

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

FORM 10-K

Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

For the Fiscal Year Ended December 28, 2024

or Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission File No. 1-9973

THE MIDDLEBY CORPORATION

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

36-3352497

(IRS Employer Identification Number)

1400 Toastmaster Drive, Elgin, Illinois
(Address of principal executive offices)

60120
(Zip Code)

Registrant's telephone number, including area code:

(847) 741-3300

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

<u>Title of each class</u>	<u>Trading symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common stock, par value \$0.01 per share	MIDD	NASDAQ Global Select Market

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 Exchange 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 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 definition of "accelerated filer," "large 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 Exchange Act). Yes No

The aggregate market value of the voting stock held by nonaffiliates of the Registrant as of June 29, 2024 was approximately 6,514,462,779.

The number of shares outstanding of the Registrant's class of common stock, as of February 24, 2025, was 53,624,590 shares.

Documents Incorporated by Reference

Part III of Form 10-K incorporates by reference the Registrant's definitive proxy statement to be filed pursuant to Regulation 14A in connection with the 2025 annual meeting of stockholders.

THE MIDDLEBY CORPORATION
DECEMBER 28, 2024
FORM 10-K ANNUAL REPORT

TABLE OF CONTENTS

	Page
<u>PART I</u>	
Item 1. Business	1
Item 1A. Risk Factors	11
Item 1B. Unresolved Staff Comments	22
Item 1C. Cybersecurity	22
Item 2. Properties	24
Item 3. Legal Proceedings	26
Item 4. Mine Safety Issues	26
<u>PART II</u>	
Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	27
Item 6. [Reserved]	28
Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations	29
Item 7A. Quantitative and Qualitative Disclosure about Market Risk	42
Item 8. Financial Statements and Supplementary Data	43
Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	88
Item 9A. Controls and Procedures	88
Item 9B. Other Information	90
Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections	90
<u>PART III</u>	
Item 10. Directors, Executive Officers and Corporate Governance	90
Item 11. Executive Compensation	90
Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	90
Item 13. Certain Relationships and Related Transactions, and Director Independence	90
Item 14. Principal Accountant Fees and Services	90
<u>PART IV</u>	
Item 15. Exhibit and Financial Statement Schedule	91
Item 16. Form 10-K Summary	93

PART I

Item 1. Business

General

The Middleby Corporation, a Delaware corporation (“Middleby” or the “company”), through its operating subsidiary Middleby Marshall Inc., a Delaware corporation (“Middleby Marshall”) and its subsidiaries, is a leader in the design, manufacture, marketing, distribution, and service of a broad line of (i) foodservice equipment, integrated IoT solutions and universal controllers used in all types of commercial restaurants and institutional kitchens, (ii) food preparation, cooking, baking, chilling and packaging equipment for food processing operations, and (iii) premium kitchen equipment including ranges, ovens, refrigerators, ventilation, dishwashers and outdoor cooking equipment primarily used in the residential market.

Founded in 1888 as a manufacturer of baking ovens, Middleby Marshall Oven Company was acquired in 1983 by TMC Industries Ltd., a publicly traded company that changed its name in 1985 to The Middleby Corporation. The company has established itself as a leading provider of (i) commercial restaurant equipment, (ii) food processing equipment and (iii) residential kitchen equipment as a result of its acquisition of industry leading brands and through the introduction of innovative products within each of these segments.

The company's annual reports on Form 10-K, including this Annual Report on Form 10-K, as well as the company's quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to such reports are available, free of charge, on the company's website, www.middleby.com. These reports are available as soon as reasonably practicable after they are electronically filed with or furnished to the Securities and Exchange Commission (“SEC”).

