recognized on a straight-line basis over the three-year vesting period of the stock options.

	2026 [1]	2025	2024
Granted	n/a	54,200	58,000
Weighted average exercise price, per common share	n/a	$ 44.38	$ 68.68
Weighted average grant date fair value, per common share	n/a	$ 16.38	$ 25.61
Pre-tax stock-based compensation expense	n/a	$ 888	$ 1,485

(1) No non-qualified stock options were granted during fiscal 2026.

The weighted average fair value of stock options granted in fiscal 2026, fiscal 2025 and fiscal 2024 was based on the following weighted average assumptions:

	2026 [1]	2025	2024
Dividend yield	n/a	1.34%	2.34%
Expected volatility	n/a	36.90%	42.62%
Risk-free interest rate	n/a	3.97%	4.04%
Expected life (years)	n/a	6.0	6.0

(1) No non-qualified stock options were granted during fiscal 2026.

The following tables summarize our stock option activity for the prior three fiscal years:

	2026		2025		2024	
	Number of Stock Options	Weighted Average Exercise Price	Number of Stock Options	Weighted Average Exercise Price	Number of Stock Options	Weighted Average Exercise Price
Outstanding, beginning of year	421,618	$ 33.11	520,480	$ 29.67	573,330	$ 42.61
Converted to Worthington Steel common shares [1]	-	-	-	-	(61,032)	51.44
Separation related adjustment	-	-	-	-	254,361	-
Granted	-	-	54,200	44.38	58,000	68.68
Exercised	(31,763)	28.28	(151,646)	25.29	(296,664)	31.98
Forfeited	-	-	(1,416)	37.08	(7,515)	45.91
Outstanding, end of year	389,855	$ 33.51	421,618	$ 33.11	520,480	$ 29.67
Exercisable at end of year	359,640	$ 32.39	360,948	$ 31.34	400,879	$ 27.23

(1) Effective as of the Distribution, each outstanding stock option held by a then-current or former employee or service provider of Worthington Steel was converted into a stock option denominated in the common shares of Worthington Steel.

	Number of Stock Options	Weighted Average Remaining Contractual Life (In years)	Aggregate Intrinsic Value (In thousands)
May 31, 2026			
Outstanding	389,855	2.33	$ 9,075
Exercisable	359,640	1.88	$ 8,770
May 31, 2025			
Outstanding	421,618	3.24	$ 10,877
Exercisable	360,948	2.37	$ 9,952
May 31, 2024			
Outstanding	520,480	4.11	$ 14,245
Exercisable	400,879	2.82	$ 11,945

The total intrinsic value of stock options exercised during fiscal 2026 was $968. The total amount of cash received from the exercise of stock options during fiscal 2026 was $898, and the related excess tax benefit realized from share-based payment awards was $1,005.

The following table summarizes information about non-vested stock option awards for fiscal 2026:

	Number of Stock Options	Weighted Average Grant Date Fair Value Per Common Share
Non-vested, beginning of year	60,670	$ 16.23
Granted	-	-
Vested	(30,455)	15.04
Forfeited	-	-
Non-vested, end of year	30,215	$ 17.43

(1) Effective as of the Distribution, each outstanding stock option held by a then-current or former employee or service provider of Worthington Steel was converted into a stock option denominated in the common shares of Worthington Steel.

Service-Based Restricted Common Shares

Restricted common shares that contain service-based vesting conditions may be awarded to certain employees and non-employee directors. Service-based restricted common shares granted to employees cliff vest three years from the date of grant. Service-based restricted common shares granted to non-employee directors vest under the same parameters as discussed above with respect to non-qualified stock option grants. All service-based restricted common shares are valued at the closing market price of the common shares on the date of the grant.

The table below sets forth the service-based restricted common shares granted under the Plans during each of the past three fiscal years. The calculated pre-tax stock-based compensation expense for these restricted common shares will be recognized on a straight-line basis over their respective three-year service periods.

	2026	2025	2024
Granted	124,825	307,745	217,915
Weighted average grant date fair value, per common share	$ 58.16	$ 45.17	$ 64.45
Pre-tax stock-based compensation	$ 7,260	$ 13,901	$ 14,046

The following table summarizes the activity for service-based restricted common shares for the past three fiscal years:

	2026		2025		2024	
	Restricted Common Shares	Weighted Average Grant Date Fair Value	Restricted Common Shares	Weighted Average Grant Date Fair Value	Restricted Common Shares	Weighted Average Grant Date Fair Value
Outstanding, beginning of year	578,703	$ 41.15	574,832	$ 36.43	800,400	$ 47.39
Converted to Worthington Steel common shares [1]	-	-	-	-	(296,100)	51.46
Separation related adjustment	-	-	-	-	219,460	-
Granted	124,825	58.16	307,745	45.17	217,915	64.45
Vested	(258,110)	34.57	(289,772)	36.16	(344,870)	39.22
Forfeited	(10,623)	46.03	(14,102)	38.64	(21,973)	45.65
Outstanding, end of year	434,795	$ 49.82	578,703	$ 41.15	574,832	$ 36.43
Weighted average remaining contractual life of outstanding restricted common shares (in years)	1.09		1.19		1.13	
Aggregate intrinsic value of outstanding restricted common shares	$ 24,683		$ 34,091		$ 32,783	
Aggregate intrinsic value of restricted common shares vested during the year	$ 15,523		$ 12,744		$ 21,708	

(1) Effective as of the Distribution, each restricted stock award held by an employee or director of Worthington Steel was converted into a restricted stock award covering Worthington Steel common shares.

Special PSAs

Special PSAs consist of grants of performance-based restricted common shares to certain members of executive management that vest contingent upon the achievement of pre-determined market and service conditions. The fair value of special PSAs is estimated using a Monte-Carlo simulation model that incorporates key assumptions such as the risk-free interest rate, expected volatility and expected dividends. Compensation expense is recognized on a straight-line basis over the vesting period, regardless of whether the market condition is satisfied. Vesting is subject to continued service requirements through the vesting date.

The following weighted average assumptions were used to determine the grant date fair value of special PSAs granted in fiscal 2026, fiscal 2025, and fiscal 2024.

	2026	2025 [1]	2024
Dividend yield	1.19%	n/a	1.05%
Expected volatility	38.0%	n/a	33.9%
Risk-free interest rate	3.68%	n/a	4.52%

(1) No special PSAs were granted during fiscal 2025.

The following table summarizes our special PSAs for the past three fiscal years.

	2026		2025		2024	
	Special PSAs	Weighted Average Grant Date Fair Value	Special PSAs	Weighted Average Grant Date Fair Value	Special PSAs	Weighted Average Grant Date Fair Value
Outstanding, beginning of year	141,697	$ 40.57	260,384	$ 31.40	330,000	$ 22.03
Separation related adjustment	-	-	-	-	34,424	-
Granted	92,500	45.39	-	-	165,960	42.82
Vested	(15,737)	22.55	(78,687)	9.09	(270,000)	22.96
Forfeited	-	-	(40,000)	42.82	-	-
Outstanding, end of year	218,460	$ 43.91	141,697	$ 40.57	260,384	$ 31.40
Weighted average remaining contractual life of outstanding market-based common shares (in years)	1.38		1.66		2.11	
Aggregate intrinsic value of outstanding market-based common shares	$ 12,402		$ 8,347		$ 14,850	
Aggregate intrinsic value of market-based common shares vested during the year	$ 947		$ 3,363		$ 18,152	

Performance Shares

We have awarded performance shares to certain key employees under our stock-based compensation plans. These performance shares are earned based on the level of achievement with respect to a set of measurement criteria for corporate and business unit targets. The awards generally cover three-year performance periods ending May 31, 2026, 2027, and 2028. These performance share awards will be paid, to the extent earned, in common shares in the fiscal quarter following the end of the applicable three-year performance period. The fair values of our performance shares are determined by the closing market prices of the underlying common shares at the respective grant dates of the performance shares and the pre-tax stock-based compensation expense is based on our periodic assessment of the probability of the targets being achieved and our estimate of the number of common shares that will ultimately be issued. The ultimate pre-tax stock-based compensation expense to be recognized over the three-year performance period on all tranches will vary based on our periodic assessment of the probability of the targets being achieved.

The table below sets forth the performance shares we granted (at target levels) during fiscal 2026, fiscal 2025 and fiscal 2024:

	2026	2025	2024
Granted	53,130	42,100	116,353
Weighted average grant date fair value, per common share	$ 63.89	$ 44.36	$ 52.36
Pre-tax stock-based compensation expense	$ 3,395	$ 1,868	$ 6,093

The following table summarizes our performance share award activity for the past three fiscal years:

	2026		2025		2024	
	Performance Shares	Weighted Average Grant Date Fair Value	Performance Shares	Weighted Average Grant Date Fair Value	Performance Shares	Weighted Average Grant Date Fair Value
Outstanding, beginning of year	73,780	$ 41.16	140,526	$ 37.55	171,474	$ 46.37
Converted to Worthington Steel common shares [1]	-	-	-	-	(38,900)	56.99
Separation related adjustment	-	-	-	-	59,232	-
Granted [2]	53,130	63.89	75,854	41.34	116,353	52.36
Vested	(23,324)	32.57	(71,173)	37.74	(145,464)	38.91
Forfeited	(3,577)	33.03	(71,427)	37.66	(22,169)	40.18
Outstanding, end of year	100,009	$ 55.73	73,780	$ 41.16	140,526	$ 37.55
Weighted average remaining contractual life of outstanding performance shares (in years)	1.83		1.51		1.43	
Aggregate intrinsic value of outstanding performance shares	$ 5,678		$ 4,346		$ 8,014	
Aggregate intrinsic value of performance shares vested during the year	$ 3,439		$ 3,395		$ 10,165	

(1) Effective as of the Distribution, each performance share award held by an employee or director of Worthington Steel was converted into a restricted stock award covering Worthington Steel shares.

(2) Includes common shares related to previously granted awards that paid out at percentages above target levels.

Note L – Employee Retirement Plans

Defined Contribution Retirement Plans

We provide retirement benefits to employees mainly through defined contribution retirement plans. Eligible participants make pre-tax contributions based on elected percentages of eligible compensation, subject to annual addition and other limitations imposed by the Code and the various plans' provisions. Company contributions consist of employer matching contributions, annual or monthly employer contributions and discretionary contributions, based on individual plan provisions. We incurred charges of $9,991, $9,289, and $9,678 in fiscal 2026, fiscal 2025 and fiscal 2024, respectively, for our defined contribution retirement plans.

Note M – Income Taxes

Earnings before income taxes for the prior three fiscal years included the following components:

	2026	2025	2024
U.S. based operations	$ 200,396	$ 132,160	$ 107,643
Non – U.S. based operations	952	(3,351)	(33,636)
Earnings before income taxes	201,348	128,809	74,007
Plus: net loss attributable to noncontrolling interests [1]	1,050	1,083	263
Earnings before income taxes attributable to controlling interest	$ 202,398	$ 129,892	$ 74,270

(1) Net earnings attributable to noncontrolling interests are not taxable to us.

Significant components of income tax expense (benefit) for the three prior fiscal years were as follows:

	2026	2025	2024
Current			
Federal	$ 34,187	$ 44,669	$ 32,743
State and local	3,391	5,714	1,576
Foreign	296	1,894	1,666
Subtotal	37,874	52,277	35,985
Deferred			
Federal	7,840	(14,775)	(3,751)
State and local	609	(2,256)	3,801
Foreign	(10)	(1,407)	2,992
Subtotal	8,439	(18,438)	3,042
Total	$ 46,313	$ 33,839	$ 39,027

A reconciliation of the federal statutory corporate income tax rate to total tax provision upon adoption of ASU 2023-09 for the three prior fiscal years were as follows:

	2026		2025		2024	
Federal statutory corporate income tax rate	$ 42,504	21.0%	$ 27,277	21.0%	$ 15,597	21.0%
State and local income taxes, net of federal tax benefit [1]	4,000	2.0	3,458	2.7	5,377	7.2
Foreign tax effects	86	-	1,044	0.8	347	0.5
Nontaxable or Nondeductible Items						
Executive compensation	1,399	0.7	2,021	1.6	3,622	4.9
Excess benefit related to share-based payment awards	(750)	(0.4)	(745)	(0.6)	(1,643)	(2.2)
Spin-off transaction costs	-	-	-	-	5,588	7.5
Tax impact of SES impairment and deconsolidation	-	-	-	-	8,213	11.1
Changes in valuation allowance	1,151	0.6	2,686	2.1	2,346	3.2
Change in Uncertain Tax Benefits	(1,827)	(0.9)	(1,547)	(1.2)	257	0.3
Other	(250)	(0.1)	(355)	(0.3)	(677)	(0.9)
Effective tax rate attributable to controlling interest	$ 46,313	22.9%	$ 33,839	26.1%	$ 39,027	52.6%

(1) For the year ended May 31, 2026, state taxes in California, Illinois, and New York make up greater than 50% of the tax effect in this category. For the year ended May 31, 2025, state taxes in California and Illinois make up greater than 50% of the tax effect in this category. For the year ended May 31, 2024, state taxes in California, Wisconsin, New York, and Illinois make up greater than 50% of the tax effect in this category.

The above effective tax rate attributable to controlling interest excludes any impact from the inclusion of net earnings attributable to noncontrolling interests in our consolidated statements of earnings. The effective tax rate upon inclusion of net earnings attributable to noncontrolling interests was 23.0% for fiscal 2026. Net earnings attributable to noncontrolling interests are primarily a result of our acquisition of Halo in fiscal 2024. The earnings attributable to the noncontrolling interests in Halo do not generate tax expense to us since the investors in Halo's operations are taxed directly based on the earnings attributable to them.

Consolidated income taxes paid (net of refunds) consisted of the following for the years ended May 31:

	2026	2025	2024
Federal	$ 43,052	$ 32,500	$ 65,000
State and local	5,179	4,826	6,793
Foreign			
Portugal	*	2,261	*
Other foreign jurisdictions	383	(5)	9,653
Total	$ 48,614	$ 39,582	$ 81,446

* The amount of income taxes paid during the year does not meet the 5% disaggregation threshold.

Under applicable accounting guidance, a tax benefit may be recognized from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, including resolution of any related appeals or litigation processes, based on the technical merits of the position. Any tax benefits recognized in our financial statements from such a position were measured based on the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement.

There were no unrecognized tax benefits as of May 31, 2026, compared to $1,826 as of May 31, 2025, and $3,467 as of May 31, 2024, respectively. Unrecognized tax benefits are the differences between a tax position taken, or expected to be taken, in a tax return, and the benefit recognized for accounting purposes. Accrued amounts of interest and penalties related to unrecognized tax benefits are recognized as part of income tax expense within our consolidated statements of earnings. As of May 31, 2026, 2025 and 2024, we had accrued liabilities of $0, $564, and $881, respectively, for interest and penalties related to unrecognized tax benefits.

A tabular reconciliation of unrecognized tax benefits follows:

Balance at May 31, 2025	$ 1,826
Decreases - tax positions taken in prior years	(94)
Settlements	(61)
Lapse of statutes of limitations	(1,671)
Balance at May 31, 2026	$ -

During fiscal 2025, we filed an amended U.S. federal income tax return for fiscal year 2021 to carry back capital losses primarily generated as a result of the deconsolidation of our former Sustainable Energy Solutions operating segment. We have recognized an income tax receivable of $16,741 related to the anticipated refund and interest. Due to the size of the claim, the refund is subject to review by the Internal Revenue Service Joint Committee on Taxation.

The following is a summary of the tax years open to examination by major tax jurisdiction:

- U.S. Federal - 2021 and forward
- U.S. State and Local - 2022 and forward
- Portugal - 2022 and forward
- Norway - 2021 and forward

The components of our deferred tax assets and liabilities from continuing operations as of May 31 were as follows:

	2026	2025
Deferred tax assets		
Accounts receivable	$ 1,016	$ 731
Note receivable	3,985	4,026
Inventories	4,315	3,821
Accrued expenses	15,052	14,926
NOL carry forwards	5,054	5,562
Stock-based compensation	3,364	3,694
Derivative contracts	85	1,818
Operating lease - ROU liability	9,000	3,663
Capital loss	1,151	-
Interest expense carry forwards	2,943	137
Other	4,066	5,091
Total deferred tax assets	50,031	43,469
Valuation allowance for deferred tax assets	(10,118)	(10,477)
Net deferred tax assets	39,913	32,992
Deferred tax liabilities		
Property, plant and equipment	(30,935)	(27,057)
Intangibles	(73,870)	(67,076)
Investment in affiliated companies, principally due to undistributed earnings	(19,686)	(17,069)
Operating lease - ROU asset	(8,760)	(3,544)
Other	(2,475)	(1,146)
Total deferred tax liability	(135,726)	(115,892)
Net deferred tax liability	$ (95,813)	$ (82,900)

At May 31, 2026, we had tax benefits for federal NOL carry forwards of $1,636, with no expiration date, and tax benefits for state net NOL carry forwards of $3,418 that expire from fiscal 2027 to fiscal 2046.

The valuation allowance for deferred tax assets of $10,118 on May 31, 2026, is associated primarily with a note receivable, the federal NOL carry forward, and various state NOL carry forwards.

Based on our history of profitability, the scheduled reversal of deferred tax liabilities, and taxable income projections, we have determined that it is more likely than not that the remaining deferred tax assets are otherwise realizable.

The OECD introduced a global minimum tax of 15% on multi-national entities with global revenues in excess of EUR 750 million. We continue to evaluate the impact of these rules and do not believe they will have a material impact to the financial statements.

Note N – Earnings Per Share

The following table sets forth the computation of basic and diluted EPS for the prior three fiscal years:

	2026	2025	2024
Numerator (basic & diluted):			
Net earnings from continuing operations attributable to controlling interest	$ 156,085	$ 96,053	$ 35,243
Denominator (shares in thousands):			
Basic EPS from continuing operations - weighted average common shares	49,073	49,395	49,195
Effect of dilutive securities	643	736	1,153
Diluted EPS from continuing operations - weighted average common shares	49,716	50,131	50,348
Basic EPS from continuing operations	$ 3.18	$ 1.94	$ 0.72
Diluted EPS from continuing operations	$ 3.14	$ 1.92	$ 0.70

Stock options and restricted common shares covering an aggregate of 5,823, 99,785, and 46,778 common shares for fiscal 2026, fiscal 2025 and fiscal 2024, respectively, have been excluded from the computation of diluted EPS because the effect of their inclusion would have been anti-dilutive.

Note O – Segment Data

Our operations are organized under two operating segments: Building Products and Consumer Products. These operating segments correspond directly with our reportable segments, as described further below. Activity outside of our two operating segments is presented within Other and Unallocated Corporate, as described further below.

Our segment structure reflects the manner in which internally reported financial information is regularly reviewed by our CODM, who is our President and CEO, to evaluate the performance and allocate resources. Operating segments are identified based on the nature of the products and services offered, the management reporting structure, similarity of economic characteristics and certain quantitative measures as prescribed by authoritative accounting guidance. The CODM evaluates segment performance and makes resource allocation decisions based on adjusted EBITDA from continuing operations. Adjusted EBITDA from continuing operations is a non-GAAP financial measure, as described in the “Use of Non-GAAP Financial Measures” section preceding Part I, Item 1 of this Form 10-K. At the operating segment level, adjusted EBITDA from continuing operations excludes public company and other governance-related costs.

Building Products: Our Building Products segment is a market-leading provider of critical components in essential categories, including: (i) pressurized containment solutions for heating, cooking, cooling and water applications; (ii) HVAC systems; (iii) metal roofing clips; and (iv), through our unconsolidated joint ventures, WAVE and ClarkDietrich, ceiling suspension systems and light gauge metal framing products. Our pressurized containment solutions include refrigerant and LPG cylinders, well water and expansion tanks, and other specialty products which are generally sold to gas producers and distributors. Refrigerant gas cylinders are used to hold refrigerant gases for commercial, residential, and automotive air conditioning and refrigeration systems. LPG cylinders hold fuel for residential and light commercial heating systems, barbeque grills and recreational vehicle equipment, industrial forklifts and commercial/residential cooking (the latter, generally outside North America). Well water tanks and expansion tanks are used primarily in the residential market with certain products also sold to commercial markets. Specialty products include a variety of fire suppression tanks, chemical tanks, and foam and adhesive tanks. In fiscal 2026, Building Products generated approximately 62% of our consolidated net sales, compared to 57% and 50% in fiscal 2025 and fiscal 2024, respectively.

Consumer Products: Our Consumer Products segment has a diverse product offering in the tools, outdoor living and celebrations categories, including propane-filled cylinders for torches and related accessories, handheld torches, specialized hand tools and instruments, drywall tools, propane-filled camping cylinders, helium-filled balloon kits, and accessories and gas griddles and pizza ovens sold primarily to mass merchandisers, retailers and distributors. In fiscal 2026, Consumer Products generated approximately 38% of our consolidated net sales, compared to 43% and 40% in fiscal 2025 and fiscal 2024, respectively. Approximately 28% of fiscal 2026 Consumer Products net sales was attributable to our largest customer. Sales to this same customer accounted for approximately 10% of our consolidated net sales in fiscal 2026.

Other: Includes the activity of our SES and Workhorse unconsolidated joint ventures, as well as the activity of our former Sustainable Energy Solutions operating segment, on an historical basis, through May 29, 2024, when 51% of the nominal share capital was sold triggering the deconsolidation of corresponding net assets. Upon closing, this business, as historically operated, is no longer part of our management structure and therefore is not presented separately as a reportable segment.

Unallocated Corporate: Includes certain assets and liabilities (e.g., cash and cash equivalents and public debt) held at the corporate level as well as general corporate expenses that are not directly attributable to our business operations and are administrative in nature, such as public company and other governance-related costs that benefit the organization as a whole, have not been allocated to our operating segments and are held at the corporate level, including direct and incremental costs incurred in connection with the Separation but not attributed to discontinued operations in fiscal 2024.

The accounting policies of the operating segments are described in "Note A – Summary of Significant Accounting Policies." Inter-segment sales are not material.

The following tables present financial information for both of our operating segments, consistent with the level of disaggregation regularly reviewed by the CODM for performance evaluation and resource allocation.