Proposed Separation Transaction

On February 25, 2025, the company announced its intent to separate its Food Processing business through a spin-off of the Food Processing business, under which the stock of Food Processing, as a new independent publicly traded company, will be distributed to Middleby’s shareholders. As of the date hereof, Middleby is targeting completion of the separation by early 2026, subject to certain customary conditions, including, among others, final approval by the company’s Board of Directors and the effectiveness of appropriate filings with the SEC. The spin-off of Food Processing is expected to be tax-free for U.S. federal income tax purposes. There can be no assurance that any separation transaction will ultimately occur or, if one does occur, of its terms or timing.

Business Segments and Products

The company conducts its business through three principal business segments: the Commercial Foodservice Equipment Group, the Food Processing Equipment Group and the Residential Kitchen Equipment Group. See Note 10 to the Consolidated Financial Statements for further information on the company's business segments.

Commercial Foodservice Equipment Group

The Commercial Foodservice Equipment Group has a broad portfolio of foodservice equipment, which enable it to serve virtually any cooking, warming, holding, refrigeration, freezing and beverage application within a commercial kitchen or foodservice operation. This equipment is used across all types of foodservice operations, including quick-service restaurants, full-service restaurants, ghost kitchens, convenience stores, supermarkets, retail outlets, hotels and other institutions.

This commercial foodservice equipment is marketed under a portfolio of seventy-five brands, including Anets, APW Wyott, Bakers Pride, Beech Ovens, BKI, Blodgett, Blodgett Combi, Bloomfield, Blue Sparq, Britannia, Carter-Hoffmann, Celfrost, Concordia, CookTek, Crown, CTX, Desmon, Deutsche Beverage, Doyon, Emery Thompson, Eswood, EVO, Firex, Flavor Burst, Follett, Frifri, Globe, Goldstein, Holman, Houno, Hydra Rinse, Ictro, IMC, Imperial, Induc, Jade, JoeTap, Jospier, Kloppenberg, L2F, Lang, Lincat, Marco, MagiKitch’n, Market Forge, Marsal, Marvel Scientific, Mercury, Middleby Marshall, Newton CFV, Nieco, Nu-Vu, Perfect Fry, Pitco, Powerhouse Dynamics, QualServ, RAM, Southbend, Ss Brewtech, Star, Starline, Sveba Dahlen, Synesso, Taylor, Terry, Thor, Toastmaster, TurboChef, U-Line Commercial, Ultrafryer, Varimixer, Viking Commercial, Wells, Wild Goose Filling and Wunder-Bar.

The products offered by this group include conveyor ovens, combi-ovens, convection ovens, baking ovens, proofing ovens, deck ovens, high-speed cooking ovens, hydrovection ovens, ranges, fryers, rethermalizers, steam cooking equipment, food warming equipment, catering equipment, heated cabinets, charbroilers, ventless cooking systems, kitchen ventilation, induction

cooking equipment, countertop cooking equipment, toasters, griddles, charcoal grills, professional mixers, stainless steel fabrication, custom millwork, professional refrigerators, blast chillers, coldrooms, ice machines, freezers, frozen dessert equipment, soft serve ice cream equipment, coffee and beverage dispensing equipment, home and professional craft brewing equipment, fry dispensers, bottle filling and canning equipment, IoT solutions and controls development and manufacturing.

Food Processing Equipment Group

The Food Processing Equipment Group offers a broad portfolio of processing solutions for customers producing protein products, such as bacon, salami, hot dogs, dinner sausages, poultry and lunchmeats and bakery products, such as cakes, muffins, cookies, crackers, pastries, bread and buns. Through its broad line of products, the company is able to deliver a wide array of food preparation, thermal processing, slicing/packaging, facility automation and equipment sanitation solutions to service a variety of food processing requirements demanded by its customers. The company can offer highly integrated full processing line solutions that provide a food processing operation with a uniquely integrated solution ensuring the highest level of food quality, product consistency, and reduced operating costs resulting from increased product yields, increased capacity, greater throughput and reduced labor costs through automation.

This food processing equipment is marketed under a portfolio of thirty-one brands, including Alkar, Armor Inox, Auto-Bake, Baker Thermal Solutions, Burford, Colussi Ermes, Cozzini, CV-Tek, Danfotech, Drake, Escher, Filtration Automation, GBT GmbH Bakery, Glimex, Gorreri, Hinds-Bock, Inline Filling Systems, JC Ford, Key-Log, Maurer-Atmos, Maxmac, MP Equipment, Pacproinc, Proxaut, RapidVisionPak, Scanico, Spooner Vicars, Stewart Systems, Sveba Dahlen, Thurne, and Vemac.

The products offered by this group include a wide array of cooking and baking solutions, including batch ovens, baking ovens, proofing ovens, conveyor belt ovens, continuous processing ovens, frying systems and automated thermal processing systems. The company also provides a comprehensive portfolio of complementary food preparation equipment such as tumblers, massagers, grinders, slicers, reduction and emulsion systems, mixers, blenders, battering equipment, breading equipment, seeding equipment, water cutting systems, food presses, food suspension equipment, filling and depositing solutions and forming equipment, as well as a variety of automated loading and unloading systems, automated washing systems, auto-guided vehicles, food safety, food handling, freezing, defrosting and packaging equipment. This portfolio of equipment can be integrated to provide customers a highly efficient and customized solution.

Residential Kitchen Equipment Group

The Residential Kitchen Equipment Group manufactures, sells and distributes premium kitchen equipment for the residential market. These products are sold and marketed under a portfolio of twenty-four brands, including AGA, AGA Cookshop, Brava, Char-Griller, EVO, Kamado Joe, La Cornue, Leisure Sinks, Lynx, Marvel, Masterbuilt, Mercury, Novy, Rangemaster, Rayburn, Sedona, Ss Brewtech, Stanley, Synesso, Trade-Wind, TurboChef, U-Line, Varimixer and Viking. Principal product lines of this group are ranges, cookers, stoves, cooktops, microwaves, ovens, refrigerators, dishwashers, undercounter refrigeration, wine cellars, ice machines, beer dispensers, ventilation equipment, mixers, rotisseries and outdoor cooking equipment.

Acquisition Strategy

The company has pursued a strategy to acquire and assemble a leading portfolio of brands and technologies for each of its three business segments. Over the past two years, the company has completed eleven acquisitions to add to its portfolio of brands and technologies of the Commercial Foodservice Equipment Group, Food Processing Equipment Group, and the Residential Kitchen Equipment Group. These acquisitions have added ten brands to the Middleby portfolio and positioned the company as a leading provider of equipment in each respective industry. These acquisitions were not individually material and were acquired for an aggregate purchase price totaling \$224.6 million, net of cash acquired.

Commercial Foodservice Equipment Group

- January 2023: The company completed its acquisition of all of the outstanding equity securities of Flavor Burst Co., LLP ("Flavor Burst"), an innovative technology used in a variety of flavored beverage and soft serve products, located in Danville, Indiana.
- April 2023: The company completed its acquisition of all of the capital stock of Blue Sparq, Inc. ("Blue Sparq"), a custom hardware and software development company also offering manufacturing services, located in Cape Coral, Florida.

- July 2023: The company completed its acquisition of all of the capital stock of Systems IV and its subsidiary Terry, LLC ("Systems IV" or "Terry"), a leader in environmentally friendly solutions to eliminate and prevent scale build up associated with water usage in commercial foodservice equipment including steam, ice and beverage products, located in Chandler, Arizona.
- October 2024: The company completed its acquisition of all of the capital stock of Emery Thompson Machine & Supply Co. ("Emery Thompson"), a well-known manufacturer of frozen dessert equipment, located in Brooksville, Florida.