	2026					
	Building Products	Consumer Products	Total Reportable Segments	Other	Unallocated Corporate	Consolidated
Net sales	$ 861,456	$ 519,836	$ 1,381,292	$ -	$ -	$ 1,381,292
Cost of goods sold	665,637	337,266	1,002,903	-	114	1,003,017
SG&A	144,486	110,975	255,461	-	39,505	294,966
Restructuring and other expense, net	1,074	10	1,084	-	6,016	7,100
Other segment items [1]	55	8	63	3,925	5,504	9,492
Equity in net income of unconsolidated affiliates	139,940	-	139,940	(5,309)	-	134,631
Earnings (loss) before income taxes from continuing operations	$ 190,144	$ 71,577	$ 261,721	$ (9,234)	$ (51,139)	$ 201,348
Reconciling items to adjusted EBITDA from continuing operations [2]						
Amortization of inventory step-up	$ 5,151	$ -	$ 5,151	$ -	$ -	$ 5,151
Depreciation and amortization	40,684	15,789	56,473	-	799	57,272
Interest expense (income)	383	(6)	377	-	5,871	6,248
Stock-based compensation	2,874	2,737	5,611	-	8,123	13,734
Restructuring and other expense, net	1,074	10	1,084	-	6,016	7,100
Non-cash losses in miscellaneous expense, net	-	-	-	3,925	-	3,925
Net loss attributable to noncontrolling interest	-	1,050	1,050	-	-	1,050
Adjusted EBITDA from continuing operations	$ 240,310	$ 91,157	$ 331,467	$ (5,309)	$ (30,330)	$ 295,828

	2025					
	Building Products	Consumer Products	Total Reportable Segments	Other	Unallocated Corporate	Consolidated
Net sales	$ 654,137	$ 499,625	$ 1,153,762	$ -	$ -	$ 1,153,762
Cost of goods sold	510,962	323,659	834,621	-	106	834,727
SG&A	116,183	114,681	230,864	-	37,549	268,413
Impairment of long-lived assets	763	50,050	50,813	-	-	50,813
Restructuring and other expense, net	1,500	-	1,500	-	9,024	10,524
Other segment items [1]	(780)	27	(753)	5,000	1,065	5,312
Equity in net income of unconsolidated affiliates	150,895	-	150,895	(6,059)	-	144,836
Earnings (loss) before income taxes from continuing operations	$ 176,404	$ 11,208	$ 187,612	$ (11,059)	$ (47,744)	$ 128,809
Reconciling items to adjusted EBITDA from continuing operations [2]						
Amortization of inventory step-up	$ 1,477	$ -	$ 1,477	$ -	$ -	$ 1,477
Depreciation and amortization	30,070	17,418	47,488	-	774	48,262
Interest (income) expense	(78)	-	(78)	-	2,168	2,090
Stock-based compensation	2,695	2,917	5,612	-	7,909	13,521
Impairment of long-lived assets	763	50,050	50,813	-	-	50,813
Restructuring and other expense, net	1,500	-	1,500	-	9,024	10,524
Non-cash losses in miscellaneous expense, net	-	-	-	5,000	-	5,000
Non-recurring loss in equity income	-	-	-	3,387	-	3,387
Net loss attributable to noncontrolling interest	-	1,083	1,083	-	-	1,083
Adjusted EBITDA from continuing operations	$ 212,831	$ 82,676	$ 295,507	$ (2,672)	$ (27,869)	$ 264,966

	2024					
	Building Products	Consumer Products	Total Reportable Segments	Other	Unallocated Corporate	Consolidated
Net sales	$ 618,973	$ 495,259	$ 1,114,232	$ 131,471	$ -	$ 1,245,703
Cost of goods sold	497,311	335,069	832,380	129,061	(757)	960,684
SG&A	107,009	113,960	220,969	16,259	46,243	283,471
Impairment of goodwill and long-lived assets	772	-	772	32,203	-	32,975
Restructuring and other expense (income), net	714	(2,000)	(1,286)	30,613	-	29,327
Separation costs	-	-	-	-	12,705	12,705
Other segment items [1]	(88)	78	(10)	17,799	2,461	20,250
Equity in net income of unconsolidated affiliates	163,126	-	163,126	4,590	-	167,716
Earnings (loss) before income taxes from continuing operations	$ 176,381	$ 48,152	$ 224,533	$ (89,874)	$ (60,652)	$ 74,007
Reconciling items to adjusted EBITDA from continuing operations [2]						
Amortization of inventory step-up	$ -	$ 50	$ 50	$ -	$ -	$ 50
Depreciation and amortization	23,805	16,512	40,317	7,283	1,063	48,663
Interest expense	-	-	-	-	1,587	1,587
Stock-based compensation	2,826	1,964	4,790	-	8,365	13,155
Corporate costs eliminated at separation	4,650	4,707	9,357	-	9,986	19,343
Impairment of goodwill and long-lived assets	772	-	772	32,203	-	32,975
Restructuring and other expense (income), net	714	(2,000)	(1,286)	30,613	-	29,327
Separation costs	-		-	-	12,705	12,705
Non-cash losses in miscellaneous income	-	-	-	19,180	-	19,180
Non-recurring (gain) loss in equity income	980	-	980	(2,720)	-	(1,740)
Loss on extinguishment on debt	-	-	-	-	1,534	1,534
Net loss attributable to noncontrolling interest	-	263	263	-	-	263
Adjusted EBITDA from continuing operations	$ 210,128	$ 69,648	$ 279,776	$ (3,315)	$ (25,412)	$ 251,049

(1) Except as noted herein, Other segment items consist of non-operating activity included in adjusted EBITDA from continuing operations. In fiscal 2026 Other segment items also included certain non-cash losses in Miscellaneous expense, net related to the divestiture of the composite assets of our SES joint venture, including the unrealized loss on the common shares of Hexagon Composites and Hexagon Purus that we received as consideration. These charges were excluded from adjusted EBITDA from continuing operations as shown in the Reconciling items to adjusted EBITDA from continuing operations section in the tables above for fiscal 2026. See “Use of Non-GAAP Financial Measures and Definitions” for additional information.

(2) See “Use of Non-GAAP Financial Measures and Definitions” for additional information.

Total assets for each of our operating segments as of the end of the past two fiscal years were as follows:

	May 31,	
	2026	2025
Building Products	$ 1,170,522	$ 795,837
Consumer Products	535,693	531,187
Total reportable segments	1,706,215	1,327,024
Unallocated Corporate and Other	141,849	368,128
Total	$ 1,848,064	$ 1,695,152

The following table presents property, plant and equipment, net, by geographic region as of the end of the past two fiscal years:

	May 31,	
	2026	2025
United States	$ 259,854	$ 223,117
International	51,040	47,109
Total	$ 310,894	$ 270,226

The following table presents net sales by geographic region for the past three fiscal years:

	2026	2025	2024
United States	$ 1,216,926	$ 891,428	$ 923,556
International	164,366	262,334	322,147
Total	$ 1,381,292	$ 1,153,762	$ 1,245,703

The following table presents capital expenditures for each of our reportable segments for the past three fiscal years:

	2026	2025	2024
Building Products	$ 23,325	$ 15,050	$ 14,447
Consumer Products	29,680	28,330	20,945
Total reportable segments	53,005	43,380	35,392
Unallocated Corporate	2,908	7,200	12,029
Total	$ 55,913	$ 50,580	$ 47,421

Note P – Acquisitions

LSI (fiscal 2026)

On January 16, 2026, we acquired LSI, one of the largest U.S. manufacturers of standing-seam metal roof clips and retrofit components in the commercial roof market. The purchase price was $206,559, net of cash acquired, and includes an estimated tax equalization payment of approximately $3,000 that was not settled at closing. The purchase price is subject to customary post-closing adjustments. LSI operates as part of the Building Products operating segment and its results have been included in our consolidated statements of earnings since the date of acquisition.

The information included herein is based on the preliminary allocation of the purchase price using estimates of the fair value and useful lives of the assets acquired. The purchase price allocation is subject to further adjustment until all pertinent information regarding the assets acquired is fully evaluated by us, including but not limited to, the fair value accounting. As of May 31, 2026, the purchase price allocation remains open for adjustments related to the tax equalization payment.

The assets acquired and liabilities assumed were recognized at their estimated acquisition-date fair values, with goodwill representing the excess of the purchase price over the fair value of the net identifiable assets acquired. The purchase price includes the fair values of other assets that were not identifiable, not separately recognizable under GAAP (e.g., assembled workforce) or of immaterial value. The purchase price also includes strategic and synergistic benefits (i.e., investment value) specific to us, which resulted in a purchase price in excess of the fair value of the identifiable net assets. This additional investment value resulted in goodwill, which is expected to be deductible for income tax purposes. During fiscal 2026, we incurred approximately $2,806 of acquisition-related costs associated with the LSI transaction, which are recorded in restructuring and other expense, net in our consolidated statement of earnings.

In connection with the acquisition of LSI, we identified and valued the following intangible assets:

Category	Amount	Useful Life (Years)
Customer relationships	$ 70,600	12-20
Trade name	21,100	Indefinite
Technological know-how	16,100	10
Non-compete agreement	800	5
Total acquired identifiable assets	$ 108,600	

The following table summarizes the consideration paid, as of May 31, 2026, and the preliminary fair value assigned to the assets and liabilities assumed at the LSI acquisition date:

	Preliminary Valuation	Measurement Period Adjustments	Revised Valuation
Cash and cash equivalents	$ 398	$ -	$ 398
Accounts receivable	4,434	(35)	4,399
Inventory	9,871	-	9,871
Other current assets	95	-	95
Property, plant and equipment	8,941	-	8,941
Operating lease assets	6,715	-	6,715
Intangible assets	108,600	-	108,600
Total identifiable assets	139,054	(35)	139,019
Accounts payable	(1,668)	-	(1,668)
Current operating lease liability	(177)	-	(177)
Accrued expenses	(1,127)	-	(1,127)
Noncurrent operating lease liability	(6,568)	-	(6,568)
Net identifiable assets	129,514	(35)	129,479
Goodwill	76,948	530	77,478
Total purchase price	206,462	495	206,957
Less: estimated tax equalization payment	3,000	-	3,000
Cash purchase price	$ 203,462	$ 495	$ 203,957

Hydrostat (fiscal 2026)

On December 3, 2025, we acquired Hydrostat's propane distribution and refurbishment assets. The purchase price was approximately $9,300, subject to customary post-closing adjustments. In connection with the acquisition of these assets, we recognized total intangible assets of $7,647, consisting of customer relationships of $2,000 and goodwill of $5,647. The remaining purchase price was allocated primarily to working capital and fixed assets. This business operates as part of the Building Products operating segment and its results have been included in our consolidated statements of earnings since the date of acquisition.

Elgen (fiscal 2026)

On June 18, 2025, we acquired Elgen, a leading provider of HVAC parts and components, ductwork, and structural framing used primarily in commercial building applications across North America. The purchase price was $90,734, net of cash acquired. Elgen operates as part of the Building Products operating segment and its results have been included in our consolidated statements of earnings since the date of acquisition.

The assets acquired and liabilities assumed were recognized at their estimated acquisition-date fair values, with goodwill representing the excess of the purchase price over the fair value of the net identifiable assets acquired. The purchase price includes the fair values of other assets that were not identifiable, not separately recognizable under GAAP (e.g., assembled workforce) or of immaterial value. The purchase price also includes strategic and synergistic benefits (i.e., investment value) specific to us, which resulted in a purchase price in excess of the fair value of the identifiable net assets. This additional investment value resulted in goodwill, which is not expected to be deductible for income tax purposes. During fiscal 2026, we incurred approximately $1,335 of acquisition-related costs associated with the Elgen transaction, which are recorded in restructuring and other expense, net in our consolidated statement of earnings.

In connection with the acquisition of Elgen, we identified and valued the following intangible assets:

Category	Amount	Useful Life (Years)
Customer relationships	$ 18,200	15
Trade name	7,900	10
Patents	7,000	10
Non-compete agreement	1,700	5
Total acquired identifiable assets	$ 34,800	

The following table summarizes the consideration paid and the final fair value assigned to the assets and liabilities assumed at the Elgen acquisition date.

	Preliminary Valuation	Measurement Period Adjustments	Final Valuation
Cash and cash equivalents	$ 1,093	$ -	$ 1,093
Accounts receivable	12,751	868	13,619
Inventory	16,351	(310)	16,041
Other current assets	1,605	(124)	1,481
Property, plant and equipment	11,941	(308)	11,633
Operating lease assets	21,196	162	21,358
Intangible assets	34,400	400	34,800
Total identifiable assets	99,337	688	100,025
Accounts payable	(11,364)	-	(11,364)
Current operating lease liability	(2,225)	(17)	(2,242)
Accrued expenses	(4,465)	(1,125)	(5,590)
Noncurrent operating lease liability	(19,041)	(146)	(19,187)
Deferred income taxes	(3,582)	(1,510)	(5,092)
Net identifiable assets	58,660	(2,110)	56,550
Goodwill	33,617	1,660	35,277
Total purchase price	$ 92,277	$ (450)	$ 91,827

Ragasco (fiscal 2025)

On June 3, 2024, we acquired Ragasco, a leading global manufacturer of composite propane cylinders based in Norway. The total purchase price, after adjustment for final working capital, consisted of cash consideration of $108,563, of which $11,343 was on deposit at May 31, 2024, and contingent consideration tied to calendar 2024 results with an estimated acquisition-date fair value of $7,139. The contingent liability was settled in March 2025 for approximately $11,500, resulting in a charge of $4,536 within restructuring and other expense, net. Ragasco operates as part of the Building Products operating segment and its results have been included in our consolidated statements of earnings since the date of acquisition. Pro forma results, including the acquired business since the beginning of fiscal 2023, would not be materially different from reported results.

The assets acquired and liabilities assumed were recognized at their estimated acquisition-date fair values, with goodwill representing the excess of the purchase price over the fair value of the net identifiable assets acquired. The purchase price includes the fair values of other assets that were not identifiable, not separately recognizable under accounting rules (e.g., assembled workforce) or of immaterial value. The purchase price also includes strategic and synergistic benefits (i.e., investment value) specific to us, which resulted in a purchase price in excess of the fair value of the identifiable net assets. This additional investment value resulted in goodwill, which is not expected to be deductible for income tax purposes.

In connection with the acquisition of Ragasco, we identified and valued the following intangible assets:

Category	Amount	Useful Life (Years)
Trade name	$ 4,379	10
Technological know-how	14,659	10
Customer relationships	12,660	15
Total acquired identifiable intangible assets	$ 31,698	

The following table summarizes the consideration paid and the final fair value assigned to the assets and liabilities assumed at the acquisition date.

	Preliminary Valuation	Measurement Period Adjustments	Final Valuation
Cash and cash equivalents	$ 1,925	$ -	$ 1,925
Accounts receivable	8,554	-	8,554
Inventory	16,403	-	16,403
Other current assets	990	-	990
Property, plant and equipment	27,325	-	27,325
Operating lease assets	8,834	-	8,834
Deferred income taxes	365	-	365
Intangible assets	32,840	(1,142)	31,698
Total identifiable assets	97,236	(1,142)	96,094
Accounts payable	(4,885)	-	(4,885)
Current operating lease liability	(980)	-	(980)
Accrued expenses	(6,344)	-	(6,344)
Noncurrent operating lease liability	(7,886)	-	(7,886)
Deferred income taxes	(9,226)	251	(8,975)
Other liabilities	(100)	-	(100)
Net identifiable assets	67,815	(891)	66,924
Goodwill	40,748	891	41,639
Purchase price	$ 108,563	$ -	$ 108,563

Halo (fiscal 2024)

On February 1, 2024, we acquired an 80% controlling interest in Halo, a newly formed joint venture with HPG, for total cash consideration of $9,588. The remaining 20% noncontrolling interest was retained by HPG. Halo is an asset-light business with technology-enabled solutions in the outdoor cooking space with products that include Halo branded pizza ovens, pellet grills, griddles and other accessories. Halo is part of the Consumer Products operating segment and its operating results have been included in our consolidated statement of earnings since the date of acquisition. Pro forma results, including the acquired business since the beginning of fiscal 2023, would not be materially different than the reported results.

The assets acquired and liabilities assumed were recognized at their estimated acquisition-date fair values, with goodwill representing the excess of the purchase price over the fair value of the net identifiable assets acquired. The purchase price includes the fair values of other assets that were not identifiable, not separately recognizable under accounting rules (e.g., assembled workforce) or of immaterial value. The purchase price also includes strategic and synergistic benefits (i.e., investment value) specific to us, which resulted in a purchase price in excess of the fair value of the identifiable net assets. This additional investment value resulted in goodwill which will be deductible by us for income tax purposes.

In connection with the acquisition of Halo, we identified and valued the following intangible assets:

Category	Amount	Useful Life (Years)
Trade name	$ 3,500	10
Product design/know-how	800	8
Customer relationships	200	8
Total acquired identifiable intangible assets	$ 4,500	

The following table summarizes the consideration transferred and the estimated fair value assigned to the assets acquired and liabilities assumed at the acquisition date. These amounts reflect various preliminary fair value estimates and assumptions, including preliminary work performed by a third-party valuation specialist, and are subject to change within the measurement period as the valuation is finalized. The primary areas of preliminary purchase price allocation subject to change relate to the valuation of acquired tangible assets and liabilities, identification and valuation of residual goodwill and tax effects of acquired assets and assumed liabilities.

	Preliminary Valuation	Measurement Period Adjustments	Final Valuation
Cash	$ 73	$ -	$ 73
Accounts receivable	255	-	255
Inventories	5,511	269	5,780
Property, plant and equipment	1,732	-	1,732
Intangible assets	4,500	-	4,500
Total identifiable assets	12,071	269	12,340
Accounts payable	(7,363)	17	(7,346)
Other accrued items	(1,099)	-	(1,099)
Net identifiable assets	3,609	286	3,895
Goodwill	8,302	(212)	8,090
Net assets	11,911	74	11,985
Noncontrolling interest	(2,392)	(5)	(2,397)
Total cash consideration	$ 9,519	$ 69	$ 9,588

Unaudited Pro Forma Information

The following unaudited pro forma financial information presents combined results of operations for each of the periods presented as if the fiscal 2026 acquired businesses, described above in "Note P – Acquisitions", had taken place at the beginning of fiscal 2025. The unaudited pro forma information presented below is for informational purposes only and is not necessarily indicative of our consolidated results of operations of the combined business had the acquisitions occurred at the beginning of fiscal 2025 or of the results of our future operations of the combined business.

	Fiscal Year Ended May 31,	
	2026	**2025**
Pro forma net sales	$ 1,426,347	$ 1,321,100
Pro forma net earnings	168,872	100,174

The fiscal 2026 acquired businesses contributed net sales of $121,666 and net earnings of $2,544 to our consolidated results of operations in fiscal 2026 from their respective acquisition dates through May 31, 2026.

Note Q – Derivative Instruments and Hedging Activities

We utilize derivative financial instruments to primarily manage exposure to certain risks related to our ongoing operations. The primary risks managed through the use of derivative financial instruments include interest rate risk, foreign currency exchange risk and commodity price risk. While certain of our derivative financial instruments are designated as hedging instruments, we also enter into derivative financial instruments that are designed to hedge a risk, but are not designated as hedging instruments and therefore do not qualify for hedge accounting. These derivative financial instruments are adjusted to current fair value through earnings at the end of each period.

Interest Rate Risk Management – We are exposed to the impact of interest rate changes. Our objective is to manage the impact of interest rate changes on cash flows and the market value of our borrowings. We utilize a mix of debt maturities along with both fixed-rate and variable-rate debt to manage changes in interest rates. In addition, we enter into interest rate swaps to further manage our exposure to interest rate variations related to our borrowings and to lower our overall borrowing costs.

Foreign Currency Exchange Risk Management – We conduct business in several major international currencies and are, therefore, subject to risks associated with changing foreign currency exchange rates. We enter into various contracts that change in value as foreign currency exchange rates change to manage this exposure. Such contracts limit exposure to both favorable and unfavorable foreign currency exchange rate fluctuations. The translation of foreign currencies into U.S. dollars also subjects us to exposure related to fluctuating foreign currency exchange rates; however, derivative financial instruments are not used to manage this risk.

Commodity Price Risk Management – We are exposed to changes in the price of certain commodities, including steel, natural gas, copper, zinc, aluminum and other raw materials, and our utility requirements. Our objective is to reduce earnings and cash flow volatility associated with forecasted purchases and sales of these commodities to allow management to focus its attention on business operations. Accordingly, we enter into derivative financial instruments to manage the associated price risk.

We are exposed to counterparty credit risk on all of our derivative financial instruments. Accordingly, we have established and maintain strict counterparty credit guidelines. We have credit support agreements in place with certain counterparties to limit our credit exposure. These agreements require either party to post cash collateral if its cumulative market position exceeds a predefined liability threshold. Amounts posted to the margin accounts accrue interest at market rates and are required to be refunded in the period in which the cumulative market position falls below the required threshold. Our net position with these counterparties fell below the predefined threshold in fiscal 2026, fiscal 2025 and fiscal 2024. We do not have significant exposure to any one counterparty and management believes the risk of loss is remote and, in any event, would not be material.

Refer to "Note R – Fair Value Measurements" for additional information regarding the accounting treatment for our derivative financial instruments, as well as how fair value is determined.

The following table summarizes the fair value of our derivative financial instruments and the respective lines in which they were recorded in our consolidated balance sheet at May 31, 2026 and 2025:

	Fair Value of Assets			Fair Value of Liabilities		
	Balance Sheet Location	2026	2025	Balance Sheet Location	2026	2025
Derivatives designated as hedging instruments:						
Commodity contracts	Receivables	$ 1,264	$ 478	Accounts payable	$ 1,044	$ 51
Commodity contracts	Other assets	100	-	Other liabilities	-	35
Foreign currency exchange contracts	Receivables	-	483	Accounts payable	133	-
Subtotal		1,364	961		1,177	86
Derivatives not designated as hedging instruments:						
Commodity contracts	Receivables	$ -	$ 81	Accounts payable	$ 64	$ 15
Foreign currency exchange contracts	Receivables	-	-	Accounts payable	16	7,360
Subtotal		-	81		80	7,375
Total		$ 1,364	$ 1,042		$ 1,257	$ 7,461

The amounts in the table above reflect the fair value of our derivative financial instruments on a net basis where allowable under master netting arrangements. Had these amounts been recognized on a gross basis, the impact would have been an increase in receivables with a corresponding increase in accounts payable of $707 and $356 at May 31, 2026 and 2025, respectively.

Cash Flow Hedges

We enter into derivative financial instruments to hedge our exposure to changes in cash flows attributable to interest rate, foreign currency, and commodity price fluctuations associated with certain forecasted transactions. These derivative financial instruments are designated and qualify as cash flow hedges. Accordingly, changes in the fair value of the derivatives are recorded in AOCI and subsequently reclassified into earnings in the same period or periods during which the hedged forecasted transactions affect earnings, and in the same financial statement caption as the earnings effect of the hedged item.

The following table summarizes our cash flow hedges outstanding at May 31, 2026:

	Notional Amount	Maturity Date
Commodity contracts	$ 4,853	June 2026 - December 2027
Foreign currency exchange contracts	6,021	June 2026 - August 2026

The following table summarizes the gain (loss) recognized in OCI and the gain (loss) reclassified from AOCI into earnings for derivative financial instruments designated as cash flow hedges during fiscal 2026 and fiscal 2025:

	Gain (Loss) Recognized in OCI	Location of Gain (Loss) Reclassified from AOCI into Net Earnings	Gain (Loss) Reclassified from AOCI into Net Earnings
For the fiscal year ended May 31, 2026:			
Commodity contracts	$ 1,276	Cost of goods sold	$ 1,301
Foreign currency exchange contracts	293	Various [1]	651
Interest rate contracts	-	Interest expense	207
Totals	$ 1,569		$ 2,159
For the fiscal year ended May 31, 2025:			
Commodity contracts	$ (63)	Cost of goods sold	$ (100)
Interest rate contracts	-	Interest expense, net	207
Foreign currency exchange contracts	752	Various [2]	284
Totals	$ 689		$ 391

(1) Location of gain (loss) reclassified from AOCI into net earnings for fiscal 2026 related to foreign currency exchange contracts included miscellaneous expense, net, interest expense, net, and cost of goods sold in our consolidated statement of earnings.

(2) Location of gain (loss) reclassified from AOCI into net earnings for fiscal 2025 related to foreign currency exchange contracts included miscellaneous expense, net and net sales in our consolidated statement of earnings.

The estimated net amount of the gains recognized in AOCI at May 31, 2026, expected to be reclassified into net earnings within the succeeding twelve months is $484 (net of tax of $131). This amount was computed using the fair value of the cash flow hedges at May 31, 2026, and will change before actual reclassification from OCI to net earnings during fiscal 2027.

Net Investment Hedges

We have designated our Euro-denominated debt held in the U.S. with an initial notional amount of €91,700 ($99,479) as a non-derivative net investment hedge of our foreign operations in Portugal. The full principal amount is considered fully effective. We did not reclassify any gains or losses related to the net investment hedge from AOCI into earnings during any of the fiscal years presented. The foreign currency loss recognized in OCI for the non-derivative instruments designated as net investment hedges during fiscal 2026 and fiscal 2025 was $2,863 and $4,572, respectively.

Economic (Non-designated) Hedges

We enter into foreign currency exchange contracts to manage our foreign currency exchange rate exposure related to inter-company and financing transactions that do not meet the requirements for hedge accounting treatment. We also enter into certain commodity contracts that do not qualify for hedge accounting treatment. Accordingly, these derivative financial instruments are adjusted to current market value at the end of each period through earnings.

The following table summarizes our economic (non-designated) derivative financial instruments outstanding at May 31, 2026:

	Notional Amount	Maturity Date
Commodity contracts	$ 1,412	June 2026 - May 2027
Foreign currency exchange contracts	37,710	June 2026 - November 2026

The following table summarizes the gain (loss) recognized in earnings for economic (non-designated) derivative financial instruments during fiscal 2026 and fiscal 2025:

	Location of Gain (Loss) Recognized in Earnings	Gain (Loss) Recognized in Earnings Fiscal Year Ended May 31, 2026	2025
Commodity contracts	Cost of goods sold	$ 415	$ 600
Foreign currency exchange contracts	Miscellaneous expense, net	7,119	(6,111)
Total		$ 7,534	$ (5,511)

Note R – Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value is an exit price concept that assumes an orderly transaction between willing market participants and is required to be based on assumptions that market participants would use in pricing an asset or a liability. Current accounting guidance establishes a three-tier fair value hierarchy as a basis for considering such assumptions and for classifying the inputs used in the valuation methodologies. This hierarchy requires entities to maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of inputs used to measure fair values are as follows:

Level 1	–	Quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity can access at the measurement date.
Level 2	–	Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
Level 3	–	Unobservable inputs for the asset or liability and that are significant to the fair value of the assets and liabilities (i.e., allowing for situations in which there is little or no market activity for the asset or liability at the measurement date).

Recurring Fair Value Measurements

At May 31, 2026, our financial assets and liabilities measured at fair value on a recurring basis were as follows:

	Level 1	Level 2	Level 3	Totals
Assets				
Derivative financial instruments [1]	$ -	$ 1,364	$ -	$ 1,364
Investments in marketable securities [2]	4,057	-	-	4,057
Total assets	$ 4,057	$ 1,364	$ -	$ 5,421
Liabilities				
Derivative financial instruments [1]	$ -	$ 1,257	$ -	$ 1,257
Total liabilities	$ -	$ 1,257	$ -	$ 1,257

(1) The fair value of our derivative financial instruments was based on the present value of the expected future cash flows considering the risks involved, including non-performance risk, and using discount rates appropriate for the respective maturities. Market observable, Level 2 inputs are used to determine the present value of the expected future cash flows. Refer to “Note Q – Derivative Instruments and Hedging Activities” for additional information regarding our use of derivative financial instruments.

(2) In exchange for our interest in the divested assets of the composite business of the SES joint venture, we received common shares of both Hexagon Composites and Hexagon Purus in October 2025. These marketable securities are recorded at fair value on a recurring basis through miscellaneous expense, net, and included in other assets in the consolidated balance sheet. An unrealized loss of $975 was recognized during fiscal 2026, as a result of this fair value measurement.

At May 31, 2025, our financial assets and liabilities measured at fair value on a recurring basis were as follows:

	Level 1	Level 2	Level 3	Totals
Assets				
Derivative financial instruments [1]	$ -	$ 1,042	$ -	$ 1,042
Total assets	$ -	$ 1,042	$ -	$ 1,042
Liabilities				
Derivative financial instruments [1]	$ -	$ 7,461	$ -	$ 7,461
Total liabilities	$ -	$ 7,461	$ -	$ 7,461

(1) The fair value of our derivative financial instruments was based on the present value of the expected future cash flows considering the risks involved, including non-performance risk, and using discount rates appropriate for the respective maturities. Market observable, Level 2 inputs are used to determine the present value of the expected future cash flows. Refer to "Note Q – Derivative Instruments and Hedging Activities" for additional information regarding our use of derivative financial instruments.

Non-Recurring Fair Value Measurements

At May 31, 2026, there were no assets measured at fair value on a non-recurring basis on our consolidated balance sheet.

At May 31, 2025, our assets measured at fair value on a non-recurring basis were categorized as follows:

	Level 1	Level 2	Level 3	Totals
Assets				
Long-lived assets held for use [1]	$ -	$ -	$ 9,322	$ 9,322
Investment in unconsolidated affiliate [2]	-	-	26,225	26,225
Investment in notes receivable [3]	-	-	-	-
Total assets	$ -	$ -	$ 35,547	$ 35,547

(1) During the fourth quarter of fiscal 2025, impairment indicators were identified related to the intangible assets of GTI. The recoverability of the associated asset group was assessed using projected future cash flows, which were determined to be less than the asset group's net book value. In accordance with applicable accounting guidance, the intangible assets were written down to their fair market value of $9,322, resulting in an impairment charge of $50,050. Refer to "Note D – Goodwill and Other Long-Lived Assets" for additional information.

(2) Represents our minority ownership interest in the SES joint venture, which recognized a non-cash impairment charge during the fourth quarter of fiscal 2025. Refer to "Note C – Investments in Unconsolidated Affiliates" for additional information.

(3) Reflects the full write-down of an investment in notes receivable that was determined to be other than temporarily impaired.

The non-derivative financial instruments included in the carrying amounts of cash and cash equivalents, receivables, income taxes receivable, other assets, deferred income taxes, net, accounts payable, short-term borrowings, accrued compensation, contributions to employee benefit plans and related taxes, other accrued items, income taxes payable and other liabilities approximate fair value due to their short-term nature. The fair value of long-term debt, including current maturities, based upon models utilizing primarily market observable (Level 2) inputs and credit risk, was $277,301 and $263,547 at May 31, 2026 and 2025, respectively. The carrying amount of long-term debt was $305,896 and $302,868 at May 31, 2026 and 2025, respectively.

Note S – Leases

We lease office space, warehouses, vehicles, and equipment. Leases have remaining lease terms of 1 year to 34 years, some of which have renewal and termination options. Termination options are exercisable at our option. The lease terms used to recognize ROU assets and lease liabilities include periods covered by options to extend the lease where we are reasonably certain to exercise that option and periods covered by an option to terminate the lease if we are reasonably certain not to exercise that option.

We determine if an arrangement meets the definition of a lease at inception. Operating lease ROU assets include any initial direct costs and prepayments less lease incentives. Lease terms include options to renew or terminate the lease when it is reasonably certain we will exercise such options. As most of our leases do not include an implicit rate, we use our collateralized incremental borrowing rate based on the information available at the lease commencement date, in determining the present value of lease payments. Operating lease expense is recognized on a straight-line basis over the lease term and is included in cost of goods sold or SG&A depending on the underlying nature of the leased assets.

We lease certain property and equipment from third parties under non-cancelable operating lease agreements. Certain lease agreements provide for payment of property taxes, maintenance and insurance by us. Under Topic 842, we elected the practical expedient to account for lease and non-lease components as a single component for all asset classes. Certain leases include variable lease payments based on usage or an index or rate.

The components of lease expense for fiscal 2026, fiscal 2025, and fiscal 2024 were as follows:

	2026	2025	2024
Operating lease expense	$ 9,978	$ 7,734	$ 8,245
Financing lease expense			
Amortization of leased assets	1,231	113	81
Interest on lease liabilities	304	122	116
Total financing lease expense	1,535	235	197
Short-term lease expense	5,184	2,096	2,959
Variable lease expense	358	348	296
Total lease expense	$ 17,055	$ 10,413	$ 11,697

As of May 31, 2026, we did not have any material leases that have not yet commenced.

Other information related to our leases, as of and for the fiscal years ended May 31, 2026, May 31, 2025, and May 31, 2024, is provided below:

	2026		2025		2024	
	Operating Leases	Financing Leases	Operating Leases	Financing Leases	Operating Leases	Financing Leases
Cash paid for amounts included in the measurement of lease liabilities:						
Operating cash flows	$ 7,729	$ 274	$ 6,648	$ 120	$ 7,395	$ 116
Financing cash flows	$ -	$ 1,147	$ -	$ 104	$ -	$ 50
ROU assets obtained in exchange for lease liabilities	$ 26,611	$ 4,194	$ 14,535	$ 647	$ 3,446	$ -
Weighted-average remaining lease term (in years)	7.62	16.71	4.97	29.65	3.55	35.81
Weighted-average discount rate	4.95%	4.26%	4.74%	4.08%	3.44%	3.75%

The following table provides supplemental information on the balance sheet captions that include finance lease amounts as of May 31, 2026 and May 31, 2025.

	May 31,	
	2026	2025
Assets		
Other assets	$ 6,232	$ 3,442
Liabilities		
Other accrued items	1,282	236
Other liabilities	5,228	3,381
Total	$ 6,510	$ 3,617

Future minimum lease payments for non-cancelable leases having an initial or remaining term in excess of one year at May 31, 2026, were as follows:

	Operating Leases	Financing Leases
2027	$ 9,814	$ 1,565
2028	8,051	1,438
2029	5,937	1,108
2030	5,730	562
2031	5,250	204
Thereafter	19,342	4,638
Total	54,124	9,515
Less: imputed interest	(10,259)	(3,005)
Present value of lease liabilities	$ 43,865	$ 6,510

Note T – Related Party Transactions

In connection with the Separation, we entered into several agreements with Worthington Steel that govern our ongoing relationships, including a Trademark License Agreement, both a short-term and long-term Transition Services Agreement, and a Steel Supply and Services Agreement.

Pursuant to the Steel Supply and Services Agreement, Worthington Steel manufactures and supplies to us, at reasonable market rates, certain flat rolled steel products, and will provide us with certain related support services such as design, engineering/technical services, price risk management, scrap management, steel purchasing, supply chain optimization and product rework services, and other services at our request that are ancillary to the supply of the flat rolled steel products. Purchases from Worthington Steel under this agreement for fiscal 2026 and fiscal 2025 totaled $137,077 and $113,400, respectively. Accounts payable related to these purchases were $6,904 and $9,099 as of May 31, 2026 and May 31, 2025, respectively.

We incurred direct and incremental costs associated with the Separation, including approximately $31,226 during fiscal 2024, of which $18,521 was attributed to discontinued operations. These costs consisted primarily of third-party advisory fees and certain non-recurring employee-related costs and, to the extent not attributed to Worthington Steel, are presented as a separate component of operating expense in our consolidated statements of earnings and held at the corporate level.

WORTHINGTON ENTERPRISES, INC. AND SUBSIDIARIES
SCHEDULE II – VALUATION AND QUALIFYING ACCOUNTS

Description	Balance at Beginning of Period	Charged to Costs and Expenses	Uncollectible Accounts Charged to Allowance	Balance at End of Period
Fiscal 2026:				
Deducted from asset accounts: Allowance for possible losses on trade accounts receivable	$ 907	$ 358	$ 45	$ 1,310
Fiscal 2025:				
Deducted from asset accounts: Allowance for possible losses on trade accounts receivable	$ 343	$ 3,378	$ (2,814)	$ 907
Fiscal 2024:				
Deducted from asset accounts: Allowance for possible losses on trade accounts receivable	$ 803	$ 33	$ (493)	$ 343

See accompanying Report of Independent Registered Public Accounting Firm.

Item 9. – Changes in and Disagreements With Accountants on Accounting and Financial Disclosure

Not applicable.

Item 9A. – Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) that are designed to provide reasonable assurance that information required to be disclosed in the reports that Worthington Enterprises files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including Worthington Enterprises' principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

Management, under the supervision of and with the participation of Worthington Enterprises' principal executive officer and principal financial officer, performed an evaluation of the effectiveness of our disclosure controls and procedures as of the end of the fiscal year covered by this Form 10-K (the fiscal year ended May 31, 2026). Based on that evaluation, Worthington Enterprises' principal executive officer and principal financial officer have concluded that such disclosure controls and procedures were designed at the reasonable assurance level and were effective at a reasonable assurance level as of the end of the fiscal year covered by this Form 10-K.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting that occurred in the last fiscal quarter (the fiscal quarter ended May 31, 2026) that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Annual Report of Management on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of financial statements for external purposes in accordance with GAAP. Internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of Worthington Enterprises and its consolidated subsidiaries; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that receipts and expenditures of Worthington Enterprises and its consolidated subsidiaries are being made only in accordance with authorizations of management and directors of Worthington Enterprises and our consolidated subsidiaries, as appropriate; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the assets of Worthington Enterprises and its consolidated subsidiaries that could have a material effect on the financial statements.

Management, with the participation of Worthington Enterprises' principal executive officer and principal financial officer, evaluated the effectiveness of our internal control over financial reporting as of May 31, 2026, the end of our fiscal year. Management based its assessment on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The scope of the assessment included all of our consolidated operations, except for those of the fiscal 2026 acquired businesses. The total assets and net sales of the fiscal 2026 acquired businesses represented $357.0 million and $121.7 million of our consolidated total assets and consolidated net sales, respectively, as of and for our fiscal year ended May 31, 2026.

Management's assessment included an evaluation of elements such as the design and operating effectiveness of key controls over financial reporting, process documentation, accounting policies and our control environment. This assessment is supported by testing and monitoring performed under the direction of management.

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. Accordingly, even an effective system of internal control over financial reporting will provide only reasonable assurance with respect to financial statement preparation.

Based on the assessment of our internal control over financial reporting, management has concluded that our internal control over financial reporting was effective at a reasonable assurance level as of May 31, 2026. The results of management's assessment were reviewed with the Audit Committee of the Board.

Additionally, Worthington Enterprises' independent registered public accounting firm, KPMG LLP, independently assessed the effectiveness of our internal control over financial reporting and issued the accompanying Report of Independent Registered Public Accounting Firm.

Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors
Worthington Enterprises, Inc.:

Opinion on Internal Control Over Financial Reporting

We have audited Worthington Enterprises, Inc. and subsidiaries' (the Company) internal control over financial reporting as of May 31, 2026, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of May 31, 2026, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

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 May 31, 2026 and 2025, the related consolidated statements of earnings, comprehensive income, equity, and cash flows for each of the years in the three-year period ended May 31, 2026, and the related notes and financial statement schedule II (collectively, the consolidated financial statements), and our report dated July 30, 2026 expressed an unqualified opinion on those consolidated financial statements.

The Company acquired Elgen Manufacturing Company, Inc., certain assets of Hydrostat Inc., and LSI Group, LLC during fiscal 2026, and management excluded from its assessment of the effectiveness of the Company's internal control over financial reporting as of May 31, 2026, Elgen Manufacturing Company, Inc., certain assets of Hydrostat Inc., and LSI Group, LLC's internal control over financial reporting associated with total assets of $357.0 million and total revenues of $121.7 million included in the consolidated financial statements of the Company as of and for the year ended May 31, 2026. Our audit of internal control over financial reporting of the Company also excluded an evaluation of the internal control over financial reporting of Elgen Manufacturing Company, Inc., certain assets of Hydrostat Inc., and LSI Group, LLC.

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 Annual Report of Management 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 of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included 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/ KPMG LLP

Cincinnati, Ohio
July 30, 2026

Item 9B. – Other Information

During the quarter ended May 31, 2026, no director or officer (as defined under Rule 16a-1 of the Exchange Act) adopted or terminated any Rule 10b5-1 trading arrangements or any non-Rule 10b5-1 trading arrangements (in each case, as defined in Item 408(a) of Regulation S-K).

Item 9C. – Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

PART III

Item 10. – Directors, Executive Officers and Corporate Governance

The information required by this Item will be included in the 2026 Proxy Statement, which will be filed not later than 120 days after the end of fiscal 2026 in connection with the solicitation of proxies for the 2026 Annual Meeting, and is incorporated herein by reference.

The information required by Item 401 of SEC Regulation S-K concerning the executive officers of Worthington Enterprises is incorporated herein by reference from the disclosure included under the caption "Supplemental Item – Executive Officers of Worthington Enterprises" in Part I of this Form 10-K.

In accordance with the requirements of Section 303A.10 of the NYSE Listed Company Manual, the Board has adopted a Code of Conduct covering our directors, officers and employees, including Worthington Enterprises' President and CEO (the principal executive officer), Vice President and Chief Financial Officer (the principal financial officer) and Vice President – Corporate Controller (the principal accounting officer). Worthington Enterprises will disclose the following events, if they occur, in a Current Report on Form 8-K to be filed with the SEC within the required four business days following their occurrence: (A) the date and nature of any amendment to a provision of the Code of Conduct that (i) applies to Worthington Enterprises' principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, (ii) relates to any element of the "code of ethics" definition enumerated in Item 406(b) of SEC Regulation S-K, and (iii) is not a technical, administrative or other non-substantive amendment; and (B) a description of any waiver (including the nature of the waiver, the name of the person to whom the waiver was granted and the date of the waiver), including an implicit waiver, from a provision of the Code of Conduct granted to Worthington Enterprises' principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, that relates to one or more of the elements of the "code of ethics" definition set forth in Item 406(b) of SEC Regulation S-K. In addition, Worthington Enterprises will disclose any waivers from the provisions of the Code of Conduct granted to a director or an executive officer of Worthington Enterprises in a Current Report on Form 8-K to be filed with the SEC within the required four business days following their occurrence. The Code of Conduct is posted on the "Governance" page of the "Investors" section (also referred to as the "Investor Relations" section) of our web site located at https://www.worthingtonenterprises.com. The website addresses in the Form 10-K are intended to provide inactive, textual references only. The information on the websites referenced herein is not part of this Form 10-K.

Item 11. – Executive Compensation

The information required by this Item will be included in the 2026 Proxy Statement and is incorporated herein by reference; provided, however, that the pay versus performance disclosure included in the 2026 Proxy Statement in response to Item 402(v) of Regulation S-K shall not be incorporated herein by reference.

Item 12. – Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by this Item will be included in the 2026 Proxy Statement and is incorporated herein by reference.

Item 13. – Certain Relationships and Related Transactions, and Director Independence

The information required by this Item will be included in the 2026 Proxy Statement and is incorporated herein by reference.

Item 14. – Principal Accountant Fees and Services

The information required by this Item will be included in the 2026 Proxy Statement and is incorporated herein by reference. Our independent registered public accounting firm is KPMG LLP, Cincinnati, Ohio, PCAOB Auditor Firm ID: 185.

PART IV

Item 15. – Exhibits and Financial Statement Schedules

(a) The following documents are filed as a part of this Form 10-K:

(1) Consolidated Financial Statements:

The consolidated financial statements (and report thereon) listed below are filed as a part of this Form 10-K:

Report of Independent Registered Public Accounting Firm (KPMG LLP)

Consolidated Balance Sheets at May 31, 2026 and 2025

Consolidated Statements of Earnings for the fiscal years ended May 31, 2026, 2025 and 2024

Consolidated Statements of Comprehensive Income for the fiscal years ended May 31, 2026, 2025 and 2024

Consolidated Statements of Equity for the fiscal years ended May 31, 2026, 2025 and 2024

Consolidated Statements of Cash Flows for the fiscal years ended May 31, 2026, 2025 and 2024

Notes to Consolidated Financial Statements – fiscal years ended May 31, 2026, 2025 and 2024

(2) Financial Statement Schedule:

Schedule II – Valuation and Qualifying Accounts

All other financial statement schedules for which provision is made in the applicable accounting regulations of the SEC are omitted because they are not required or the required information has been presented in the aforementioned consolidated financial statements or notes thereto.

(3) Exhibits Required by Item 601 of Regulation S-K:

The documents listed in the Index to Exhibits that immediately precedes the Signatures page of this Form 10-K are filed or furnished with this Form 10-K as exhibits or incorporated into this Form 10-K by reference as noted. Each management contract or compensatory plan or arrangement is identified as such in the Index to Exhibits.

(b) Exhibits: The documents listed in the Index to Exhibits that immediately precedes the Signatures page of this Form 10-K are filed or furnished with this Form 10-K as exhibits or incorporated into this Form 10-K by reference as noted. Pursuant to Regulation S-X Rule 3-09, we have attached the audited financial statements of our unconsolidated affiliate, ClarkDietrich, as Exhibit 99.2 to this Form 10-K. The independent auditors of ClarkDietrich, Deloitte & Touche LLP ("Deloitte"), completed an independence assessment to evaluate its independence with respect to ClarkDietrich under the SEC independence rules. No impermissible services or relationships with ClarkDietrich or the Company were identified. However, Deloitte identified impermissible business relationships with a beneficial owner with significant influence in ClarkDietrich and an impermissible service with a sister affiliate of ClarkDietrich. Deloitte noted that there has not and will not be any overlap between the Deloitte audit engagement team for ClarkDietrich and the teams involved in the relationships and service discussed herein. The impermissible relationships and service existed between April 2021 and November 2023 and were permissible under AICPA independence rules at the time they existed. Deloitte provided the Audit Committee of the Board with the facts and circumstances surrounding the relationships and service, including the entity involved, the nature of the relationships, the service provided, the amount charged, and the period over which these existed. Considering the facts presented by Deloitte, based on the totality of the circumstances, Deloitte and the Audit Committee have concluded (1) that the relationships and service identified, both individually and in the aggregate, did not impair Deloitte's ability to be objective and impartial with respect to Deloitte's audit of ClarkDietrich's financial statements as of March 31, 2026 and 2025 and for the fiscal years ended March 31, 2026, 2025, and 2024 (the "CD Financials") and (2) a reasonable investor with knowledge of all relevant facts and circumstances would conclude that Deloitte is capable of exercising objective and impartial judgment on all issues encompassed within its audit of the CD Financials.

(c) Financial Statement Schedule: The financial statement schedule listed in Item 15(a)(2) above is filed with this Form 10-K.

Item 16. – Form 10-K Summary

None.