Food Processing Equipment Group

- June 2023: The company completed its acquisition of all of the capital stock of Filtration Automation, Inc. ("Filtration Automation"), a leading manufacturer of industrial cooking oil filtration machines for the protein, snack, and fish industries, located in Mansfield, Texas.
- February 2024: The company completed its acquisition of certain assets of GBT GmbH Bakery Technology ("GBT"), a company experienced in the engineering and manufacturing of high-grade industrial baking and bread lines, located in Lunen, Germany.
- April 2024: The company completed its acquisition of all of the capital stock of Maxmac Comercio, Importacao, Exportacao De Maquinas E Equipamentos LTDA. ("Maxmac"), a manufacturer of food processing equipment, located in Sao Paulo, Brazil.
- November 2024: The company completed its acquisition of all of the capital stock of JC Ford, Inc. ("JC Ford"), a leader in chip and tortilla production systems, located in Columbia, Tennessee.
- November 2024: The company completed its acquisition of all of the capital stock of Gorreri Food Processing Technology ("Gorreri"), a leading manufacturer of equipment for the baked goods industry, located near Parma, Italy.

Residential Kitchen Equipment Group

- July 2023: The company completed its acquisition of all of the capital stock of Trade-Wind Manufacturing, LLC ("Trade-Wind"), a premier manufacturer of ventilation innovation for indoor and outdoor residential use, located in Phoenix, Arizona.

The Customers and Market

Commercial Foodservice Equipment Industry

The company's end-user customers include: (i) fast food, fast casual and quick-service restaurants, including ghost kitchens, (ii) full-service restaurants, including casual-theme restaurants, (iii) retail outlets, such as convenience stores, supermarkets and department stores and (iv) public and private institutions, such as hotels, resorts, schools, hospitals, long-term care facilities, correctional facilities, stadiums, airports, corporate cafeterias, college and universities, military facilities and government agencies. The company's domestic sales are primarily through independent dealers and distributors and are marketed by the company's sales personnel and network of independent manufacturers' representatives. Many of the dealers in the U.S. belong to buying groups that negotiate sales terms with the company. Certain large multi-national restaurant and hotel chain customers have purchasing organizations that manage product procurement for their systems. Included in these customers are several large multi-national restaurant chains, which account for a meaningful portion of the company's business, although no single customer accounts for more than 10% of net sales.

The commercial foodservice equipment industry growth opportunities in the United States are driven by the development of new quick-service and casual-theme restaurant chain concepts, the expansion of foodservice into nontraditional locations such as convenience stores and retail outlets, as well as store equipment modernization driven by efforts to improve efficiencies within foodservice operations. In the international markets, foodservice equipment manufacturers leverage growth opportunities within emerging international economies and as U.S. chains expand into developing regions.

The company believes that the worldwide commercial foodservice equipment market has sales in excess of \$35.0 billion. The company believes that continuing growth in demand for foodservice equipment will result from the development of new restaurant concepts in the U.S. and the expansion of U.S. and foreign chains into international markets, the replacement and upgrade of existing equipment and new equipment requirements resulting from menu changes, menu diversity, labor reallocation and consumer food trends.

The company is developing innovations to solve the challenges within our customers' operations. We believe automated equipment that addresses labor issues will provide our customers a meaningful return on their investment. Innovative equipment solutions, including integrated IoT platforms and universal controllers, will allow restaurateurs to scale their operations quickly and leverage data to make operational decisions.

Food Processing Equipment Industry

The company's customers include a diversified base of leading food processors. Customers include several large international food processing companies, which account for a significant portion of the revenues of this business segment, although none of which is greater than 10% of net sales. A large portion of the company's revenues have been generated from producers of protein products such as bacon, salami, hot dogs, dinner sausages, poultry, lunchmeats, sous vide prepared meals and plant based/alternative protein and producers of bakery products, such as cakes, muffins, cookies, crackers, pies, bread and buns; however, the company believes that it can leverage its expertise and product development capabilities in thermal processing to organically grow into new end markets and offers unique, automated full processing line solutions.

Food processing historically was highly fragmented; however, it has quickly become a highly competitive landscape with the emergence of large conglomerates that possess a variety of food brands. The consolidation of food processing plants associated with industry consolidation drives a need for more flexible and efficient equipment that is capable of processing large volumes of consistent quality products in quicker cycle times. In recent years, food processors have had to conform to the demands of "big box" retailers and the restaurant industry, including, most importantly, greater product consistency and exact package weights. Food processors are beginning to realize that their old equipment is no longer capable of efficiently producing adequate uniformity in the large product volumes required, and they are turning to equipment manufacturers that offer better process control for proven product consistency, innovative packaging designs and other solutions. To protect their own brands and reputations, retailers and large restaurant chains are also dictating food safety standards that are often stricter than government regulations.

A number of factors, including raw material prices, cost of ownership of their equipment, labor and health care costs, are driving food processors to focus on ways to improve their generally thin profitability margins. In order to increase the profitability and efficiency in processing plants, food processors pay increasingly more attention to the performance of their machinery and the flexibility in the functionality of the equipment. Food processors are continuously looking for ways to make their plants safer and reduce labor-intensive activities. Food processors have begun to recognize the value of new technology as an important vehicle to drive productivity and profitability in their plants. Due to customer requirements, food processors are expected to continue to demand new and innovative equipment that addresses food safety, food quality, automation, flexibility and sustainability.

Improving living standards in developing countries is spurring increased worldwide demand for pre-cooked and convenience food products. As industrializing countries create more jobs, consumers in these countries will have the means to buy pre-cooked food products. In industrialized regions, such as Western Europe and the U.S., consumers are demanding more pre-cooked and convenience food products, such as deli tray variety packs, frozen food products and ready-to-eat varieties of ethnic foods.

The global food processing equipment industry is large and growing. The company estimates demand for food processing equipment is in excess of \$50.0 billion worldwide.

Residential Kitchen Equipment Industry

The company's end-users include customers with high-end residential kitchens as well as retail dealers of residential cooking equipment. The market potential for such equipment has continued to broaden due to an increase in interest from the consumer to have professionally styled appliances with commercial inspired, higher performing features in their home as well as their outdoor entertaining space. The kitchen, both indoors and out, has been the main area in which consumers have invested the most money over the past several decades to increase the personal satisfaction and the value of their home. Other important factors which affect the market size and growth include the level of new home starts, increase in home renovations and general macro-economic factors. Macro-economic factors such as GDP growth, employment rates, inflation, interest rates and consumer confidence, which impact the overall economy, impact the residential kitchen equipment industry and cause variability in the revenues at this segment. The residential kitchen appliance industry is estimated to be in excess of \$250.0 billion worldwide.

Backlog

Commercial Foodservice Equipment Group

The backlog of orders for the Commercial Foodservice Equipment Group was \$272.2 million at December 28, 2024, most all of which is expected to be filled during 2025. The Commercial Foodservice Equipment Group's backlog was \$395.2 million at December 30, 2023. The acquired Emery Thompson business accounted for \$0.7 million of the backlog. The backlog is not necessarily indicative of the level of business expected for the year.

Food Processing Equipment Group

The backlog of orders for the Food Processing Equipment Group was \$250.7 million at December 28, 2024, which is expected to be filled by the end of fiscal 2026. The Food Processing Equipment Group's backlog was \$250.4 million at December 30, 2023. The acquired GBT, Maxmac, JC Ford, and Gorreri businesses accounted for \$58.4 million of the backlog.

Residential Kitchen Equipment Group

The backlog of orders for the Residential Kitchen Equipment Group was \$106.7 million at December 28, 2024, all of which is expected to be filled during 2025. The Residential Kitchen Equipment Group's backlog was \$112.1 million at December 30, 2023.

Marketing and Distribution

Commercial Foodservice Equipment Group

Middleby's products and services are marketed in the U.S. and in over 100 countries through a combination of the company's sales and marketing personnel, together with an extensive network of independent dealers, distributors, consultants, sales representatives and agents.