INDEX TO EXHIBITS

Exhibit No.	Exhibit Description	Incorporated by Reference (unless otherwise noted)		
		Form	Exhibit	Filing Date
2.1	Equity Interest Purchase Agreement, dated as of October 29, 2021, by and among Worthington Steel of Michigan, Inc., Tempel Holdings Inc., and Tempel Steel Company. ^	8-K	2.01	11/1/2021
2.2	Separation and Distribution Agreement, dated November 30, 2023, between Worthington Enterprises, Inc. and Worthington Steel, Inc.	8-K	2.1	12/05/2023
3.1	Amended Articles of Incorporation of Worthington Enterprises, Inc. [This document represents the articles of incorporation of Worthington Enterprises, Inc. in compiled form incorporating all amendments.]	10-Q	3.1	1/09/2024
3.2	Code of Regulations of Worthington Enterprises, Inc. [This document represents the code of regulations of Worthington Enterprises, Inc. in compiled form incorporating all amendments.]	10-Q	3(b)	10/16/2000
4.1	Indenture, dated as of April 13, 2010, between Worthington Enterprises, Inc. and U.S. Bank National Association, as Trustee	8-K	4.1	4/13/2010
4.2	Second Supplemental Indenture, dated as of April 15, 2014, between Worthington Enterprises, Inc. and U.S. Bank National Association, as Trustee [NOTE: The Second Supplemental Indenture relates to the 4.55% Notes Due April 15, 2026 that were redeemed in full on July 28, 2023.]	8-K	4.2	4/15/2014
4.3	Form of 4.55% Global Note Due April 15, 2026 (included as Exhibit A in Exhibit 4.2 incorporated by reference in this Form 10-K) [NOTE: The 4.55% Notes Due April 15, 2026 were redeemed in full on July 28, 2023.]	8-K	4.3	4/15/2014
4.4	Third Supplemental Indenture, dated as of July 28, 2017, between Worthington Enterprises, Inc. and U.S. Bank National Association, as Trustee	8-K	4.2	7/28/2017
4.5	Form of 4.300% Global Note due August 1, 2032 (included as Exhibit A in Exhibit 4.4 incorporated by reference in this Form 10-K)	8-K	4.3	7/28/2017
4.6	Note Agreement, dated as of August 10, 2012, between Worthington Enterprises, Inc., on the one hand, and The Prudential Insurance Company of America, Pruco Life Insurance Company of New Jersey, Pruco Life Insurance Company, Prudential Arizona Reinsurance Universal Company, Prudential Annuities Life Assurance Corporation, The Prudential Life Insurance Company, Ltd. and The Gibraltar Life Insurance Co., Ltd., on the other hand	8-K	4.1	8/15/2012
4.7	Form of 4.60% Senior Note due August 10, 2024 (included as Exhibit A in Exhibit 4.6 incorporated by reference in this Form 10-K)	8-K	4.1	8/15/2012
4.8	Amendment No. 1 to Note Agreement, dated June 10, 2015, among Worthington Enterprises, Inc., on the one hand, and The Prudential Insurance Company of America, Pruco Life Insurance Company of New Jersey, Pruco Life Insurance Company, Prudential Arizona Reinsurance Universal Company, Prudential Annuities Life Assurance Corporation, The Prudential Life Insurance Company, Ltd. and The Gibraltar Life Insurance Co., Ltd., on the other hand	10-K	4.9	7/30/2015

Exhibit No.	Exhibit Description	Incorporated by Reference (unless otherwise noted)		
		Form	Exhibit	Filing Date
4.9	Amendment No. 2 to Note Agreement, dated August 23, 2019, with reference to the Note Agreement, dated as of August 10, 2012 (as amended by Amendment No. 1 to Note Agreement dated June 10, 2015), among Worthington Enterprises, Inc., on the one hand, and The Prudential Insurance Company of America, Pruco Life Insurance Company of New Jersey, Pruco Life Insurance Company, Prudential Arizona Reinsurance Universal Company, Prudential Annuities Life Assurance Corporation, The Prudential Life Insurance Company, Ltd. and The Gibraltar Life Insurance Co., Ltd., on the other hand	8-K	4.5	8/28/2019
4.10	Amendment No. 3 to Note Agreement, dated May 4, 2022, with reference to the Note Agreement, dated as of August 10, 2012 (as amended by Amendment No. 1 to Note Agreement dated June 10, 2015 and Amendment No. 2 to Note Agreement dated August 23, 2019), among Worthington Enterprises, Inc., on the one hand, and The Prudential Insurance Company of America, Pruco Life Insurance Company of New Jersey, Pruco Life Insurance Company, Prudential Arizona Reinsurance Universal Company, Prudential Annuities Life Assurance Corporation, The Prudential Life Insurance Company, Ltd. and The Gibraltar Life Insurance Co., Ltd., on the other hand	10-K	4.12	8/1/2022
4.11	Note Purchase and Exchange Agreement, dated as of May 17, 2024, among Worthington Enterprises, Inc., on one hand, and PGIM, Inc., The Prudential Insurance Company of America, Pruco Life Insurance Company, and Prudential Legacy Insurance Company of New Jersey, on the other hand.	8-K	4.1	5/23/2024
4.12	Form of 2.06% Series A Senior Note Due August 23, 2031, issued on May 17, 2024, by Worthington Enterprises, Inc. (included as Exhibit A-1 within Exhibit 4.11 hereto)	8-K	4.1	5/23/2024
4.13	Form of 2.40% Series B Senior Notes Due August 23, 2034, issued on May 17, 2024, by Worthington Enterprises, Inc. (included as Exhibit A-2 within Exhibit 4.11 hereto)	8-K	4.1	5/23/2024
4.14	Agreement to furnish instruments and agreements defining rights of holders of long-term debt to the Securities and Exchange Commission upon request		Filed herewith	
4.15	Description of Capital Stock of Worthington Enterprises, Inc.	10-K/A	4.13	8/30/2019
4.16	Fourth Amended and Restated Credit Agreement, dated as of September 27, 2023, among Worthington Enterprises, Inc., as a Borrower; PNC Bank, National Association, as a Lender, the Swingline Lender, an Issuing Bank and Administrative Agent; JPMorgan Chase Bank, N.A. and Bank of America, N.A., as Lenders and Syndication Agents; U.S. Bank National Association, The Huntington National Bank, Fifth Third Bank, National Association, The Northern Trust Company, First National Bank of Pennsylvania and Goldmans Sachs Bank USA, as Lenders; and Wells Fargo Bank, National Association and BMO Harris Bank, N.A., as the Departing Lenders; with Citibank, N.A. and The Huntington National Bank serving as Co-Documentation Agents; and JPMorgan Chase Bank, N.A., PNC Capital Markets LLC and BofA Securities, Inc. serving as Joint Bookrunners and Joint Lead Arrangers	8-K	4.1	9/28/2023

Exhibit No.	Exhibit Description	Incorporated by Reference (unless otherwise noted)		
		Form	Exhibit	Filing Date
10.1	Worthington Enterprises, Inc. Non-Qualified Deferred Compensation Plan effective March 1, 2000 *	10-K	10.1	8/15/2005
10.2	Amendment to the Worthington Enterprises, Inc. Non-Qualified Deferred Compensation Plan (Amendment effective as of September 1, 2011) *	10-Q	10.8	10/11/2011
10.3	Second Amendment to the Worthington Enterprises, Inc. Non-Qualified Deferred Compensation Plan (Second Amendment effective as of October 1, 2014) *	10-K	10.3	7/30/2014
10.4	Worthington Enterprises, Inc. Amended and Restated 2005 Non-Qualified Deferred Compensation Plan (Restatement effective December 2008) *	10-Q	10.10	1/9/2009
10.5	First Amendment to the Worthington Enterprises, Inc. Amended and Restated 2005 Non-Qualified Deferred Compensation Plan (First Amendment effective as of September 1, 2011) *	10-Q	10.9	10/11/2011
10.6	Second Amendment to the Worthington Enterprises, Inc. Amended and Restated 2005 Non-Qualified Deferred Compensation Plan (Second Amendment effective as of October 1, 2014) *	10-K	10.6	7/30/2014
10.7	Worthington Enterprises, Inc. Deferred Compensation Plan for Directors, as Amended and Restated, effective June 1, 2000 *	10-K	10(d)	8/29/2000
10.8	Amendment to the Worthington Enterprises, Inc. Deferred Compensation Plan for Directors, as Amended and Restated, effective June 1, 2000 (Amendment effective as of September 1, 2011)	10-Q	10.10	10/11/2011
10.9	Second Amendment to the Worthington Enterprises, Inc. Deferred Compensation Plan for Directors, as Amended and Restated (Second Amendment effective as of October 1, 2014) *	10-K	10.9	7/30/2014
10.10	Worthington Enterprises, Inc. Amended and Restated 2005 Deferred Compensation Plan for Directors (Restatement effective as of December 2008)*	10-Q	10.5	1/9/2009
10.11	First Amendment to the Worthington Enterprises, Inc. Amended and Restated 2005 Deferred Compensation Plan for Directors (First Amendment effective as of September 1, 2011) *	10-Q	10.11	10/11/2011
10.12	Second Amendment to the Worthington Enterprises, Inc. Amended and Restated 2005 Deferred Compensation Plan for Directors (Second Amendment effective as of October 1, 2014) *	10-K	10.12	7/30/2014
10.13	Worthington Enterprises, Inc. Amended and Restated 1997 Long-Term Incentive Plan (amendment and restatement effective as of November 1, 2008) *	10-Q	10.8	1/9/2009
10.14	First Amendment to the Worthington Enterprises, Inc. Amended and Restated 1997 Long-Term Incentive Plan (First Amendment effective as of June 26, 2013; performance goals approved by shareholders on September 26, 2013) *	8-K	10.2	10/1/2013
10.15	Second Amendment to the Worthington Enterprises, Inc. Amended and Restated 1997 Long-Term Incentive Plan (Second Amendment adopted on June 26, 2013; effective as of September 26, 2013 when approved by shareholders) *	8-K	10.3	10/1/2013
10.16	Third Amendment to the Worthington Enterprises, Inc. Amended and Restated 1997 Long-Term Incentive Plan (Third Amendment effective as of June 28, 2017) *	10-K	10.16	7/24/2017

Exhibit No.	Exhibit Description	Incorporated by Reference (unless otherwise noted)		
		Form	Exhibit	Filing Date
10.17	Fourth Amendment to the Worthington Enterprises, Inc. Amended and Restated 1997 Long-Term Incentive Plan (Fourth Amendment adopted as of June 26, 2019;effective September 25, 2019 when approved by shareholders) *	8-K	10.1	10/1/2019
10.18	Worthington Enterprises, Inc. Amended and Restated 1997 Long-Term Incentive Plan (reflects First Amendment, Second Amendment, Third Amendment and Fourth Amendment thereto) *	8-K	10.2	10/1/2019
10.19	Form of Restricted Stock Award Agreement for awards granted after October 10, 2019 entered into by Worthington Enterprises, Inc. to evidence the grant of restricted common shares, in each case which will vest on the third anniversary of the grant date, subject to the terms thereof and of the Worthington Enterprises, Inc. Amended and Restated 1997 Long-Term Incentive Plan *	10-K	10.19	7/31/2023
10.20	Form of Restricted Stock Award Agreement for awards granted after September 26, 2024 entered into by Worthington Enterprises, Inc. to evidence the grant of restricted common shares, in each case which will vest on the first, second or third anniversary of the grant date subject to the terms thereof and of the Worthington Enterprises, Inc. 2024 Long-Term Incentive Plan *	10-K	10.20	7/30/2025
10.21	Worthington Enterprises, Inc. Amended and Restated 2006 Equity Incentive Plan for Non-Employee Directors (amended and restated effective as of September 2016) *	8-K	10.1	10/3/2016
10.22	Worthington Enterprises, Inc. 2010 Stock Option Plan *	8-K	10.1	10/5/2010
10.23	First Amendment to the Worthington Enterprises, Inc. 2010 Stock Option Plan (First Amendment adopted June 26, 2013; effective September 26, 2013 when approved by shareholders) *	8-K	10.7	10/1/2013
10.24	Second Amendment to the Worthington Enterprises, Inc. 2010 Stock Option Plan (Second Amendment effective as of June 28, 2017) *	10-K	10.35	7/24/2017
10.25	Third Amendment to the Worthington Enterprises, Inc. 2010 Stock Option Plan (adopted June 24, 2020; effective September 23, 2020 when approved by shareholders) *	8-K	10.1	9/28/2020
10.26	Worthington Enterprises, Inc. 2010 Stock Option Plan (as amended by First Amendment, Second Amendment and Third Amendment thereto) *	8-K	10.2	9/28/2020
10.27	Worthington Enterprises, Inc. Annual Incentive Plan for Executives *	8-K	10.1	9/30/2008
10.28	First Amendment to the Worthington Enterprises, Inc. Annual Incentive Plan for Executives (adopted on June 26, 2013; effective September 26, 2013 when approved by shareholders) *	8-K	10.5	10/1/2013
10.29	Form of Letter Evidencing Cash Performance Bonus Awards Granted and to be Granted under the Worthington Enterprises, Inc. Annual Incentive Plan for Executives (sometimes also referred to as the Worthington Enterprises, Inc. Annual Short Term Incentive Plan)*		Filed herewith	
10.30	Summary of Annual Base Salaries Approved for Named Executive Officers of Worthington Enterprises, Inc., effective September 2026 *		Filed herewith	

Exhibit No.	Exhibit Description	Incorporated by Reference (unless otherwise noted)		
		Form	Exhibit	Filing Date
10.31	Summary of Annual Cash Incentive Bonus Awards, Long-Term Performance Awards, Stock Options and Restricted Common Shares granted in Fiscal 2025 for Named Executive Officers *	10-K	10.33	7/30/2024
10.32	Summary of Annual Cash Incentive Bonus Awards, Long-Term Performance Awards, Stock Options and Restricted Common Shares granted in Fiscal 2026 for Named Executive Officers *	10-K	10.34	7/30/2025
10.33	Summary of Annual Cash Incentive Bonus Awards, Long-Term Performance Awards, Stock Options and Restricted Common Shares granted in Fiscal 2027 for Named Executive Officers *		Filed herewith	
10.34	Form of Indemnification Agreement entered into between Worthington Enterprises, Inc. and each executive officer of Worthington Enterprises, Inc. *	10-K	10.34	7/30/2024
10.35	Form of Indemnification Agreement entered into between Worthington Enterprises, Inc. and each non-employee director of Worthington Enterprises, Inc.*	10-K	10.35	7/30/2024
10.36	Transition Services Agreement, dated November 30, 2023, between Worthington Enterprises, Inc. and Worthington Steel, Inc.	8-K	10.1	12/5/2023
10.37	Tax Matters Agreement, dated November 30, 2023, between Worthington Enterprises, Inc. and Worthington Steel, Inc.	8-K	10.2	12/5/2023
10.38	Employee Matters Agreement, dated November 30, 2023, between Worthington Enterprises, Inc. and Worthington Steel, Inc.	8-K	10.3	12/5/2023
10.39	Trademark License Agreement, dated November 30, 2023, between Worthington Enterprises, Inc. and Worthington Steel, Inc.	8-K	10.4	12/5/2023
10.40	WBS License Agreement, dated November 30, 2023, between Worthington Enterprises, Inc. and Worthington Steel, Inc.	8-K	10.5	12/5/2023
10.41	Steel Supply and Services Agreement, dated November 30, 2023, between Worthington Enterprises, Inc. and Worthington Steel, Inc	8-K	10.6	12/5/2023
10.42	Form of Worthington Enterprises, Inc. Amended and Restated 1997 Long-Term Incentive Plan Performance Share Award Agreement (Absolute Total Shareholder Return) to evidence the grant of performance-based restricted common shares pursuant to the Worthington Enterprises, Inc. Amended and Restated 1997 Long-Term Incentive Plan *	8-K	10.1	4/12/2024
10.43	Form of Worthington Enterprises, Inc. Amended and Restated 1997 Long-Term Incentive Plan Performance Share Award Agreement (Share Price Appreciation) to evidence the grant of performance-based restricted common shares pursuant to the Worthington Enterprises, Inc. Amended and Restated 1997 Long-Term Incentive Plan *	8-K	10.2	4/12/2024

Exhibit No.	Exhibit Description	Incorporated by Reference (unless otherwise noted)		
		Form	Exhibit	Filing Date
10.44	Worthington Enterprises, Inc. 2024 Long-Term Incentive Plan *	8-K	10.1	9/30/2024
10.45	Form of Worthington Enterprises, Inc. Amended and Restated 2024 Long-Term Incentive Plan Performance Share Award Agreement (Absolute Total Shareholder Return) to evidence the grant of performance-based restricted common shares pursuant to the Worthington 2024 Long-Term Incentive Plan *	8-K	10.1	6/30/2025
10.46	Form of Worthington Enterprises, Inc. Amended and Restated 2024 Long-Term Incentive Plan Performance Share Award Agreement (Adjusted EBITDA and Adjusted ROA) to evidence the grant of performance-based restricted common shares pursuant to the Worthington 2024 Long-Term Incentive Plan *	8-K	10.1	6/26/2026
10.47	Worthington Enterprises, Inc. 2025 Equity Plan for Non-Employee Directors*	8-K	10.1	9/26/2025
19	Worthington Enterprises, Inc. Insider Trading Policy	10-K	19	7/30/2024
21	Subsidiaries of Worthington Enterprises, Inc.		Filed herewith	
23.1	Consent of Independent Registered Public Accounting Firm (KPMG LLP)		Filed herewith	
23.2	Consent of Independent Auditors (KPMG LLP) with respect to consolidated financial statements of Worthington Armstrong Venture		Filed herewith	
23.3	Consent of Independent Auditors (Deloitte & Touche LLP) with respect to consolidated financial statements of Clarkwestern Dietrich Building Systems, LLC		Filed herewith	
24	Powers of Attorney of Directors and Certain Executive Officers of Worthington Enterprises, Inc.		Filed herewith	
31.1	Rule 13a - 14(a) / 15d - 14(a) Certifications (Principal Executive Officer)		Filed herewith	
31.2	Rule 13a - 14(a) / 15d - 14(a) Certifications (Principal Financial Officer)		Filed herewith	
32.1	Certifications of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002		Filed herewith	
32.2	Certifications of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002		Filed herewith	
97.1	Worthington Enterprises, Inc. Executive Officer Clawback Policy	10-K	97.1	7/30/2024
99.1	Worthington Armstrong Venture Consolidated Financial Statements as of December 31, 2025 and 2024 and for the years ended December 31, 2025, 2024 and 2023		Filed herewith	
99.2	Clarkwestern Dietrich Building Systems, LLC Consolidated Financial Statements as of March 31, 2026 and 2025 and for the years ended March 31, 2026, 2025 and 2024		Filed herewith	
101.INS	Inline XBRL Instance Document	The instance document does not appear in the Interactive Date File because its XBRL tabs are embedded within the Inline XBRL document.		
101.SCH	Inline XBRL Taxonomy Extension Schema With Embedded Linkbase Documents #	Submitted electronically herewith		

Exhibit No.	Exhibit Description	Incorporated by Reference (unless otherwise noted)		
		Form	Exhibit	Filing Date
104	The cover page from this Form 10-K, formatted in Inline XBRL is included within the Exhibit 101 attachments			

^ The Disclosure Schedules and Exhibits referenced in the Equity Purchase Agreement have been omitted pursuant to Item 601(a)(5) of SEC Regulation S-K. The Registrant will supplementally furnish a copy of any of the omitted Disclosure Schedules and Exhibits to the SEC on a confidential basis upon request.

* Indicates management contract or compensatory plan or arrangement.

+ Certain portions of this document that constitute confidential information have been redacted in accordance with Regulation S-K, Item 601(b)(10).

Attached as Exhibit 101 to this Form 10-K are the following documents formatted in Inline XBRL (eXtensible Business Reporting Language):

(i) Consolidated Balance Sheets at May 31, 2026 and 2025;

(ii) Consolidated Statements of Earnings for the fiscal years ended May 31, 2026, 2025 and 2024;

(iii) Consolidated Statements of Comprehensive Income for the fiscal years ended May 31, 2026, 2025 and 2024;

(iv) Consolidated Statements of Equity for the fiscal years ended May 31, 2026, 2025 and 2024;

(v) Consolidated Statements of Cash Flows for the fiscal years ended May 31, 2026, 2025 and 2024; and

(vi) Notes to Consolidated Financial Statements – fiscal years ended May 31, 2026, 2025 and 2024.

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.

WORTHINGTON ENTERPRISES, INC.

Date: July 30, 2026

By: /s/ Joseph B. Hayek
Joseph B. Hayek
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 date indicated.

SIGNATURE	DATE	TITLE
/s/ Joseph B. Hayek Joseph B. Hayek	July 30, 2026	President and Chief Executive Officer (Principal Executive Officer)
/s/ Colin J. Souza Colin J. Souza	July 30, 2026	Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ Kevin J. Chan Kevin J. Chan	July 30, 2026	Vice President – Corporate Controller (Principal Accounting Officer)
* John B. Blystone	*	Chairman of the Board and a Director
* Kerrii B. Anderson	*	Director
* David P. Blom	*	Director
* Charles M. Chiappone	*	Director
* Mark C. Davis	*	Director
* Michael J. Endres	*	Director
* Paul G. Heller	*	Director
* Ozey K. Horton, Jr.	*	Director
* John H. McConnell II	*	Director
* Brad Southern	*	Director
* Brant J. Standridge	*	Director
* Billy R. Vickers	*	Director
* Virgil L. Winland	*	Director

* The undersigned, by signing his name hereto, does hereby sign this report on behalf of each of the above-identified directors of the registrant pursuant to powers of attorney executed by such directors, which powers of attorney are filed with this report within Exhibit 24.

*By: /s/ Joseph B. Hayek
Joseph B. Hayek
Attorney-In-Fact

Date: July 30, 2026

Exhibit 4.14

July 30, 2026

Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549

Re: Worthington Enterprises, Inc. – Annual Report on Form 10-K for the fiscal year ended May 31, 2026
- SEC File No. 1-8399

Ladies and Gentlemen:

Worthington Enterprises, Inc., an Ohio corporation, is today filing its Annual Report on Form 10-K for the fiscal year ended May 31, 2026 (the "Form 10-K").

None of (i) Worthington Enterprises, Inc., (ii) any of the consolidated subsidiaries of Worthington Enterprises, Inc. or (iii) Worthington Armstrong Venture, a 50%-owned unconsolidated joint venture (in the form of a general partnership between Armstrong Ventures, Inc., a subsidiary of Armstrong World Industries, Inc., and The Worthington Steel Company (Delaware), a subsidiary of Worthington Enterprises, Inc.), for which financial statements are required to be filed with the Form 10-K, has outstanding any instrument or agreement with respect to its long-term debt, other than those filed or incorporated by reference as an exhibit to the Form 10-K, under which the total amount of long-term debt authorized exceeds 10% of the total assets of Worthington Enterprises, Inc. and its subsidiaries on a consolidated basis. In accordance with the provisions of Item 601(b)(4)(iii) of SEC Regulation S-K, Worthington Enterprises, Inc. hereby agrees to furnish to the SEC, upon request, a copy of each instrument or agreement defining (i) the rights of holders of the long-term debt of Worthington Enterprises, Inc. or (ii) the rights of holders of the long-term debt of a consolidated subsidiary of Worthington Enterprises, Inc. or (iii) the rights of holders of the long-term debt of Worthington Armstrong Venture, in each case which is not being filed or incorporated by reference as an exhibit to the Form 10-K.

Very truly yours,

WORTHINGTON ENTERPRISES, INC.

/s/ Joseph B. Hayek
Joseph B. Hayek
Chief Executive Officer and President

WORTHINGTON ENTERPRISES

MM/DD/YYYY

Fiscal 202_
Annual Executive Short Term Incentive Plan (STIP)

[Last Name], [First Name] - TARGETS

Below is a summary of your compensation targets for FY 202_.

Annual Base	$_____
STIP Target % Base	__%
STIP Target $	$_____
Total Cash @ Target	$_____

STIP is designed to provide incentive payouts based on the attainment of stated financial performance targets over the fiscal year. The STIP award incorporates both an earnings (EBITDA) and return on assets (Adjusted ROA) component. For Corporate employees, 50% of the award is allocated to corporate EBITDA and 50% is allocated to corporate Adjusted ROA. For business segment employees, 20% of the award is allocated to corporate EBITDA, 50% is allocated to business segment EBITDA, and 30% is allocated to business segment Adjusted ROA. The table below details the threshold, target and maximum performance levels for each of these metrics for the performance period of June 1, 202_ to May 31, 202_.

Performance Metric	Weighting	Threshold	Target	Maximum
Corporate EBITDA	__%	$_____	$_____	$_____
Corporate Adjusted ROA	__%	__%	__%	__%
Segment Adjusted ROA	__%	__%	__%	__%
Segment EBITDA	__%	$_____	$_____	$_____

Performance Metrics in 000's except for Adj. ROA

Notes: *For full description of all plan rules and governance, please refer to the plan document.*

1) To align with Corporate strategy, targets are determined using growth over prior year adjusted results.
2) For Adjusted ROA, Capex projects over $10M will be adjusted out of the metric.
3) Business unit results shall be calculated excluding restructuring changes and other unusual or non-recurring items.
4) Calculation of the financial results and attainment of performance metric will be made solely by the Committee based upon the applicable financial statements. The Committee has the right to make changes and adjustments in calculating the performance measures to take into account unusual or non-recurring events.

If you have any questions, please contact ----------.

Exhibit 10.30

ANNUAL BASE SALARIES APPROVED FOR NAMED EXECUTIVE OFFICERS
OF
WORTHINGTON ENTERPRISES, INC.

In June 2026, the Compensation Committee of the Board of Directors of Worthington Enterprises, Inc. (the "Registrant") approved base salary increases for the following executive officers of the Registrant who will be named executive officers of the Registrant for purposes of the disclosure to be included in the Registrant's Proxy Statement for the 2026 Annual Meeting of Shareholders to be held on September 22, 2026, which will become effective in September 2026.