In the United States, the company distributes its products to independent end-users primarily through a network of non-exclusive dealers nationwide, who are supported by manufacturers' marketing representatives. Sales are made direct to certain large restaurant chains that have established their own procurement and distribution organization for their franchise system. The company's relationships with major restaurant chains are primarily handled through an integrated effort of top-level executive and sales management at the corporate and business division levels to best serve each customer's needs. International sales are primarily made through a network of company owned and local independent distributors and dealers. To supplement the sales strategy, the company has invested in opening Middleby Innovation Kitchens (the MIK) in Dallas and Spain, which provide chef-driven demonstration and live cooking on over 150 pieces of live Middleby commercial kitchen innovation.

Food Processing Equipment Group

The company maintains a direct sales force to market the brands and maintain direct relationships with each of its customers. In North America, the company employs regional sales managers, each with responsibility for a group of customers and a particular region. This sales force is complimented with involvement of executive management to maintain relationships with customer executives and facilitate coordination amongst the brands for the key global accounts. Internationally, the company maintains sales and distribution offices along with global sales managers supported by a network of independent sales representatives.

The company's sale process is highly consultative due to the highly technical nature of the equipment, especially in the case of the full processing line solutions. During a typical sales process, salespeople make several visits to the customer's facility to conceptually discuss the production requirements, footprint and configuration of the proposed equipment. The company employs a technically proficient sales force, many of whom have previous technical experience with the company as well as education backgrounds in food science. The sales strategy of the company is fostered by its own food technologists and with Protein and Bakery Innovation Centers in Chicago, Dallas and India, which are available for development with technical performance and product testing for customers.

Residential Kitchen Equipment Group

The company's products are marketed through a network of distributors, dealers, designers, select online retailers and home builders to the residential customers. The company markets and sells its products to these channels through a company-employed sales force. The company's products are distributed through a combination of an independent network of distributors and its wholly owned distribution operations. The company's wholly owned distribution operations include two primary customer support centers and regional logistic warehouse operations, which stock products and service parts for the respective region. To supplement the sales and distribution network, the company has invested in Middleby branded residential showrooms in Chicago, Orange County, California and Dallas.

Marketing support is provided to and coordinated with its network of dealers, designers, and home builders' sales partners to allow for coordinated efforts to market jointly to the end-user customers. The company in certain cases offers incentive based financial programs to invest in local marketing activities with these sales partners.

Services and Product Warranty

The company is an industry leader in equipment installation programs and after-sales support and service. The company provides a warranty on its products typically for a one-year period and in certain instances greater periods. The emphasis on global service increases the likelihood of repeat business and enhances Middleby's image as a partner and provider of quality products and services.

Commercial Foodservice Equipment Group

The company's domestic service network consists of over 100 authorized service parts distributors and 3,000 independent certified technicians who have been formally trained and certified by the company through its factory training school and on-site installation training programs. Technicians work through service parts distributors, which are required to provide around-the-clock service. The company provides real-time technical support to the technicians in the field through factory-based technical service engineers. The company maintains sufficient service parts inventory to ensure short lead times for service calls.

Food Processing Equipment Group

The company maintains a technical service group of employees that oversees and performs installation and startup of equipment and completes warranty and repair work. This technical service group provides services for customers both domestically and internationally. Service technicians are trained regularly on new equipment to ensure the customer receives a high level of customer service. From time to time the company utilizes trained third-party technicians supervised by company employees to supplement company employees on large projects.

Residential Kitchen Equipment Group

The company maintains a network of independent authorized service agents throughout North America. Authorized service agents are supported and trained by regional factory-support centers of the company. Trained technical support personnel are available to support independent service agents with technical information and assist in repair issues. The factory-support centers also dispatch service technicians to the customer and provide follow-up and monitoring to ensure field issues are resolved. The company's independent service agents maintain a stock of factory-supplied parts to allow for a high first-call completion rate for service and warranty repairs. The company maintains a substantial amount of service parts at each of its manufacturing operations and distribution operations to provide for quick ship of parts to service agents and end-user customers when necessary.