Name and Principal Position		Base Salary
Joseph B. Hayek President and Chief Executive Officer	$	920,000
Colin J. Souza Vice President and Chief Financial Officer	$	455,000
Patrick J. Kennedy Vice President – General Counsel and Secretary	$	535,000
Steven M. Caravati President - Consumer Products	$	415,000
James R. Bowes President – Building Products	$	430,000

Exhibit 10.33

**SUMMARY OF ANNUAL CASH INCENTIVE BONUS AWARDS,
LONG-TERM PERFORMANCE AWARDS AND RESTRICTED COMMON
SHARES GRANTED IN FISCAL 2027 FOR NAMED EXECUTIVE OFFICERS
OF WORTHINGTON ENTERPRISES, INC.**

Annual Cash Incentive Bonus Awards Granted In Fiscal 2027

The table below sets forth the annual cash incentive bonus awards granted to the following current executive officers of Worthington Enterprises, Inc. (the "Registrant") who either are named executive officers in the Registrant's Proxy Statement for the 2025 Annual Meeting of Shareholders held on September 23, 2025 and/or will be named executive officers in the Registrant's Proxy Statement for its 2026 Annual Meeting of Shareholders to be held on September 22, 2026 ("NEOs"), which awards were made under the Worthington Enterprises, Inc. Annual Incentive Plan for Executives for the 12-month performance period ending May 31, 2027 ("fiscal 2027"):

	Annual Cash Incentive Bonus Awards for Fiscal Year Performance Period Ending May 31, 2027 (1)		
Name	Threshold ($)	Target ($)	Maximum ($)
Joseph B. Hayek	598,000	1,196,000	2,392,000
Colin J. Souza	273,000	546,000	1,092,000
Patrick J. Kennedy	227,588	455,175	910,350
Steven M. Caravati	207,500	415,000	830,000
James R. Bowes	193,500	387,000	774,000

(1) Payouts that may be earned under these awards are generally tied to achieving specified levels (threshold, target and maximum) of performance measures for the performance period. For the NEOs, all of whom except Mr. Caravati and Mr. Bowes are Corporate executives, the performance measures are Corporate ROA and Corporate Adjusted EBITDA, with each carrying a 50% weighting. For Mr. Caravati, a Consumer Products segment executive, and Mr. Bowes, a Building Products segment executive, the performance measures and their weightings are: Corporate Adjusted EBITDA, 30%; segment Adjusted EBITDA, 40%; and Corporate ROA, 30%. For all calculations, restructuring charges and other selected items are to be excluded, and results will be adjusted to eliminate the impact of inventory holding gains and losses. If threshold levels are not reached for any performance measure, no portion of the award will be paid for that measure. If performance falls between threshold and target or between target and maximum, the award will be linearly pro-rated. The remaining terms of these awards are materially consistent with the terms of the bonus opportunities granted in fiscal 2026.

Long-Term Performance Awards and Restricted Common Share Awards Granted in Fiscal 2027

The following table sets forth the long-term performance awards (consisting of long-term cash performance awards and long-term performance share awards) for the three-fiscal-year period ending May 31, 2029 and restricted common share awards granted to the NEOs in fiscal 2027.

Name	Long-Term Cash Performance Awards for Three-Fiscal-Year Period Ending May 31, 2029 (1)			Long-Term Performance Share Awards for Three-Fiscal-Year Period Ending May 31, 2029 (1)			Performance Shares for Four-Fiscal-Year Period Ending May 31, 2030 (#) (2)	Restricted Common Share Awards (#) (3)
	Threshold ($)	Target ($)	Maximum ($)	Threshold (# of Common Shares)	Target (# of Common Shares)	Maximum (# of Common Shares)		
Joseph B. Hayek	760,000	1,520,000	3,040,000	9,950	19,900	39,800	0	19,900
Colin J. Souza	114,000	228,000	456,000	1,495	2,990	5,980	25,000	2,990
Patrick J. Kennedy	137,500	275,000	550,000	1,815	3,630	7,260	25,000	3,630
Steven M. Caravati	110,000	220,000	440,000	1,440	2,880	5,760	25,000	2,880
James R. Bowes	100,000	200,000	400,000	1,310	2,620	5,240	25,000	2,620

(1) These columns show the potential payouts under the performance awards and the performance shares granted to each NEO, for the fiscal 2027 through fiscal 2029 performance period. Payouts of the awards are tied to achieving specified levels (threshold, target and maximum) of performance measures for the performance period. For the NEOs, the performance measures are cumulative Corporate ROA for the performance period and Corporate Adjusted EBITDA growth over the performance period, with each performance measure carrying a 50% weighting. For all calculations, restructuring charges and other selected items are to be excluded, and results will be adjusted to eliminate the impact of inventory holding gains or losses. If threshold levels are not reached for any performance measure, no portion of the award will be paid for that measure. If the performance levels fall between threshold and maximum, the award will be linearly pro-rated. The remaining terms of these awards are materially consistent with the terms of the same award types granted in fiscal 2026.

(2) These Special PSAs were granted to the NEOs on June 30, 2026 under the 2024 LTIP for the four-fiscal-year performance period from June 1, 2026 to May 31, 2030. The material terms of these awards are summarized in the Form 8-K filed by the Registrant on June 26, 2026.

(3) These annual time-vested restricted common share awards were granted effective June 25, 2026 under the 2024 Long-Term Incentive Plan and will generally cliff vest three years after the grant date.

Exhibit 21

SUBSIDIARIES OF WORTHINGTON ENTERPRISES, INC.

The following is a list of the subsidiaries, direct and indirect, of Worthington Enterprises, Inc. as of July 1, 2026. The names of indirectly-owned subsidiaries are indented under the names of their respective immediate parents:

Worthington Industries Leasing, LLC	Ohio
Worthington Services, LLC	Ohio
Worthington Industries Medical Center, Inc.	Ohio
Worthington Steel of Michigan, LLC (d/b/a The Worthington Steel Company)	Michigan
New AMTROL Holdings, Inc.	Delaware
AMTROL Inc.	Rhode Island
AMTROL North American Cylinders, LLC	Delaware
AMTROL Water Technology, LLC	Delaware
AMTROL International Investments Inc.	Rhode Island
AMTROL Holding Netherlands B.V.	Netherlands
AMTROL Holding Portugal, SGPS, Unipessoal, Lda	Portugal
AMTROL-ALFA Metalomecanica, S.A.	Portugal
AMTROL Licensing Inc	Rhode Island
GerCo Holdings, Inc.	Ohio
Precision Specialty Metals, Inc.	Delaware
WI Ventures, LLC	Ohio
Worthington-Buckeye, Inc.	Ohio
Worthington Cylinder Corporation	Ohio
Elgen Manufacturing Company, Inc.	Delaware
Capital Hardware Supply, LLC	Delaware
Elgen Freight, LLC	Delaware
GTI Holding Company	Delaware
General Tools & Instruments Company LLC	New York
Mannix Instruments CO., LLC	New York
PTI Distributors LLC	New York
General Tools & Instruments (Shanghai) Company, Ltd.	China
Level5 Tools, LLC	Kansas
LSI Group, LLC	Ohio
Logan Stamping, LLC	Indiana
LSI Metal Fabrication, LLC	Indiana
Building Products Development LLC	Indiana
Roof Hugger, LLC	Indiana
Worthington Cylinders Mexico, S. de R.L. de C.V.	Mexico
Worthington Cylinder Norway AS	Norway
Worthington Industries International S.à.r.l.	Luxembourg
Worthington Enterprises Norway AS	Norway
Ragasco AS	Norway
Worthington Cylinders Kansas, LLC	Ohio
Worthington Cylinders Wisconsin, LLC	Ohio
Worthington Industries Consumer Products, LLC	Ohio
Worthington Enterprises of Canada, Inc.	Canada
Worthington Industries Engineered Cabs, Inc.	Delaware
The Worthington Steel Company (DE) (formerly Worthington Ventures, Inc.)	Delaware
Worthington CDBS Holding, LLC	Ohio
Worthington Mid-Rise Construction, Inc.	Ohio
Worthington Military Construction, Inc.	Ohio

Joint Ventures	
Clarkwestern Dietrich Building Systems LLC (1)	Ohio
Taxi Workhorse Holdings, LLC (2)	Delaware
WH Products, LLC (3)	Delaware
Worthington Armstrong Venture (WAVE) (4)	Delaware
heiserTEC GmbH (Austria) (5)	Austria

(1) Unconsolidated joint venture with 25% owned by Worthington CDBS Holding, LLC and 75% owned by CWBS-MISA, Inc.
(2) Unconsolidated joint venture with 80% owned by AEP Taxi Workhorse Aggregator, LLC and 20% owned by Worthington Industries Engineered Cabs, Inc.
(3) Consolidated joint venture with 80% owned by Worthington Cylinder Corporation and 20% owned by Halo Products Group, LLC.
(4) Unconsolidated joint venture, operating as a general partnership, with 50% owned by The Worthington Steel Company (Delaware) and 50% owned by Armstrong Ventures, Inc., a subsidiary of Armstrong World Industries, Inc.
(5) Unconsolidated joint venture, with 49% owned by Worthington Industries International S.a.r.l. (Lux) and 49% by Hexagon Composites ASA.

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the registration statements (Nos. 333-48627 and 333-168418) on Form S-3 and (Nos. 333-290489, 033-57981, 333-168421, 333-42849, 333-191668, 333-234157, 333-137614, 333-177237, 333-126183, 333-169769, 333-198203, 333-198201, 333-198200, 333-198199, 333-271213, and 333-282341) on Form S-8 of our reports dated July 30, 2026, with respect to the consolidated financial statements of Worthington Enterprises, Inc. and the effectiveness of internal control over financial reporting.

/s/KPMG LLP

Cincinnati, Ohio
July 30, 2026

Exhibit 23.2

Consent of Independent Auditors

We consent to the incorporation by reference in the registration statements (Nos. 333-48627 and 333-168418) on Form S-3 and (Nos. 333-290489, 033-57981, 333-168421, 333-42849, 333-191668, 333-234157, 333-137614, 333-177237, 333-126183, 333-169769, 333-198203, 333-198201, 333-198200, 333-198199, 333-271213, and 333-282341) on Form S-8 of our report dated February 16, 2026, with respect to the consolidated financial statements of Worthington Armstrong Venture and its subsidiary, which report appears in the Form 10-K of Worthington Enterprises, Inc. dated July 30, 2026.

/s/KPMG LLP

Philadelphia, Pennsylvania
July 30, 2026

Exhibit 23.3

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in Registration Statement Nos. 333-48627 and 333-168418 on Form S-3 and Registration Statement Nos. 033-57981, 333-168421, 333-42849, 333-191668, 333-234157, 333-137614, 333-177237, 333-126183, 333-169769, 333-198203, 333-198201, 333-198200, 333-198199, 333-271213, 333-282341 and 333-290489 on Form S-8 of Worthington Enterprises, Inc. of our report dated May 13, 2026, relating to the financial statements of Clarkwestern Dietrich Building Systems, LLC appearing in this Annual Report on Form 10-K of Worthington Enterprises, Inc. for the year ended May 31, 2026.

/s/Deloitte & Touche LLP

Cincinnati, Ohio

July 29, 2026

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned officer and director of Worthington Enterprises, Inc., an Ohio corporation, which anticipates filing its Annual Report on Form 10-K for the fiscal year ended May 31, 2026, with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Exchange Act of 1934, as amended, hereby makes, constitutes and appoints Joseph B. Hayek, Colin J. Souza and Patrick J. Kennedy, each with full power to act without the other, her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for her and in her name, place and stead, in any and all capacities, to sign such Annual Report on Form 10-K and any and all amendments to such Annual Report on Form 10-K, and to file the same with all exhibits, financial statements and schedules related thereto, and any and all applications or other documents pertaining to such Annual Report on Form 10-K, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do if personally present. The undersigned hereby ratifies and confirms all that each said attorney-in-fact and agent, or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand on this 23rd day of June 2026.

/s/Kerrii B. Anderson
Kerrii B. Anderson

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned officer and director of Worthington Enterprises, Inc., an Ohio corporation, which anticipates filing its Annual Report on Form 10-K for the fiscal year ended May 31, 2026, with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Exchange Act of 1934, as amended, hereby makes, constitutes and appoints Joseph B. Hayek, Colin J. Souza and Patrick J. Kennedy, each with full power to act without the other, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign such Annual Report on Form 10-K and any and all amendments to such Annual Report on Form 10-K, and to file the same with all exhibits, financial statements and schedules related thereto, and any and all applications or other documents pertaining to such Annual Report on Form 10-K, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do if personally present. The undersigned hereby ratifies and confirms all that each said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on this 23rd day of June 2026.

/s/ David P. Blom
David P. Blom

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned officer and director of Worthington Enterprises, Inc., an Ohio corporation, which anticipates filing its Annual Report on Form 10-K for the fiscal year ended May 31, 2026, with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Exchange Act of 1934, as amended, hereby makes, constitutes and appoints Joseph B. Hayek, Colin J. Souza and Patrick J. Kennedy, each with full power to act without the other, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign such Annual Report on Form 10-K and any and all amendments to such Annual Report on Form 10-K, and to file the same with all exhibits, financial statements and schedules related thereto, and any and all applications or other documents pertaining to such Annual Report on Form 10-K, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do if personally present. The undersigned hereby ratifies and confirms all that each said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on this 23rd day of June 2026.

/s/John B. Blystone
John B. Blystone

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned officer and director of Worthington Enterprises, Inc., an Ohio corporation, which anticipates filing its Annual Report on Form 10-K for the fiscal year ended May 31, 2026, with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Exchange Act of 1934, as amended, hereby makes, constitutes and appoints Joseph B. Hayek, Colin J. Souza and Patrick J. Kennedy, each with full power to act without the other, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign such Annual Report on Form 10-K and any and all amendments to such Annual Report on Form 10-K, and to file the same with all exhibits, financial statements and schedules related thereto, and any and all applications or other documents pertaining to such Annual Report on Form 10-K, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do if personally present. The undersigned hereby ratifies and confirms all that each said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on this 23rd day of June 2026.

/s/Charles M. Chiappone
Charles M. Chiappone

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned officer and director of Worthington Enterprises, Inc., an Ohio corporation, which anticipates filing its Annual Report on Form 10-K for the fiscal year ended May 31, 2026, with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Exchange Act of 1934, as amended, hereby makes, constitutes and appoints Joseph B. Hayek, Colin J. Souza and Patrick J. Kennedy, each with full power to act without the other, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign such Annual Report on Form 10-K and any and all amendments to such Annual Report on Form 10-K, and to file the same with all exhibits, financial statements and schedules related thereto, and any and all applications or other documents pertaining to such Annual Report on Form 10-K, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do if personally present. The undersigned hereby ratifies and confirms all that each said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on this 23rd day of June 2026.

/s/Mark C. Davis
Mark C. Davis

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned officer and director of Worthington Enterprises, Inc., an Ohio corporation, which anticipates filing its Annual Report on Form 10-K for the fiscal year ended May 31, 2026, with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Exchange Act of 1934, as amended, hereby makes, constitutes and appoints Joseph B. Hayek, Colin J. Souza and Patrick J. Kennedy, each with full power to act without the other, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign such Annual Report on Form 10-K and any and all amendments to such Annual Report on Form 10-K, and to file the same with all exhibits, financial statements and schedules related thereto, and any and all applications or other documents pertaining to such Annual Report on Form 10-K, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do if personally present. The undersigned hereby ratifies and confirms all that each said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on this 23rd day of June 2026.

/s/Michael J. Endres
Michael J. Endres

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned officer and director of Worthington Enterprises, Inc., an Ohio corporation, which anticipates filing its Annual Report on Form 10-K for the fiscal year ended May 31, 2026, with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Exchange Act of 1934, as amended, hereby makes, constitutes and appoints Joseph B. Hayek, Colin J. Souza and Patrick J. Kennedy, each with full power to act without the other, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign such Annual Report on Form 10-K and any and all amendments to such Annual Report on Form 10-K, and to file the same with all exhibits, financial statements and schedules related thereto, and any and all applications or other documents pertaining to such Annual Report on Form 10-K, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do if personally present. The undersigned hereby ratifies and confirms all that each said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on this 23rd day of June 2026.

/s/Paul G. Heller
Paul G. Heller

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned officer and director of Worthington Enterprises, Inc., an Ohio corporation, which anticipates filing its Annual Report on Form 10-K for the fiscal year ended May 31, 2026, with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Exchange Act of 1934, as amended, hereby makes, constitutes and appoints Joseph B. Hayek, Colin J. Souza and Patrick J. Kennedy, each with full power to act without the other, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign such Annual Report on Form 10-K and any and all amendments to such Annual Report on Form 10-K, and to file the same with all exhibits, financial statements and schedules related thereto, and any and all applications or other documents pertaining to such Annual Report on Form 10-K, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do if personally present. The undersigned hereby ratifies and confirms all that each said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on this 23rd day of June 2026.

/s/Ozey K. Horton, Jr.
Ozey K. Horton, Jr.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned officer and director of Worthington Enterprises, Inc., an Ohio corporation, which anticipates filing its Annual Report on Form 10-K for the fiscal year ended May 31, 2026, with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Exchange Act of 1934, as amended, hereby makes, constitutes and appoints Joseph B. Hayek, Colin J. Souza and Patrick J. Kennedy, each with full power to act without the other, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign such Annual Report on Form 10-K and any and all amendments to such Annual Report on Form 10-K, and to file the same with all exhibits, financial statements and schedules related thereto, and any and all applications or other documents pertaining to such Annual Report on Form 10-K, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do if personally present. The undersigned hereby ratifies and confirms all that each said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on this 23rd day of June 2026.

/s/John H. McConnell II
John H. McConnell II

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned officer and director of Worthington Enterprises, Inc., an Ohio corporation, which anticipates filing its Annual Report on Form 10-K for the fiscal year ended May 31, 2026, with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Exchange Act of 1934, as amended, hereby makes, constitutes and appoints Joseph B. Hayek, Colin J. Souza and Patrick J. Kennedy, each with full power to act without the other, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign such Annual Report on Form 10-K and any and all amendments to such Annual Report on Form 10-K, and to file the same with all exhibits, financial statements and schedules related thereto, and any and all applications or other documents pertaining to such Annual Report on Form 10-K, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do if personally present. The undersigned hereby ratifies and confirms all that each said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on this 23rd day of June 2026.

/s/W. Bradley Southern
W. Bradley Southern

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned officer and director of Worthington Enterprises, Inc., an Ohio corporation, which anticipates filing its Annual Report on Form 10-K for the fiscal year ended May 31, 2026, with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Exchange Act of 1934, as amended, hereby makes, constitutes and appoints Joseph B. Hayek, Colin J. Souza and Patrick J. Kennedy, each with full power to act without the other, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign such Annual Report on Form 10-K and any and all amendments to such Annual Report on Form 10-K, and to file the same with all exhibits, financial statements and schedules related thereto, and any and all applications or other documents pertaining to such Annual Report on Form 10-K, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do if personally present. The undersigned hereby ratifies and confirms all that each said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on this 23rd day of June 2026.

/s/Brantley J. Standridge
Brantley J. Standridge

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned officer and director of Worthington Enterprises, Inc., an Ohio corporation, which anticipates filing its Annual Report on Form 10-K for the fiscal year ended May 31, 2026, with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Exchange Act of 1934, as amended, hereby makes, constitutes and appoints Joseph B. Hayek, Colin J. Souza and Patrick J. Kennedy, each with full power to act without the other, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign such Annual Report on Form 10-K and any and all amendments to such Annual Report on Form 10-K, and to file the same with all exhibits, financial statements and schedules related thereto, and any and all applications or other documents pertaining to such Annual Report on Form 10-K, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do if personally present. The undersigned hereby ratifies and confirms all that each said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on this 23rd day of June 2026.

/s/Billy R. Vickers
Billy R. Vickers

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned officer and director of Worthington Enterprises, Inc., an Ohio corporation, which anticipates filing its Annual Report on Form 10-K for the fiscal year ended May 31, 2026, with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Exchange Act of 1934, as amended, hereby makes, constitutes and appoints Joseph B. Hayek, Colin J. Souza and Patrick J. Kennedy, each with full power to act without the other, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign such Annual Report on Form 10-K and any and all amendments to such Annual Report on Form 10-K, and to file the same with all exhibits, financial statements and schedules related thereto, and any and all applications or other documents pertaining to such Annual Report on Form 10-K, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do if personally present. The undersigned hereby ratifies and confirms all that each said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on this 23rd day of June 2026.

/s/Virgil L. Winland
Virgil L. Winland

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned officer and director of Worthington Enterprises, Inc., an Ohio corporation, which anticipates filing its Annual Report on Form 10-K for the fiscal year ended May 31, 2026, with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Exchange Act of 1934, as amended, hereby makes, constitutes and appoints Joseph B. Hayek and Colin J. Souza, each with full power to act without the other, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign such Annual Report on Form 10-K and any and all amendments to such Annual Report on Form 10-K, and to file the same with all exhibits, financial statements and schedules related thereto, and any and all applications or other documents pertaining to such Annual Report on Form 10-K, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do if personally present. The undersigned hereby ratifies and confirms all that each said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on this 23rd day of June 2026.

.

/s/Patrick J. Kennedy
Patrick J. Kennedy

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned officer and director of Worthington Enterprises, Inc., an Ohio corporation, which anticipates filing its Annual Report on Form 10-K for the fiscal year ended May 31, 2026, with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Exchange Act of 1934, as amended, hereby makes, constitutes and appoints Colin J. Souza and Patrick J. Kennedy, each with full power to act without the other, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign such Annual Report on Form 10-K and any and all amendments to such Annual Report on Form 10-K, and to file the same with all exhibits, financial statements and schedules related thereto, and any and all applications or other documents pertaining to such Annual Report on Form 10-K, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do if personally present. The undersigned hereby ratifies and confirms all that each said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on this 23rd day of June 2026.

/s/Joseph B. Hayek
Joseph B. Hayek

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned officer and director of Worthington Enterprises, Inc., an Ohio corporation, which anticipates filing its Annual Report on Form 10-K for the fiscal year ended May 31, 2026, with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Exchange Act of 1934, as amended, hereby makes, constitutes and appoints Joseph B. Hayek and Patrick J. Kennedy, each with full power to act without the other, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign such Annual Report on Form 10-K and any and all amendments to such Annual Report on Form 10-K, and to file the same with all exhibits, financial statements and schedules related thereto, and any and all applications or other documents pertaining to such Annual Report on Form 10-K, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do if personally present. The undersigned hereby ratifies and confirms all that each said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on this 23rd day of June 2026.

/s/Colin J. Souza
Colin J. Souza

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned officer and director of Worthington Enterprises, Inc., an Ohio corporation, which anticipates filing its Annual Report on Form 10-K for the fiscal year ended May 31, 2026, with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Exchange Act of 1934, as amended, hereby makes, constitutes and appoints Joseph B. Hayek, Colin J. Souza and Patrick J. Kennedy, each with full power to act without the other, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign such Annual Report on Form 10-K and any and all amendments to such Annual Report on Form 10-K, and to file the same with all exhibits, financial statements and schedules related thereto, and any and all applications or other documents pertaining to such Annual Report on Form 10-K, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do if personally present. The undersigned hereby ratifies and confirms all that each said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on this 23rd day of June 2026.

/s/Kevin J. Chan
Kevin J. Chan

Exhibit 31.1

RULE 13a-14(a) / 15d-14(a)
CERTIFICATIONS (PRINCIPAL EXECUTIVE OFFICER)
CERTIFICATIONS

I, Joseph B. Hayek, certify that:

1. I have reviewed this Annual Report on Form 10-K for the fiscal year ended May 31, 2026 of Worthington Enterprises, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 30, 2026

By: /s/ Joseph B. Hayek
Joseph B. Hayek,
Chief Executive Officer and President

Exhibit 31.2

RULE 13a-14(a) / 15d-14(a)
CERTIFICATIONS (PRINCIPAL FINANCIAL OFFICER)
CERTIFICATIONS

I, Colin J. Souza, certify that:

1. I have reviewed this Annual Report on Form 10-K for the fiscal year ended May 31, 2026 of Worthington Enterprises, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 30, 2026

By: /s/ Colin J. Souza
Colin J. Souza,
Vice President and Chief Financial Officer

Exhibit 32.1

CERTIFICATIONS OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002*

In connection with the Annual Report of Worthington Enterprises, Inc. (the "Company") on Form 10-K for the fiscal year ended May 31, 2026, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Joseph B. Hayek, Chief Executive Officer and President of the Company, certify, pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

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

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

/s/ Joseph B. Hayek
Printed Name: Joseph B. Hayek
Title: Chief Executive Officer and President

Date: July 30, 2026

*These certifications are being furnished as required by Rule 13a-14(b) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and Section 1350 of Chapter 63 of Title 18 of the United States Code, and shall not be deemed "filed" for purposes of Section 18 of the Exchange Act or otherwise subject to the liability of that Section. These certifications shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that Worthington Enterprises, Inc. specifically incorporates these certifications by reference.

Exhibit 32.2

CERTIFICATIONS OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002*

In connection with the Annual Report of Worthington Enterprises, Inc. (the "Company") on Form 10-K for the fiscal year ended May 31, 2026, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Colin J. Souza, Vice President and Chief Financial Officer of the Company, certify, pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

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

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

/s/ Colin J. Souza
Printed Name: Colin J. Souza
Title: Vice President and Chief Financial Officer

Date: July 30, 2026

*These certifications are being furnished as required by Rule 13a-14(b) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and Section 1350 of Chapter 63 of Title 18 of the United States Code, and shall not be deemed "filed" for purposes of Section 18 of the Exchange Act or otherwise subject to the liability of that Section. These certifications shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that Worthington Enterprises, Inc. specifically incorporates these certifications by reference.

Exhibit 99.1

WORTHINGTON ARMSTRONG VENTURE

Consolidated Financial Statements

December 31, 2025 and 2024

(With Independent Auditors' Report Thereon)

WORTHINGTON ARMSTRONG VENTURE

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KPMG LLP
Suite 4000
1735 Market Street
Philadelphia, PA 19103-7501

Independent Auditors' Report

The Board of Directors
Worthington Armstrong Venture:

Opinion

We have audited the consolidated financial statements of Worthington Armstrong Venture and its subsidiary (the Company), which comprise the consolidated balance sheets as of December 31, 2025 and 2024, and the related consolidated statements of income and comprehensive income, partners' deficit, and cash flows for each of the years in the three-year period ended December 31, 2025, and the related notes to the consolidated financial statements.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2025 and 2024, and the results of its operations and its cash flows each of the years in the three-year period ended December 31, 2025 in accordance with U.S. generally accepted accounting principles.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are required to be independent of the Company and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with U.S. generally accepted accounting principles, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern for one year after the date that the consolidated financial statements are issued.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the consolidated financial statements.

KPMG LLP, a Delaware limited liability partnership, and its subsidiaries are part of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee.

KPMG

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the consolidated financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit.

KPMG LLP

Philadelphia, Pennsylvania
February 16, 2026

WORTHINGTON ARMSTRONG VENTURE

Consolidated Balance Sheets

December 31, 2025 and 2024

(Dollar amounts in thousands)

Assets	**2025**	**2024**
Current assets:		
Cash and cash equivalents	$ 3,464	3,806
Accounts receivable, net	49,667	49,509
Receivables from affiliates	2,220	3,808
Inventory, net	54,127	52,567
Other current assets	672	349
Total current assets	110,150	110,039
Property, plant, and equipment, net	42,119	40,292
Goodwill & Intangibles	14,119	14,655
Operating lease assets	27,919	38,750
Other assets	384	347
Total assets	$ 194,691	204,083
Liabilities and Partners' Deficit		
Current liabilities:		
Accounts payable	$ 16,261	18,208
Accounts payable to affiliates	333	443
Accrued expenses	7,530	7,757
Operating lease liabilities	4,228	5,248
Taxes payable	267	204
Total current liabilities	28,619	31,860
Long-term liabilities:		
Long-term debt	330,894	337,556
Long term operating lease liabilities	25,960	33,502
Other long-term liabilities	513	2,228
Total long-term liabilities	357,367	373,286
Total liabilities	385,986	405,146
Partners' deficit:		
Accumulated deficit	(191,295)	(200,897)
Accumulated other comprehensive loss	-	(166)
Total partners' deficit	(191,295)	(201,063)
Total liabilities and partners' deficit	$ 194,691	204,083

See accompanying notes to consolidated financial statements.

WORTHINGTON ARMSTRONG VENTURE

Consolidated Statements of Income and Comprehensive Income

Years ended December 31, 2025, 2024, and 2023

(Dollar amounts in thousands)

	2025	2024	2023
Net sales	$ 512,964	492,329	448,995
Cost of sales	(200,155)	(195,455)	(185,823)
Gross margin	312,809	296,874	263,172
Selling, general, and administrative expenses	(62,347)	(62,215)	(59,116)
Operating income	250,462	234,659	204,056
Other income (expense), net	451	(1,143)	257
Interest expense	(16,021)	(17,256)	(16,844)
Income from operations before tax expense	234,892	216,260	187,469
Income tax expense	(290)	(348)	(232)
Total net income	234,602	215,912	187,237
Other comprehensive income:			
Change in pension plan	-	1,269	119
Change in cash flow hedge	166	(1,259)	1,244
Total other comprehensive income	166	10	1,363
Total comprehensive income	$ 234,768	215,922	188,600

See accompanying notes to consolidated financial statements.

WORTHINGTON ARMSTRONG VENTURE

Consolidated Statements of Partners' Deficit

Years ended December 31, 2025, 2024, and 2023

(Dollar amounts in thousands)

	Contributed capital				
	Armstrong Ventures, Inc.	The Worthington Steel Company	Accumulated Deficit	Accumulated other comprehensive income (loss)	Total partners' deficit
Balance, December 31, 2022	$ -	-	(214,932)	(1,539)	(216,471)
Net income	-	-	187,237	-	187,237
Distributions	-	-	(193,000)	-	(193,000)
Change in pension plan	-	-	-	119	119
Change in cash flow hedge	-	-	-	1,244	1,244
Balance, December 31, 2023	$ -	-	(220,695)	(176)	(220,871)
Net income	-	-	215,912	-	215,912
Distributions	-	-	(196,000)	-	(196,000)
Other	-	-	(114)	-	(114)
Change in pension plan	-	-	-	1,269	1,269
Change in cash flow hedge	-	-	-	(1,259)	(1,259)
Balance, December 31, 2024	$ -	-	(200,897)	(166)	(201,063)
Net income	-	-	234,602	-	234,602
Distributions	-	-	(225,000)	-	(225,000)
Change in cash flow hedge	-	-	-	166	166
Balance, December 31, 2025	$ -	-	(191,295)	-	(191,295)

See accompanying notes to consolidated financial statements.

WORTHINGTON ARMSTRONG VENTURE

Consolidated Statements of Cash Flows

Years ended December 31, 2025, 2024, and 2023

(Dollar amounts in thousands)

	2025	2024	2023
Cash flows from operating activities:			
Net income	$ 234,602	215,912	187,237
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	5,618	5,168	4,739
Pension settlement expense	-	1,016	-
Changes in assets and liabilities:			
Change in receivables	1,430	(8,778)	1,699
Change in inventory	(1,560)	(10,194)	9,481
Change in payables and accrued expenses	(2,885)	(1,762)	2,398
Other	1,347	775	37
Net cash provided by operating activities	238,552	202,137	205,591
Cash flows from investing activities:			
Purchases of property, plant, and equipment	(6,909)	(7,418)	(6,178)
Cash paid for acquisition	-	(8,460)	-
Net cash used in investing activities	(6,909)	(15,878)	(6,178)
Cash flows from financing activities:			
Proceeds from revolving credit facility	260,000	253,000	213,000
Repayment of revolving credit facility	(266,000)	(242,000)	(221,000)
Payment of financing costs	(985)	-	-
Distributions paid	(225,000)	(196,000)	(193,000)
Net cash used in financing activities	(231,985)	(185,000)	(201,000)
Net increase (decrease) in cash and cash equivalents	(342)	1,259	(1,587)
Cash and cash equivalents at beginning of year	3,806	2,547	4,134
Cash and cash equivalents at end of year	$ 3,464	3,806	2,547
Supplemental disclosures:			
Interest paid	$ 16,065	17,271	17,459
Income taxes paid	246	336	198

See accompanying notes to consolidated financial statements.

(1) Description of Business

Worthington Armstrong Venture (the Company) is a general partnership, formed in June 1992, between Armstrong Ventures, Inc. (Armstrong), a subsidiary of Armstrong World Industries, Inc., and The Worthington Steel Company (Worthington), a Delaware corporation (a subsidiary of Worthington Enterprises, Inc.). Its business is to manufacture and market suspension systems for commercial and residential ceiling markets throughout the world. The Company has seven manufacturing plants located throughout the United States.

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation and Use of Estimates

These consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP) and include management estimates and judgments, where appropriate. Actual results could differ from those estimates. Significant items subject to such estimates and assumptions include the valuation of property, plant, and equipment and goodwill, operating lease liabilities and right-of-use assets, and accrual for volume rebates.

The consolidated financial statements include the accounts of the Company and its subsidiary. All significant intercompany transactions have been eliminated.

(b) Revenue Recognition

The Company recognizes revenue upon transfer of control of products to the customer, which typically occurs upon shipment. The main performance obligation to customers is the delivery of products in accordance with purchase orders. Each purchase order confirms the transaction price for the products purchased under the arrangement. Direct shipments to building materials distributors, home centers, direct customers and retailers represent the majority of sales transactions. Standard sales terms are Free On Board (“FOB”) shipping point; however, the Company does have minimal sales terms that are FOB destination. At the point of shipment, the customer is required to pay under normal sales terms, which in most cases are 45 days or less, with no material financing components. While the majority of the Company’s revenue is derived from the sale of standard products, the Company also manufactures and sells customized ceiling products. The manufacturing cycle for these products is typically short.

The Company’s products are sold with normal and customary return provisions. Limited warranties are provided for defects in materials or factory workmanship, sagging and warping, and certain other manufacturing defects. Warranties are not sold separately to customers, and product warranties place certain requirements on the purchaser, including installation and maintenance in accordance with written instructions. In addition to the warranty program, under certain limited circumstances, the Company will occasionally, at its sole discretion, provide a customer accommodation repair or replacement. Warranty repairs and replacements are most commonly made by professional installers employed by or affiliated with the Company’s independent

(Continued)

distributors. Sales returns and warranty claims have historically not been material and do not constitute separate performance obligations.

The Company often offers incentive programs to its customers, primarily volume rebates and promotions. The majority of the Company's rebates are designated as a percentage of annual customer purchases. Rebate amounts are estimated based on actual sales for the period and accrued for the projected incentive programs costs. The costs of rebate accruals are recorded as a reduction to revenue. Other sales discounts, including early pay promotions, are deducted immediately from the sales invoice.

Sales taxes collected from customers and remitted to governmental authorities are accounted for on a net basis and, therefore, are excluded from revenues in the consolidated statements of income and comprehensive income.

(c) Derivative Instruments and Hedging Activities

The Company recognizes all derivative instruments as either assets or liabilities in the consolidated balance sheet at their respective fair values. For derivatives designated in hedging relationships, changes in the fair value are recognized in accumulated other comprehensive income, to the extent the derivative is effective at offsetting the changes in cash flows being hedged until the hedged item affects earnings. For derivatives not designated as hedges or that do not meet the criteria for hedge accounting, all changes in fair value are recorded immediately to profit or loss.

(d) Advertising Costs and Research and Development Expenditures

The Company recognizes advertising costs and research and development expense as incurred. Advertising expense was $1,718, $2,090, and $1,844 for the years ended December 31, 2025, 2024, and 2023, respectively. Research and development expense was $3,714, $4,102, and $3,924 for the years ended December 31, 2025, 2024, and 2023, respectively.

(e) Taxes

The Company is a general partnership in the United States, and accordingly, generally, U.S. federal and state income taxes are the responsibility of the two general partners. The Company recognizes the effect of uncertain income tax positions only if those positions are more likely than not of being sustained. Recognized income tax benefits are measured at the largest amount that is greater than 50% likely of being realized. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs.

(f) Trade Accounts Receivable

Trade accounts receivable are recorded at the invoiced amount and do not bear interest. The Company maintains an allowance for doubtful accounts for estimated credit losses inherent in its accounts receivable portfolio. In establishing the required allowance, management considers historical losses, current receivables aging, and existing industry and national economic data. Account balances are charged off against the allowance after all means of collection have been

(Continued)

exhausted and the potential for recovery is considered remote. The Company does not have any off-balance-sheet credit exposure related to its customers.

(g) Inventories

Inventories are valued at the lower of cost and net realizable value. Cost is determined on the first-in, first-out method.

(h) Long-Lived Assets

Property, plant, and equipment are stated at cost, with accumulated depreciation and amortization deducted to arrive at net book value. Depreciation charges are determined generally on the straight-line basis over the useful lives as follows: buildings, 30 years; machinery and equipment, 5 to 15 years; and leasehold improvements over the shorter of 10 years or the life of the lease. Impairment losses are recorded when indicators of impairment are present and the undiscounted cash flows estimated to be generated by those assets are less than the assets' carrying amount. If an impairment exists, the asset is reduced to fair value.

(i) Leases

The Company enters into operating leases for certain manufacturing plants, warehouses, and automobiles. The Company's leases have remaining lease terms of up to 10 years. Several leases include options for the Company to renew in certain increments. The Company considers these components in determining the lease term used to establish the right-of-use ("ROU") assets and lease liabilities when it is reasonably certain that the Company will exercise that option. The Company's lease agreements do not contain any residual value guarantees or material restrictive covenants. Short-term leases with an initial term of 12 months or less are not recorded on the consolidated balance sheet. The lease expenses are recognized on a straight-line basis over the lease term.

As the Company's leases do not provide an implicit rate, an Incremental Borrowing Rate based on information that is available at the lease commencement date is used to compute the present value of lease payments, which is an estimate of the collateralized borrowing rate the Company would incur on future lease payments over a similar term.

(j) Goodwill and Intangibles

Goodwill of $10,905 as of December 31, 2025 and 2024, represents the excess of the aggregate purchase price over the fair value of the net assets acquired in a purchase business combination. Goodwill is tested for impairment at least annually. The impairment tests performed in 2025 and 2024 did not result in an impairment of goodwill.

(Continued)

Intangible assets of $3,214 and $3,750 as of December 31, 2025 and 2024, respectively, primarily represent acquired customer relationships, which are amortized on a straight-line basis over their estimated useful lives, which range from 5 to 15 years. Amortization expense was $536, $403, and $164 for the years ended December 31, 2025, 2024, and 2023, respectively. Intangible assets are reviewed for impairment when indicators of impairment are present. The Company did not test intangible assets for impairment in 2025 or 2024, as no indicators of impairment existed.

(k) Recently Issued Accounting Standards

In November 2024, the FASB issued ASU 2024-03, *Income Statement – Reporting Comprehensive Income – Expense Disaggregation Disclosures (Subtopic 220-40)*: Disaggregation of Income Statement Expenses, which requires the disaggregation of certain expense captions into specified categories in disclosures within the notes to the consolidated financial statements to provide enhanced transparency into the expense captions presented on the face of the statement of income and comprehensive income. ASU 2024-03 is effective for annual reporting periods beginning after December 15, 2026, with early adoption permitted, and may be applied either prospectively or retrospectively to financial statements issued for reporting periods after the effective date of ASU 2024-03 or retrospectively to any or all prior periods presented in the financial statements. The Company is currently evaluating the impact that the adoption of ASU 2024-03 will have on its related disclosures.

(3) Accounts Receivable

The Company sells its products to select, preapproved customers whose businesses are directly affected by changes in economic and market conditions. The Company considers these factors and the financial condition of each customer when establishing its allowance for losses from doubtful accounts. The allowance for doubtful accounts was $44 and $104 at December 31, 2025 and 2024, respectively.

(4) Inventory

	2025	2024
Finished goods	$ 19,261	18,374
Goods in process	989	713
Raw materials	29,772	29,758
Supplies	4,105	3,722
Total inventory, net of reserves	$ 54,127	52,567

(Continued)

(5) Derivative Instruments and Hedging Activities

The Company may use interest-rate related derivative instruments to manage its exposure related to changes in interest rates on its variable-rate debt instruments and uses commodity derivatives to manage its exposure to commodity price fluctuations. The Company does not enter into derivative instruments for any purpose other than cash flow hedging. The Company does not speculate using derivative instruments.

The Company currently uses Secured Overnight Financing Rate (SOFR) debt to finance its operations. The debt obligations expose the Company to variability in interest payments due to changes in interest rates.

Management believes that it is prudent to limit the variability of a portion of its interest payments, and thus may enter into interest rate swap agreements to manage fluctuations in cash flows resulting from changes in the benchmark interest rate. The swap changes the variable-rate cash flow exposure on the debt obligations to fixed cash flows. The Company is not currently utilizing interest rate swaps; however, management will continue to evaluate opportunities to limit variability of cash flows resulting from changes in the benchmarked interest rate.

The Company also strategically enters into certain derivative instruments to hedge exposure to changes in cash flows attributable to commodity price fluctuations associated with certain forecasted transactions, specifically the future purchases of steel and aluminum used in manufacturing the Company's products. Changes in the fair value of steel and aluminum derivative instruments designated as hedging instruments and that effectively offset the variability of cash flows associated with anticipated purchases of steel and aluminum are reported in accumulated other comprehensive income. These amounts subsequently are reclassed into cost of goods sold when the related inventory is liquidated and affects earnings. The Company assesses hedge effectiveness both at the onset of the hedge and at regular intervals throughout the life of the derivative instrument.

There were no derivative instruments or hedging activities in place as of December 31, 2025 and the fair value of derivatives designed as hedging instruments held as of December 31, 2024 was immaterial.

(6) Property, Plant, and Equipment

	2025	2024
Land	$ 673	673
Buildings	19,095	16,976
Machinery and equipment	92,511	85,407
Computer software	2,572	2,621
Construction in process	5,643	8,835
	120,494	114,512
Accumulated depreciation and amortization	(78,375)	(74,220)
Total property, plant, and equipment, net	$ 42,119	40,292

(Continued)

Depreciation expense was $5,082, $4,765 and $4,575 for the years ended December 31, 2025, 2024 and 2023, respectively.

(7) Fair Value of Financial Instruments

The Company does not hold or issue financial instruments for trading purposes.

The carrying amounts of cash and cash equivalents, accounts receivable, accounts payable, and accrued expenses approximate their fair value due to the short-term maturity of these instruments. The carrying value and estimated fair value of debt was $330,894 and $317,912, respectively, at December 31, 2025. The carrying value and estimated fair value of debt was $337,556 and $325,598, respectively, at December 31, 2024.

The fair value of the Company's debt is based on the amount of future cash flows discounted using rates the Company would currently be able to realize for similar instruments of comparable maturity.

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. U.S. GAAP establishes a three-level fair value hierarchy that prioritizes the inputs used to measure fair value. The three levels of inputs used to measure fair value are as follows:

Level 1 – Quoted prices in active markets for identical assets or liabilities.

Level 2 – Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3 – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. This includes certain pricing models, discounted cash flow methodologies, and similar techniques that use significant unobservable inputs.

The Company's derivatives are valued using Level 2 inputs. The fair values are disclosed in Note 5. The Company does not have any significant financial or nonfinancial assets or liabilities that are valued using Level 3 inputs.

(8) Debt

The Company has a $275,000 revolving credit facility (Facility) with PNC Bank and other lenders which expires February 6, 2030. As of December 31, 2025 and 2024 there was $182,000 and $188,000, respectively, outstanding under the Facility. The Company can borrow at rates with a range over adjusted SOFR of 1.375% to 2.0%, depending on the Company's leverage ratio, as defined by the

(Continued)

terms of the Facility. As of December 31, 2025 and 2024, the Company's interest rate was 5.22% and 5.71%, respectively.

On October 19, 2018, the Company issued $50,000 of 10-year private placement notes with PGIM, Inc. (PGIM Series B Notes) that mature in October 2028. At December 31, 2025 and 2024, there was $50,000 outstanding. The PGIM Series B Notes bear interest at 4.79% that is paid on a quarterly basis.

On February 5, 2021, the Company issued $50,000 of 8-year private placement notes with PGIM, Inc. (PGIM Series D Notes) that mature in February 2029. At December 31, 2025 and 2024, there was $50,000 outstanding. The PGIM Series D Notes bear interest at 3.05% that is paid on a quarterly basis.

On January 7, 2021, the Company issued $50,000 of 10-year private placement notes with Bank of America N.A. (BoA Series C Notes) that mature in January 2031. At December 31, 2025 and 2024 there was $50,000 outstanding. The BoA Series C Notes bear interest at 2.90% that is paid bi-annually.

As of December 31, 2025 and 2024, unamortized debt issuance costs were $1,106 and $444, respectively. The debt agreements contain certain restrictive financial covenants, including, among others, interest coverage and leverage ratios. The Company was in compliance with its covenants during the years ended and as of December 31, 2025 and 2024.

(Continued)

(9) Pension Benefit Programs

The Company contributes to the Worthington Industries Deferred Profit Sharing Plan for eligible U.S. employees. Costs for this plan were $2,128, $1,842 and $1,584 for 2025, 2024 and 2023, respectively.

The Company also had a U.S. defined-benefit pension plan for eligible hourly employees that worked in its former manufacturing plant located in Malvern, Pennsylvania. This plan was curtailed in January 2004 due to the consolidation of the Company's East Coast operations, which eliminated the expected future years of service for participants in the plan.

During the year ended December 31, 2024, the Company terminated the defined-benefit pension plan and settled the remaining plan obligations by offering lump sum settlements to all participants not receiving monthly benefits and purchasing annuities for all remaining plan participants. These actions reduced the number of participants in the defined-benefit pension plan to zero and the Company has no future obligations related to the plan.

After purchasing the annuities and settling the remaining administrative expenses in 2024, the Company was in an overfunded position and funds were reverted to the Company, which offset a portion of the pension settlement charges. Pension settlement expense of $1,016 was recorded in other income (expense), net in the consolidated statements of income and comprehensive income, for the year ended December 31, 2024.

The following table sets forth the defined-benefit pension plan's benefit obligations at December 31, 2024:

	2024
Projected benefit obligation at beginning of year	$ 3,706
Interest cost	87
Actuarial gain	(88)
Benefits paid	(3,705)
Projected benefit obligation at end of year	$ -

Note: The $1,016 settlement charge incurred in 2024 is included within the "Benefits paid" total.

(Continued)

The components of net periodic benefit cost are as follows:

	2024	2023
Interest cost	$ 87	195
Expected return on plan assets	(75)	(167)
Recognized net actuarial loss	73	144
Recognized settlement charge	1,016	74
Net periodic benefit costs	$ 1,101	246

The valuations and assumptions reflect the Society of Actuaries PRI 2012 mortality table with MP-2021 generational projection scales as of December 31, 2023.

(10) Income Taxes

The Company is a general partnership in the United States, and accordingly, U.S. federal and state income taxes are generally the responsibility of the two general partners. Therefore, no federal income tax provision has been recorded on U.S. income. Certain state and local taxes are the responsibility of the Company and are recorded as income tax expense in the consolidated statements of income and comprehensive income.

(11) Leases

The Company is a lessee in several noncancellable operating leases, primarily real estate for its corporate office as well as for certain of its manufacturing facilities; substantially all of the Company's lease expense relates to building and warehouse lease expense. Several leases include options for renewal, and contain clauses for payment of real estate taxes, insurance, and certain operating costs. In most cases, management expects that in the normal course of business, leases will be renewed or replaced by other leases.

Minimum rent payments under operating leases are recognized on a straight-line basis over the term of the lease including any periods of free rent. Rent expense during 2025, 2024, and 2023 amounted to $6,043, $6,113, and $5,005, respectively.

Short-term lease expense and variable lease costs were not material for the years ended December 31, 2025, 2024 and 2023. As of December 31, 2025, the Company did not have any new leases that have not yet commenced.

The weighted average remaining lease term for the Company's operating leases at December 31, 2025 and 2024 was 6.9 years and 7.2 years, respectively. The weighted average discount rate at December 31, 2025 and 2024 was 4.5% and 4.3%, respectively.

(Continued)

Cash paid for amounts included in the measurement of lease liabilities was $4,945 and $6,481 for the years ended December 31, 2025 and 2024, respectively.

Maturities of operating lease liabilities under noncancellable leases as of December 31, 2025 are as follows:

Year:	
2026	$ 5,344
2027	4,910
2028	4,902
2029	5,042
2030	5,006
Thereafter	10,391
Total undiscounted lease payments	$ 35,595
Less: imputed interest	(5,407)
Total lease liabilities	$ 30,188

(12) Accumulated Other Comprehensive Income (Loss)

The following table summarizes the activity, by component, related to the change in AOCI for December 31, 2025 and 2024 and the balances for accumulated other comprehensive income (loss):

	Cash flow Hedge	Pension Plan	Accumulated other comprehensive income (loss)
Balance, December 31, 2023	$ 1,093	(1,269)	(176)
Other comprehensive income before reclassifications	(1,259)	233	(1,026)
Amounts reclassified from accumulated other comprehensive income	-	1,036	1,036
Net current period other comprehensive income	(1,259)	1,269	10
Balance, December 31, 2024	$ (166)	-	(166)
Other comprehensive income before reclassifications	166	-	166
Amounts reclassified from accumulated other comprehensive income	-	-	-
Net current period other comprehensive income	166	-	166
Balance, December 31, 2025	$ -	-	-

(Continued)

The amount reclassified from AOCI was recorded in other income, net in the consolidated statements of income and comprehensive income.

(13) Related Parties

Armstrong provides certain selling, promotional, and administrative processing services to the Company for which it receives reimbursement. Armstrong purchases grid products from the Company, which are then resold along with Armstrong inventory to Armstrong's customers.

	2025	2024	2023
Services provided by Armstrong	$ 26,650	26,472	27,797
Sales to Armstrong	30,512	34,398	32,568

Armstrong owed the Company $2,220 and $3,808 for services and purchase of product as of December 31, 2025 and 2024, respectively, which are included in receivables from affiliates.
Worthington, and affiliates of Worthington, provide certain administrative processing services and insurance-related coverages to the Company for which it receives reimbursement.

	2025	2024	2023
Administrative services by Worthington	$ 2,012	2,004	2,139
Insurance-related coverage net of premiums by Worthington	1,029	626	691

The Company owed $333 and $443 to Worthington and affiliates of Worthington as of December 31, 2025 and 2024, respectively, which are included in accounts payable to affiliates.

(14) Legal Proceedings

The Company is involved in various claims and legal actions arising in the ordinary course of business. In the opinion of management, the ultimate disposition of these matters will not have a material adverse effect on the Company's consolidated financial position, results of operations, or liquidity.

(Continued)

(15) Business and Credit Concentrations

Approximately 38%, 36%, and 35% of net sales were to the Company's largest third-party customer for 2025, 2024, and 2023, respectively. The Company's 10 largest third-party customers accounted for approximately 83%, 82%, and 80% of the Company's net sales for 2025, 2024, and 2023, respectively, and approximately 83% and 89% of the Company's trade accounts receivable balances at December 31, 2025 and 2024, respectively. See Note 13 for sales to and amounts owed to the Company from Armstrong.

(16) Subsequent Events

Management has evaluated subsequent events through the date the annual consolidated financial statements were available to be issued, February 16, 2026.

Clarkwestern Dietrich Building Systems, LLC

Consolidated Financial Statements as of
March 31, 2026 and 2025 and for the Fiscal
Years Ended March 31, 2026, 2025, and 2024,
and Independent Auditor's Report

CLARKWESTERN DIETRICH BUILDING SYSTEMS, LLC

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INDEPENDENT AUDITOR'S REPORT

To the Management Committee of Clarkwestern Dietrich Building Systems, LLC:

Opinion

We have audited the consolidated financial statements of Clarkwestern Dietrich Building Systems, LLC and subsidiaries (the "Company"), which comprise the consolidated balance sheets as of March 31, 2026 and 2025, and the related consolidated statements of income and comprehensive income, members' equity, and cash flows for the fiscal years ended March 31, 2026, 2025 and 2024 and the related notes to the consolidated financial statements (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of March 31, 2026 and 2025, and the results of its operations and its cash flows for the fiscal years ended March 31, 2026, 2025 and 2024 in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Company and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Emphasis of Matter

As discussed in Note 8 to the financial statements, because of the extensive transactions with related parties, the financial statements may not be indicative of the financial position that would have existed or the results of operations that would have been achieved if the Company had operated without such affiliations. Our opinion is not modified with respect to this matter.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern for one year after the date that the financial statements are available to be issued.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

/s/Deloitte & Touche LLP

May 13, 2026

CLARKWESTERN DIETRICH BUILDING SYSTEMS, LLC

CONSOLIDATED BALANCE SHEETS
AS OF MARCH 31, 2026 AND 2025

	2026	2025
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 18,198,686	$ 12,270,091
Accounts receivable:		
Trade—Net of allowances	127,466,442	173,039,218
Other	2,339,050	4,114,451
Notes receivable from MIFA	36,266,954	31,230,184
Inventories	170,927,199	170,868,379
Prepaid expenses	4,901,099	2,825,364
Total current assets	360,099,430	394,347,687
EQUITY METHOD INVESTMENTS	17,847,039	6,713,611
PROPERTY, PLANT, AND EQUIPMENT—Net	117,565,747	101,728,387
OPERATING LEASE RIGHT-OF-USE ASSETS	41,065,360	40,684,339
GOODWILL	18,531,768	18,531,768
OTHER INTANGIBLE ASSETS—Net	8,822,064	11,396,458
OTHER ASSETS	1,735,476	7,262,364
TOTAL ASSETS	$ 565,666,884	$ 580,664,614
LIABILITIES AND MEMBERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	$ 77,150,075	$ 78,640,776
Accounts payable—MISA and its affiliates	5,760,150	3,771,886
Accrued rebates	30,700,608	32,557,389
Accrued liabilities	27,571,996	31,418,664
Accrued distributions to members—Worthington	1,684,508	-
Accrued distributions to members—CWBS-MISA, Inc.	5,053,524	-
Operating lease liabilities	11,352,979	10,307,755
Total current liabilities	159,273,840	156,696,470
Long-term operating lease liabilities	30,768,954	31,717,204
Other long-term liabilities	7,269,637	8,350,776
Total liabilities	197,312,431	196,764,450
COMMITMENTS AND CONTINGENCIES (Note 5)		
MEMBERS' EQUITY:		
Members' capital	218,160,618	218,160,618
Retained earnings	150,193,835	165,739,546
Total members' equity	368,354,453	383,900,164
TOTAL LIABILITIES AND MEMBERS' EQUITY	$ 565,666,884	$ 580,664,614

See accompanying notes to consolidated financial statements.

CLARKWESTERN DIETRICH BUILDING SYSTEMS, LLC

CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME
FOR THE FISCAL YEARS ENDED MARCH 31, 2026, 2025, AND 2024

	2026	2025	2024
NET SALES	$ 1,167,134,878	$ 1,185,969,408	$ 1,343,952,585
COSTS AND EXPENSES:			
Cost of sales	970,886,947	944,350,437	982,729,663
Selling and administrative expenses	94,392,992	88,011,303	90,278,450
Loss on disposal of assets	106,945	137,469	659,722
Total costs and expenses	1,065,386,884	1,032,499,209	1,073,667,835
INCOME FROM OPERATIONS	101,747,994	153,470,199	270,284,750
OTHER INCOME (EXPENSES):			
Equity in income from equity method investments	2,670,273	3,984,976	942,507
Other income	2,392,698	3,711,411	5,204,352
Other expenses	(363,235)	(83,879)	(855,875)
Total other income	4,699,736	7,612,508	5,290,984
INCOME BEFORE INCOME TAXES	106,447,730	161,082,707	275,575,734
INCOME TAX EXPENSE FOR STRUCTA WIRE CORP.	(83,082)	(1,380,284)	(1,847,255)
NET INCOME	$ 106,364,648	$ 159,702,423	$ 273,728,479
OTHER COMPREHENSIVE INCOME:			
Net income	$ 106,364,648	$ 159,702,423	$ 273,728,479
Foreign currency translation adjustments	-	-	262,331
COMPREHENSIVE INCOME	$ 106,364,648	$ 159,702,423	$ 273,990,810

See accompanying notes to consolidated financial statements.

CLARKWESTERN DIETRICH BUILDING SYSTEMS, LLC

CONSOLIDATED STATEMENTS OF MEMBERS' EQUITY
FOR THE FISCAL YEARS ENDED MARCH 31, 2026, 2025, AND 2024

	Members' Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Members' Equity
BALANCE—March 31, 2023	$ 218,160,618	$ 314,225,552	$ (262,331)	$ 532,123,839
Net income	-	273,728,479	-	273,728,479
Foreign currency translation adjustments	-	-	262,331	262,331
Distributions to members—dividends	-	(432,701,794)	-	(432,701,794)
BALANCE—March 31, 2024	218,160,618	155,252,237	-	373,412,855
Net income	-	159,702,423	-	159,702,423
Distributions to members—dividends	-	(149,215,114)	-	(149,215,114)
BALANCE—March 31, 2025	218,160,618	165,739,546	-	383,900,164
Net income	-	106,364,648	-	106,364,648
Distributions to members—dividends	-	(121,910,359)	-	(121,910,359)
BALANCE—March 31, 2026	$ 218,160,618	$ 150,193,835	$ -	$ 368,354,453

See accompanying notes to consolidated financial statements.

CLARKWESTERN DIETRICH BUILDING SYSTEMS, LLC

CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE FISCAL YEARS ENDED MARCH 31, 2026, 2025, AND 2024

	2026	2025	2024
OPERATING ACTIVITIES:			
Net income	$ 106,364,648	$ 159,702,423	$ 273,728,479
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization expense	18,696,595	15,678,720	15,499,399
Noncash lease expense	10,889,473	9,895,503	9,062,425
Loss on disposal of assets	106,946	137,469	659,722
Equity in income from equity method investments	(2,670,273)	(3,984,976)	(942,507)
Bad debt expense	103,895	211,209	(28,969)
Changes in fair value of contingent consideration	90,756	(149,220)	457,422
Cash paid for contingent consideration	-	-	(45,149)
Changes in assets and liabilities:			
Trade accounts receivable	45,468,881	21,513,781	8,890,038
Other receivables	1,775,401	(1,245,420)	987,788
Inventories	(58,820)	18,938,037	(22,505,784)
Prepaid expenses	(2,075,735)	(173,616)	169,550
Other assets	1,526,888	(705,924)	359,759
Accounts payable	(1,617,448)	(750,988)	39,733,954
Accrued liabilities and other long-term liabilities	(6,245,273)	(5,276,670)	(1,018,350)
Accrued contingent consideration payable	(540,245)	(541,412)	-
Accounts payable—MISA and its affiliates	1,988,264	(439,135)	1,208,638
Operating lease liabilities	(11,173,520)	(10,441,115)	(9,388,653)
Net cash provided by operating activities	162,630,433	202,368,666	316,827,762
INVESTING ACTIVITIES:			
Purchases of property, plant, and equipment	(31,782,707)	(25,419,755)	(18,912,479)
Collection (issuance) of notes receivable from (to) MISA—net	-	-	121,361,758
Collection (issuance) of notes receivable from (to) MIFA—net	(5,036,770)	788,601	(32,018,785)
Investment in equity securities	(5,300,000)	(4,000,000)	-
Dividends received from equity method investments	836,845	-	-
Acquisition of Studs Unlimited	-	(6,549,624)	-
Proceeds from the sale of property, plant, and equipment	27,476	6,764	23,465
Net cash (used in) provided by investing activities	(41,255,156)	(35,174,014)	70,453,959
FINANCING ACTIVITIES:			
Dividends paid to members	(115,172,327)	(187,186,975)	(394,729,933)
Principal payments of finance lease obligations	(274,355)	(243,238)	(231,267)
Cash paid for contingent consideration	-	-	(504,985)
Borrowings from line of credit	-	-	4,986,065
Repayments of line of credit	-	-	(4,986,065)
Net cash used in financing activities	(115,446,682)	(187,430,213)	(395,466,185)
EFFECT OF EXCHANGE RATES ON CASH AND CASH EQUIVALENTS	-	-	262,331
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	5,928,595	(20,235,561)	(7,922,133)
CASH AND CASH EQUIVALENTS—Beginning of year	12,270,091	32,505,652	40,427,785
CASH AND CASH EQUIVALENTS—End of year	$ 18,198,686	$ 12,270,091	$ 32,505,652
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:			
Cash paid for interest—including $35,830, $25,719, and $5,822, respectively, from finance leases	$ 154,832	$ 55,245	$ 36,102
Cash paid for Structa Wire Corp.'s income taxes	$ 1,925,015	$ 2,222,980	$ 1,471,444
Cash paid for operating lease obligations	$ 12,777,769	$ 11,737,814	$ 11,016,566
SUPPLEMENTAL DISCLOSURES OF NONCASH TRANSACTIONS:			
Operating right-of-use assets obtained in exchange for operating lease liabilities	$ 11,270,494	$ 5,698,594	$ 4,591,268
Financing right-of-use assets obtained in exchange for financing lease liabilities	$ 508,045	$ 871,154	$ -
Recording of Structa Wire's purchase price allocation (Note 3)	$ -	$ -	$ 4,394,738
Capital expenditures in accounts payable	$ 898,945	$ 772,198	$ 457,249
Capital expenditures in accrued liabilities and other long-term liabilities	$ 647,034	$ 970,550	$ 1,294,067
Accrued distributions to members	$ 6,738,032	$ -	$ 37,971,861

See accompanying notes to consolidated financial statements.

1. NATURE OF BUSINESS

Clarkwestern Dietrich Building Systems, LLC (the Company) is a manufacturer and supplier of light gauge steel framing products in the United States of America and Canada. The Company manufactures a full line of drywall studs and accessories, structural studs and joists, metal lath and accessories, and shaft wall studs and track used primarily in residential and commercial construction. The Company operates 15 manufacturing facilities, one each in Connecticut, Georgia, Illinois, Maryland, Missouri, Oklahoma, and British Columbia and two each in California, Florida, Ohio, and Texas.

The members of the Company are CWBS-MISA, Inc., a wholly owned subsidiary of Marubeni-Itochu Steel America Inc. (MISA) and Worthington CDBS Holding, LLC, an indirect subsidiary of Worthington Enterprises, Inc., formerly known as Worthington Industries, Inc., (Worthington). On March 1, 2011, Clarkwestern Building Systems, Inc. and Worthington, two independent entities, entered into a noncash transaction whereby certain assets and liabilities of Clarkwestern Building Systems, Inc., that constituted a business, and Dietrich Industries, Inc., a wholly owned subsidiary of Worthington that has since dissolved into Worthington, were contributed to form the Company to improve the competitive market position and operating efficiency. Clarkwestern Building Systems, Inc. and Worthington obtained a 75 percent and 25 percent ownership interest, respectively. On April 1, 2015, Clarkwestern Building Systems, Inc., the majority member of the Company, merged into MISA Metals, Inc., and MISA Metals, Inc. was renamed CWBS-MISA, Inc.

The Company's fiscal year is the twelve-month period ending on March 31st. The accompanying consolidated balance sheets are as of March 31, 2026 and 2025 and the accompanying consolidated statements of income and comprehensive income, members' equity, and cash flows are for the fiscal years ended March 31, 2026, 2025, and 2024 (2026, 2025, and 2024, respectively).

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation—The accompanying consolidated financial statements reflect the accounts of Clarkwestern Dietrich Building Systems, LLC and its wholly owned subsidiaries as of March 31, 2026 and 2025 and for the fiscal years ended March 31, 2026, 2025, and 2024. The Company is the 100 percent owner of ClarkDietrich Research LLC, ClarkDietrich Engineering Services, LLC, ClarkDietrich Engineering Design Inc., and Structa Wire Corp. All intercompany transactions and balances have been eliminated in consolidation.

Estimates—The preparation of the consolidated financial statements in conformity with accounting principles generally accepted in the United States of America (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Concentrations of Credit Risk—Financial instruments, which potentially expose the Company to concentrations of credit risk, as defined by Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 825, *Financial Instruments*, consist primarily of trade accounts receivable. In the normal course of business, the Company extends credit, generally on an unsecured basis, to various customers in industries where certain concentrations of credit risk exist. These concentrations of credit risk may be similarly affected by changes in the economy or other conditions and may, accordingly impact the Company's overall credit risk. However, the Company's management believes that trade accounts receivable are well diversified, thereby reducing the potential of material credit risk, and that the allowance for credit losses is adequate to absorb estimated probable losses as of March 31, 2026 and 2025.

Customers of the Company are primarily located in the United States of America. Approximately 83 percent, 85 percent, and 82 percent of sales were to customers in the commercial building distributors industry for the fiscal years ended March 31, 2026, 2025, and 2024, respectively. Approximately 24 percent and 23 percent of trade accounts receivable were from two customers in the commercial building distributors industry as of March 31, 2026. Approximately 29 percent, 15 percent, and 15 percent of trade accounts receivable were from three customers in the commercial building distributors industry as of March 31, 2025. Approximately 21 percent, 20 percent, and 18 percent of sales were to three customers for the fiscal year ended March 31, 2026. Approximately 21 percent, 18 percent, and 17 percent of sales were to three customers for the fiscal year ended March 31, 2025. Approximately 22 percent, 17 percent, and 16 percent of sales were to three customers for the fiscal year ended March 31, 2024.

Cash and Cash Equivalents—Cash and cash equivalents include cash in banks and investment instruments that are highly liquid in nature and have maturities of three months or less from their acquisition date. Cash and cash equivalents are stated at cost, which approximates fair value. The Company maintains cash balances in bank accounts, which frequently and substantially exceed the amounts insured by the United States of America's Federal Deposit Insurance Corporation of $250,000 or, as applicable, the Canada Deposit Insurance Corporation of $100,000 in Canadian dollars. Although the Company bears risk on amounts in excess of these limits, it has not experienced and does not anticipate any losses due to the high quality of the institutions where the deposits are held.

Receivables—Trade receivables are carried at their estimated collectible amounts. Trade credit is generally extended on a short-term basis; thus, trade receivables do not bear interest. Receivables are reviewed on an ongoing basis to ensure they are properly valued and collectible. This is accomplished through two contra-receivable accounts: returns and allowance reserve and allowance for credit losses. The returns and allowance reserve is used to record estimates of returns or other allowances resulting from quality, delivery, discounts, or other issues affecting the value of receivables. This account is estimated based upon historical trends and current market conditions with the offset to net sales.

The allowance for credit losses is used to record the estimated risk of loss related to customers' inability to pay. This allowance is maintained at a level that the Company considers appropriate based on factors that affect collectability, such as the financial health of a customer, historical trends of charge-offs and recoveries, and current economic and market conditions. As the Company monitors the receivables, the Company identifies customers that may have payment problems, and adjusts the allowance accordingly, with the offset to selling and administrative expenses. Account balances are charged off against the allowance when recovery is considered remote.

While the Company believes the allowances are adequate, changes in economic conditions, the financial health of customers, and bankruptcy settlements could impact the Company's future earnings. If the economic environment and market conditions deteriorate, particularly in the construction market, additional reserves may be required. Allowance for credit losses was approximately $769,000 and $964,000 as of March 31, 2026 and 2025, respectively. The trade accounts receivable also includes a reserve for cash discounts and a reserve for returns and allowances of approximately $2,185,000 and $2,840,000 as of March 31, 2026 and 2025, respectively.

Inventories—Inventories are stated at the lower of cost or net realizable value, based on specific cost or by using a weighted average cost. Inventories as of March 31, 2026 and 2025 consisted of the following:

		2026		2025
Raw materials	$	107,378,092	$	105,933,947
Work in process		34,203,366		31,948,020
Finished goods		29,345,741		32,986,412
Total	$	170,927,199	$	170,868,379

The Company periodically reviews the inventory quantities on hand, considering assumptions such as current and future demand and market conditions and records reserves to reduce the carrying value of inventories to their net realizable value.

Property, Plant, and Equipment—Property, plant, and equipment are recorded at cost or the fair value at the date of acquisition and depreciated over their estimated useful lives on a straight-line basis. Depreciation of right-of-use finance lease assets and leasehold improvements is provided over the shorter of the lease term or the life of the property on a straight-line basis. Depreciation expense was approximately $16,122,000, $13,007,000, and $12,372,000 for the fiscal years ended March 31, 2026, 2025, and 2024, respectively.

As of March 31, 2026 and 2025, property, plant, and equipment consisted of the following:

	2026	2025
Land	$ 2,737,126	$ 2,737,126
Land improvements	7,632,589	7,063,231
Building	27,219,426	17,711,428
Machinery and equipment	200,216,907	177,148,149
Right-of-use finance lease assets for equipment	2,953,532	2,445,487
Computer equipment	8,803,972	8,988,804
Furniture and fixtures	7,473,067	6,409,266
Leasehold improvements	21,067,359	17,514,669
Internal use software	2,947,132	2,117,284
Construction in progress	25,786,355	37,175,872
Total property, plant, and equipment at cost	306,837,465	279,311,316
Less accumulated depreciation	(189,271,718)	(177,582,929)
Property, plant, and equipment—net	$ 117,565,747	$ 101,728,387

The estimated useful lives of the assets are as follows:

Land improvements	10 years
Buildings	31 years
Machinery and equipment	2–10 years
Right-of-use finance lease assets for equipment	3-4 years, the shorter of useful life or lease term
Computer equipment	3–10 years
Furniture and fixtures	5 years
Leasehold improvements	5-10 years, the shorter of useful life or lease term
Internal use software	5 years

The Company evaluates the carrying values of long-lived assets for impairment by assessing recoverability based on forecasted operating cash flows on an undiscounted basis in accordance with the FASB's ASC 360, *Property, Plant, and Equipment*. For the fiscal years ended March 31, 2026, 2025, and 2024, the Company determined no impairment existed.

Leases—The Company leases certain properties and buildings (manufacturing facilities and office space) and equipment under various arrangements which provide the right to use the underlying asset and require lease payments for the lease term. The Company's lease portfolio consists mainly of operating leases which expire at various dates through the fiscal year ending March 31, 2036 and finance leases which expire at various dates through the fiscal year ending March 31, 2030. Many of the property and building lease agreements obligate the Company to pay real estate taxes, insurance and certain maintenance costs (hereinafter referred to as nonlease components). The Company's lease agreements do not contain any material residual value guarantees or material restrictive covenants. Leases with an initial term of 12 months or less are not recorded on the balance sheet. All other leases are recorded on the balance sheet with right-of-use (ROU) assets representing the right to use the underlying asset for the lease

term and lease liabilities representing the obligation to make lease payments arising from the lease. ROU assets and lease liabilities are recognized at the lease commencement date based on the present value of lease payments over the lease term and include options to extend or terminate the lease when they are reasonably certain to be exercised. The present value of lease payments is determined primarily using the incremental borrowing rate based on the information available at lease commencement date. The Company elected the practical expedient to not separate lease and nonlease components for all classes of assets. For leases which contain increases in lease payments based on subsequent changes to the Consumer Price Index, the Consumer Price Index rate as of the commencement date is the rate that was used to compute the initial ROU assets and related lease liabilities. Any subsequent increases to the lease payments are expensed when incurred as variable lease expense.

Equity Method Investments—The investments included a 50 percent non-controlling interests in Structa Wire Corp, until August 31, 2022, and CDH Custom Roll Form, LLC (the Investments) and are carried at cost, adjusted for the Company's proportionate share of their undistributed earnings or losses, plus any amortization of basis difference (see Note 3), if applicable. If the fair value of the Investments is below their carrying value and the difference is deemed to be other than temporary, the difference between the fair value and the carrying value is charged to earnings as an impairment. No impairments were recognized for the Investments for the fiscal years ended March 31, 2026, 2025, and 2024. Equity in income from the equity method investments for the fiscal years ended March 31, 2026, 2025, and 2024 was $2,670,273, $3,984,976, and $942,507, respectively, and recorded in other income in the accompanying consolidated statements of income and comprehensive income. For additional information regarding the equity method investments, refer to Note 3 to these consolidated financial statements.

Goodwill—Goodwill represents costs in excess of the fair value of tangible and identifiable intangible assets acquired and liabilities assumed in business combinations. In accordance with the FASB's ASC 350, *Intangibles—Goodwill and Other*, goodwill is tested for impairment on an annual basis. When the fair value of a reporting unit falls below its carrying amount, an impairment charge is recorded for the amount, if any, by which the carrying amount of goodwill exceeds its implied fair value. Fair value of a reporting unit is established using a discounted cash flow method. For the fiscal years ended March 31, 2026, 2025, and 2024, the Company performed its annual impairment analysis and determined there was no impairment at such time.

The following table shows the change in goodwill for the fiscal years ended March 31, 2026, 2025, and 2024:

	2026	2025	2024
Balance at Beginning of year - April 1	$ 18,531,768	$ 18,531,768	$ 16,716,702
Acquisition of Studs Unlimited	-	-	1,815,066
Balance—March 31	$ 18,531,768	$ 18,531,768	$ 18,531,768

Other Intangible Assets Subject to Amortization—In accordance with the FASB's ASC 350, an intangible asset that is subject to amortization shall be tested for recoverability whenever events or changes in circumstances indicate that its carrying amount may not be recoverable. An impairment loss shall be recognized if the carrying amount of an intangible asset is not recoverable and its carrying amount exceeds its fair value. No impairment existed for the fiscal years ended March 31, 2026, 2025, and 2024.

The gross carrying values of other intangible assets, along with the related accumulated amortization and useful lives of the intangible assets subject to amortization, as of March 31, 2026 and 2025, are as follows:

2026	Weighted-Average Amortizable Life	Gross Carrying Amount	Accumulated Amortization	Net Intangibles
Trade name	8 years	$ 5,590,724	$ (4,764,415)	$ 826,309
Customer relationships	18 years	14,722,153	(8,617,994)	6,104,159
Non-compete covenant	4 years	106,350	(92,842)	13,508
Intellectual property	14 years	7,485,754	(5,607,666)	1,878,088
Total		$ 27,904,981	$ (19,082,917)	$ 8,822,064

2025	Weighted-Average Amortizable Life	Gross Carrying Amount	Accumulated Amortization	Net Intangibles
Trade name	8 years	$ 5,590,724	$ (4,425,152)	$ 1,165,572
Customer relationships	18 years	14,722,153	(7,000,910)	7,721,243
Non-compete covenant	4 years	106,350	(75,648)	30,702
Intellectual property	14 years	7,485,754	(5,006,813)	2,478,941
Total		$ 27,904,981	$ (16,508,523)	$ 11,396,458

The Company's other intangible assets are being amortized over their respective useful lives under accelerated methods of amortization or on a straight-line basis to reflect the pattern in which the economic benefits of the intangible assets are estimated to be realized. The Company assesses the useful lives of the intangible assets, making adjustments as necessary to the remaining useful life of intangible assets and modifications to future amortization expense going forward.

Amortization expense of other intangible assets was approximately $2,574,000, $2,671,000, and $3,128,000 for the fiscal years ended March 31, 2026, 2025, and 2024, respectively. As of March 31, 2026, future amortization expense of other intangible assets for each of the five succeeding fiscal years is as follows:

Fiscal Years Ending March 31	
2027	$ 2,073,435
2028	1,572,252
2029	1,258,525
2030	1,010,607
2031	791,476

Royalty Agreement—The Company recorded royalty expense of approximately $273,000, $223,000, and $301,000 for the fiscal years ended March 31, 2026, 2025, and 2024, respectively. Royalty expense is recorded in cost of sales in the accompanying consolidated statements of income and comprehensive income.

Income Taxes—The Company is a limited liability company and, therefore, the majority of the related results of operations are included in the determination of the taxable income or loss of its members. In the event the Company revokes the limited liability company status and elects to be taxed as a C corporation, the then existing deferred taxes

of the limited liability company would be reinstated as a liability or asset of the Company with a corresponding income tax expense or benefit.

Commencing in the fiscal year ended March 31, 2023, the Company's consolidated financial statements include the results of operations from its wholly owned subsidiary, Structa Wire Corp. (see Note 3), which is taxed as a C corporation, not as a limited liability company. The Company records income taxes related to Structa Wire Corp. in accordance with the provisions of ASC 740, *Income Taxes*.

Additionally, the Company applies certain provisions of the FASB's ASC 740, *Income Taxes*, which require that the consolidated financial statement effects of a tax position taken or expected to be taken in a tax return be recognized in the financial statements when it is more likely than not, based on the technical merits, that the position will be sustained upon examination. The recognition and measurement guidelines are applied to the Company's material tax positions in the consolidated financial statements; however, no amounts are recorded in the accompanying consolidated financial statements for uncertain tax positions.

Member Dividends—Each quarter, the Company remits dividends to CWBS-MISA, Inc. and Worthington to pay taxes, of which 75 percent is remitted to CWBS-MISA, Inc. and 25 percent is remitted to Worthington. At times, the Company may decide to distribute discretionary dividends as well.

Revenue Recognition—The Company recognizes revenue when a sales arrangement with a customer exists (e.g., executed contract agreement, receipt and acceptance of a purchase order, as well as other arrangements that are implied by customary practices and laws), a transaction price is fixed or determinable and the Company has satisfied its performance obligations per the sales arrangement. The Company's sales arrangements generally have standard payment terms that do not exceed a year.

The Company's revenue primarily originates from sales arrangements with a single performance obligation to deliver products to customers, whereby the Company's performance obligation is satisfied at a point in time when control of the product is transferred to the customer per the arranged shipping terms.

The Company offers rebate agreements to certain of its customers based upon sales and purchased tons with most rebates issued quarterly or annually. Total rebate expense for the fiscal years ended March 31, 2026, 2025, and 2024, was approximately $140,235,000, $139,995,000 and $152,039,000, respectively.

The Company's revenue is reported as net sales and is measured at the determinable transaction price, net of any variable considerations (e.g. sales discounts, rebates and other) and also net of any taxes collected from the customer and subsequently remitted to governmental authorities. The Company considers shipping and handling as activities to fulfill its performance obligation. Shipping and handling fees incurred by the Company are accounted for as cost of sales within the accompanying consolidated statements of income and comprehensive income.

Advertising—Advertising costs are expensed as incurred. Advertising expense was approximately $2,411,000, $2,563,000, and $2,756,000 for the fiscal years ended March 31, 2026, 2025, and 2024, respectively, and is included in selling and administrative expenses within the accompanying consolidated statements of income and comprehensive income.

Research and Development—Research and development (R&D) costs are expensed as incurred. R&D expense was approximately $1,138,000, $1,110,000, and $1,028,000 for the fiscal years ended March 31, 2026, 2025, and 2024, respectively, and is included in selling and administrative expenses within the accompanying consolidated statements of income and comprehensive income.

Fair Value Measurements—The Company, at times, measures certain assets and liabilities at fair value. The Company determines the fair value of these assets and liabilities based on the fair value hierarchy established in ASC 820, *Fair Value Measurements and Disclosures,* which requires an entity to maximize the use of observable inputs (Level 1) and minimize the use of unobservable inputs (Level 3) when measuring fair value. ASC 820 also enables the reader of the financial statements to assess the inputs used to develop those measurements by establishing a

hierarchy for ranking the quality and reliability of the information used to determine fair values. The three levels of inputs that may be used to measure fair values include:

Level 1—Quoted prices in active markets for identical assets or liabilities.

Level 2—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 and liabilities.

Level 3—Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets and liabilities.

3. ACQUISITIONS AND EQUITY METHOD INVESTMENTS

Acquisition of Studs Unlimited, LLC—On September 30, 2024, the Company acquired certain assets and assumed certain liabilities from Studs Unlimited, LLC. The final purchase price was $6,549,624, which was net of a working capital adjustment of approximately $200,000. Acquisition-related costs of $203,000 were expensed as incurred and included in selling and administrative expenses within the accompanying consolidated statements of income and comprehensive income for the fiscal year ended March 31, 2025.

Studs Unlimited, LLC manufactures light gauge steel framing products. The addition of Studs Unlimited, LLC expands the Company's footprint to better serve customers in Oklahoma and other surrounding states.

The assets acquired were measured and recognized based on their estimated fair value at the date of acquisition, with goodwill representing the excess of the purchase price over the fair value of the identifiable net assets. The goodwill relates primarily to the expected synergies and the value of the qualified workforce. The fair value of identifiable intangible assets is based upon detailed valuations that use various assumptions made by management using one of three valuation approaches: market, income or cost. The selection of a particular method for a given asset depends on the reliability of available data and the nature of the asset, among other considerations.

The following table represents the final purchase price allocation for the Studs Unlimited, LLC acquisition:

		2025
Accounts receivable	$	182,500
Inventories		855,648
Property, plant, and equipment		816,410
Operating lease right-of-use assets		1,518,756
Trade name		70,000
Customer relationships		2,810,000
Goodwill		1,815,066
Operating lease liabilities		(1,518,756)
Total final purchase price	$	6,549,624

The operating results of Studs Unlimited, LLC are included in the consolidated statements of income and comprehensive income after the date of acquisition. Studs Unlimited, LLC's goodwill is deductible for tax purposes.

Formation of and 50 percent interest in CDH Custom Roll Form, LLC—On May 1, 2019, the Company entered into certain agreements with Hadley USA, LLC to form CDH Custom Roll Form, LLC. The Company holds a 50 percent interest in CDH Custom Roll Form, LLC. The Company recorded its 50 percent investment in CDH Custom Roll Form, LLC in accordance with ASC 323, *Investments—Equity Method and Joint Ventures*, under the equity method of accounting. The Company does not consolidate this entity because it does not control any of the ongoing activities of this entity and does not have a controlling interest in this entity. As of March 31, 2026 and 2025, the carrying value of the Company's investment in CDH Custom Roll Form, LLC was approximately $8,651,000 and $6,714,000, respectively, which was included in equity method investments in the accompanying consolidated balance sheets.

Acquisition of Structa Wire—On August 1, 2018, the Company simultaneously entered into certain agreements with the former 100 percent owners of Structa Wire Corp. (Structa Wire) to 1) acquire 50 percent non-controlling interest in Structa Wire, a Canadian company located in British Columbia, 2) enter into a licensing agreement for certain intellectual property owned by Structa Wire, and 3) enter into a forward contract to acquire the remaining 50 percent interest in Structa Wire. Structa Wire manufactures high-performance welded wire products for the lath and plaster industry. The total consideration paid was $14,576,449. As of August 1, 2018, the total consideration of $10,323,774, $1,561,109 and $2,691,566 was allocated to the 50 percent interest, the licensing agreement and the forward contract, respectively, based on their estimated fair values. The Company utilized both the market approach and the income approach, which included the use of Level 3 fair value measurements, to estimate these fair values.

Prior to the September 1, 2022 acquisition of the remaining 50 percent interest in Structa Wire, the Company recorded its 50 percent investment in Structa Wire in accordance with ASC 323, *Investments—Equity Method and Joint Ventures,* under the equity method of accounting. The Company did not consolidate this entity because it did not control any of the ongoing activities of this entity and did not have a controlling interest in this entity. The difference between the initial carrying value of this investment and Structa Wire's initial underlying equity in net assets was approximately $6.6 million. The basis difference primarily related to the estimated fair value of property and equipment and other identified intangible assets and was amortized on a straight-line basis over their remaining estimated useful lives. As of August 31, 2022, just prior to the acquisition of the remaining 50 percent interest in Structa Wire, the carrying value of the investment in Structa Wire was approximately $23,018,000.

On September 1, 2022, the Company acquired the remaining 50 percent interest in Structa Wire for $28,672,470, inclusive of $21,276,818 of cash acquired. This purchase price was comprised of two parts, $13,479,623, which equaled 50 percent of the net income from Structa Wire from August 1, 2018 through September 1, 2022, plus $15,192,847.

The Company accounted for the acquisition of the remaining 50 percent interest in Structa Wire as a business combination achieved in stages in accordance with ASC 805, *Business Combinations,* which requires, amongst other things, 1) recognition of the assets acquired and liabilities assumed at their estimated fair values as of the acquisition date, 2) recognition of a gain related to the Company's initial 50 percent interest in Structa Wire, and 3) recognition of goodwill for the amount in which the purchase price for the remaining 50 percent interest in Structa Wire, plus the estimated fair value of the forward contract and the fair value of the initial 50 percent interest in Structa Wire, exceeded the fair value of the identifiable assets acquired and liabilities assumed. The goodwill relates primarily to the expected synergies and the value of the qualified workforce. The fair value of identifiable intangible assets was based upon detailed valuations that use various assumptions made by management using one of three valuation approaches: market, income or cost. The selection of a particular method for a given asset depended on the reliability of available data and the nature of the asset, among other considerations. During the fiscal year ended March 31, 2024, the Company finalized its purchase price allocation, which included recording $4,394,738 of deferred tax liabilities with an offsetting increase to goodwill.

The following table represents the final purchase price allocation for the Structa Wire acquisition:

Accounts receivable	$	4,327,483
Inventories		3,591,027
Prepaid expenses and other		205,131
Property and equipment		11,263,242
Trade name		1,435,724
Customer relationships		6,472,153
Intellectual property		3,919,754
Non-compete covenant		106,350
Operating lease right-of-use assets		4,491,062
Goodwill		9,262,858
Accounts payable and accrued liabilities		(5,551,907)
Deferred tax liabilities		(4,394,738)
Total final purchase price, net of $21,276,818 of cash acquired	$	35,128,139

The operating results of Structa Wire are included in the consolidated statements of income and comprehensive income after the date of acquisition of September 1, 2022.

Acquisition of Strait-Flex International, Inc.—On January 30, 2017, the Company acquired 100 percent of the stock of Strait-Flex International, Inc. (Strait-Flex). The purchase agreement contained a provision for contingent consideration requiring the Company to pay 2 percent of total Strait-Flex sales over the succeeding 10-year period to the former owner of Strait-Flex. Initially, the Company recorded a $2,738,000 contingent consideration obligation based on the estimated fair value of the contingent consideration as of the date of acquisition. The Company granted a security interest in the property and equipment acquired to the former owner of Strait-Flex as collateral for the obligations related to this contingent obligation. All acquisition-related transaction costs have been expensed as incurred.

The Company recorded contingent consideration within accrued liabilities (current portion) and other long-term liabilities at its estimated fair value of $585,381 and $1,034,870 as of March 31, 2026 and 2025, respectively. The estimated fair value was based on the present value of expected cash flows, which included Level 3 fair value measurement inputs.

A reconciliation of the beginning and ending balances for the contingent consideration measured at fair value on a recurring basis using significant unobservable inputs (Level 3) during the fiscal years ended March 31, 2026, 2025, and 2024, is as follows:

	2026	2025	2024
Balance at beginning of year—April 1	$ 1,034,870	$ 1,725,502	$ 1,818,214
Change in estimates included in earnings	90,756	(149,220)	457,422
Settlements	(540,245)	(541,412)	(550,134)
Balance at end of year—March 31	$ 585,381	$ 1,034,870	$ 1,725,502

4. LINE OF CREDIT AGREEMENTS

The Company has an unsecured line of credit agreement with a financial institution which allows the Company to borrow up to $25 million. The agreement matures on June 30, 2026. The line bears interest determined in relation to SOFR rate plus 1.50 percent. In addition to the interest on the borrowings, the Company also pays an unused commitment fee equal to 0.25 percent each quarter on the average daily unused amount of the line of credit. This agreement is subject to certain covenants, including a minimum EBITDA covenant. At March 31, 2026, there were no outstanding borrowings on this line of credit agreement.

On April 6, 2023, the Company transitioned its financing arrangement from MISA to Marubeni-Itochu Finance Americas, LLC (MIFA), a related party. Under the financing agreement from MIFA, the Company's financing arrangement was reduced from an uncommitted line of credit agreement of up to $100 million of borrowing capacity under its previously financing agreement with MISA to an uncommitted line of credit agreement of up to $50 million borrowing capacity until June 30, 2026. The line bears interest based on MIFA's monthly funding cost rate, which was 4.25 percent as of March 31, 2026. As of March 31, 2026, there were no outstanding borrowings on this line of credit agreement.

5. COMMITMENTS AND CONTINGENCIES

Purchase Commitments—The Company has purchase commitments for materials and supplies incidental to the ordinary conduct of its business. Such commitments are not in excess of current market prices.

Litigation and Contingencies—The Company is party to certain legal proceedings that seek damages or injunctive relief. The Company's management is of the opinion that the ultimate disposition of the legal proceedings will not have a material effect, if any, on the consolidated financial condition, results of operations, or cash flows of the Company.

6. LEASES

The Company leases certain properties and buildings (manufacturing facilities and office space) and equipment under various arrangements which provide the right to use the underlying asset and require lease payments for the lease term. The Company's lease portfolio consists of operating leases which expire at various dates through the fiscal year ending March 31, 2036 and finance leases which expire at various dates through the fiscal year ending March 31, 2030. The Company's finance leases consist of leases for equipment.

Leases were recorded in the accompanying consolidated balance sheets as follows as of March 31, 2026 and 2025:

	2026	2025
Operating lease right-of-use assets	$ 41,065,360	$ 40,684,339
Finance lease right-of-use assets included in property, plant and equipment (net amortization of $2,038,271 and $1,751,669, respectively)	915,261	693,818
Total right-of-use assets	$ 41,980,621	$ 41,378,157
Current operating lease liabilities	$ 11,352,979	$ 10,307,755
Long-term operating lease liabilities	30,768,954	31,717,204
Current finance lease liabilities, included in accrued liabilities	292,097	187,707
Long-term finance lease liabilities, included in other long-term liabilities	646,304	517,004
Total lease liabilities	$ 43,060,334	$ 42,729,670

Information related to operating leases are as follows as of March 31, 2026 and 2025:

	2026	2025
Weighted average remaining lease term	4.75 years	4.33 years
Weighted average incremental borrowing rate	3.56 %	3.54 %

Information related to finance leases are as follows as of March 31, 2026 and 2025:

	2026	2025
Weighted average remaining lease term	3.28 years	3.62 years
Weighted average incremental borrowing rate	3.50 %	3.50 %

Rent expense on operating leases longer than 1 year was approximately $12,494,000, $11,394,000, and $10,726,000 for the fiscal years ended March 31, 2026, 2025, and 2024, respectively. Variable lease costs for the fiscal years ended March 31, 2026, 2025, and 2024, were approximately $7,760,000, $8,141,000, and $6,917,000, respectively, and were expensed as incurred. Variable lease costs primarily included common area maintenance charges, real estate taxes, insurance and annual changes in monthly rent costs mainly based on the consumer price index. Depreciation on finance leases was approximately $287,000, $250,000, and $211,000 and interest expense was approximately $36,000, $26,000, and $6,000 for the fiscal years ended March 31, 2026, 2025, and 2024, respectively.

Maturities of operating lease liabilities as of March 31, 2026, are as follows:

Fiscal Years Ending March 31		
2027	$	12,634,202
2028		10,303,243
2029		8,551,972
2030		5,501,707
2031		3,241,417
Thereafter		5,663,598
Total lease payments		45,896,139
Less interest		(3,774,206)
Present value of lease liabilities, including $11,352,979 of current liabilities	$	42,121,933

Maturities of finance lease liabilities as of March 31, 2026, are as follows:

Fiscal Years Ending March 31		
2027	$	319,401
2028		319,401
2029		227,920
2030		116,154
2031		9,217
Total lease payments		992,093
Less interest		(53,692)
Present value of lease liabilities, including $292,097 of current liabilities	$	938,401

As of March 31, 2026, the Company's future lease obligations that have not yet commenced are immaterial.

The Company evaluates the carrying values of right-of-use assets for impairment by assessing recoverability based on forecasted operating cash flows on an undiscounted basis in accordance with the FASB's ASC 360, *Property, Plant, and Equipment*. For the fiscal years ended March 31, 2026, 2025, and 2024, the Company determined no impairment existed.

7. 401(K) PLAN

Eligible employees of the Company participate in the MISA Consolidated 401(k) Plan. The MISA Consolidated 401(k) Plan provides for a 75 percent match on an employee's contribution up to 6 percent, for a maximum company match of 4.5 percent. Total company contributions expensed were approximately $4,847,000, $4,565,000, and $4,049,000 for the fiscal years ended March 31, 2026, 2025, and 2024, respectively.

8. RELATED-PARTY ACTIVITIES

Summary of Related Party Transactions and Balances—A summary of related-party transactions and balances as of March 31, 2026 and 2025 are as follows:

	2026	2025
Notes receivable from MIFA	$ 36,266,954	$ 31,230,184
Accounts payable to MISA and its affiliates	5,760,150	3,771,886
Accrued liabilities to MISA	535,001	750,824
Accrued distributions to Worthington Enterprises, Inc.	1,684,508	-
Accrued distributions to CWBS-MISA, Inc.	5,053,524	-
Operating lease right-of-use assets with a Sacks Family Trust	1,316,743	1,519,244
Operating lease liabilities-current with a Sacks Family Trust	234,831	222,763
Long-term operating lease liabilities with a Sacks Family Trust	949,911	1,147,755
Accounts receivable from CDH Custom Roll Form, LLC	693,547	2,587,877
Accounts receivable from BYLD Enterprises Inc.	1,123,817	1,306,483

A summary of related party transactions and balances for the fiscal years ended March 31, 2026, 2025, and 2024 are as follows:

	2026	2025	2024
Other expense to MISA	$ -	$ 8,222	$ 5,122
Other expense to MIFA	14,722	-	-
Purchases from MISA and its affiliates	5,096,009	10,215,446	9,032,891
Payments to MISA for health insurance costs—including amounts contributed by the employees of $5,787,661, $5,112,608 and $5,038,999 for the fiscal years ended March 31, 2026, 2025, and 2024, respectively	20,360,798	20,437,316	19,701,209
Management fees incurred from MISA	500,000	500,000	500,000
Interest expense to MIFA	165,122	-	-
Interest income from MISA	-	-	39,493
Interest income from MIFA	502,074	539,836	3,399,097
Purchases from Worthington Industries, Inc. and its affiliates	-	-	18,489,465
Distributions—dividends to:			
Worthington Enterprises, Inc.	30,477,590	37,303,778	108,175,449
CWBS-MISA, Inc.	91,432,769	111,911,336	324,526,345
Lease payments made to a Sacks Family Trust	481,235	456,804	454,494
Purchases from Sacks Industrial	642,770	13,247,183	10,644,751
Rental income from CDH Custom Roll Form, LLC	309,632	283,829	168,409
Revenue from CDH Custom Roll Form, LLC	1,089,420	3,221,663	1,223,773
Reimbursement for management services provided to CDH Custom Roll Form, LLC	4,880,668	2,961,995	2,023,609
Dividends received from CDH Custom Roll Form, LLC	836,845		
Purchases from CDH Custom Roll Form, LLC	2,989,110	2,992,428	3,126,742
Commission income from CDH Custom Roll Form, LLC	47,946	15,434	15,574
Revenue from BYLD Enterprises Inc.	6,900,862	571,488	-

9. SUBSEQUENT EVENTS

The Company has evaluated subsequent events for potential recognition and disclosure through May 13, 2026, the date the consolidated financial statements were available to be issued, and has concluded there were no subsequent events to be reported in the Company's consolidated financial statements.

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