Internationally, the company has a network of company owned and independent distributors that provide sales and technical service support in their respective markets. These distributors are required to have a team of factory-trained service technicians and maintain a required stock of service parts to support the equipment in the market. The factory supports the international distributors with technical trainers which travel to the various markets to provide on-hands training and monitoring of the distributor service operations.

Competition

The commercial foodservice, food processing and residential kitchen equipment industries are highly competitive and fragmented. Within a given product line the company may compete with a variety of companies, including companies that manufacture a broad line of products and those that specialize in a particular product category. Competition is based upon many factors, including brand recognition, product features, reliability, quality, price, delivery lead times, serviceability and after-sale service. The company believes that its ability to compete depends on strong brand equity, exceptional product performance, short lead-times and timely delivery, competitive pricing and superior customer service support. In the international markets, the company competes with U.S. manufacturers and numerous global and local competitors.

The company believes that it is one of the largest multiple-line manufacturers of commercial kitchen, food processing and residential kitchen equipment in the U.S. and worldwide although some of its competitors are units of operations that are larger than the company and possess greater financial and personnel resources. Among the company's major competitors to the Commercial Foodservice Equipment Group are the Ali Group S.r.l.; Duke Manufacturing; AB Electrolux; Haier Group; Hoshizaki America, Inc.; Hobart Corporation and Vulcan-Hart, subsidiaries of Illinois Tool Works Inc.; Marmon Foodservice Technologies, a Berkshire Hathaway Company; Midea Group; Panasonic Corporation; Rational AG and SMEG S.p.A. Major competitors to the Food Processing Equipment Group include AMF Bakery Systems, Duravant, The GEA Group, JBT Marel Corporation, ProMach and Provisur. The residential kitchen appliance sector is highly competitive and includes a number of large global competitors including, AB Electrolux, GE Appliances, LG Corporation, Panasonic Corporation, Samsung Group, Weber Inc., and Whirlpool Corporation. However, within the premium segment of this kitchen equipment market, there are fewer full line competitors and the company's competition includes Bertazzoni; Bosch, Gaggenau, and Thermador, subsidiaries of Bosch Siemens; Dacor, subsidiary of Samsung Electronics America; Haier Group; Midea Group; Miele; SMEG S.p.A.; and Sub-Zero and Wolf, subsidiaries of Sub-Zero Group, Inc.

Manufacturing and Quality Control

The company's manufacturing operations provide for an expertise in the design and production of specific products for each of the three business segments. The company has from time to time either consolidated manufacturing facilities producing similar product or transferred production of certain products to another existing operation with a higher level of expertise or efficiency.

The Commercial Foodservice Equipment Group manufactures its products in twenty-five domestic and nineteen international production facilities. The Food Processing Equipment Group manufactures its products in thirteen domestic and fourteen international production facilities. The Residential Kitchen Equipment Group manufactures its products in six domestic and five international production facilities. See Item 2. Properties for a list of the principal domestic and international manufacturing facilities by segment.

Metal fabrication, finishing, sub-assembly and assembly operations are typically conducted at each manufacturing facility. Equipment installed at individual manufacturing facilities includes numerically controlled turret presses and machine centers, shears, press brakes, welding equipment, polishing equipment, CAD/CAM systems and product testing and quality assurance measurement devices. The company's CAD/CAM systems enable virtual electronic prototypes to be created, reviewed and refined before the first physical prototype is built.

Detailed manufacturing drawings are quickly and accurately derived from the model and passed electronically to manufacturing for programming and optimal parts nesting on various numerically controlled punching cells. The company believes that this integrated product development and manufacturing process is critical to assuring product performance, customer service and competitive pricing.

The company has established comprehensive programs to ensure the quality of products, to analyze potential product failures and to certify vendors for continuous improvement. Products manufactured by the company are tested prior to shipment to ensure compliance with company standards.

Sources of Supply

The company purchases its raw materials and component parts from a number of suppliers. The majority of the company's material purchases are standard commodity-type materials, such as stainless steel, electrical components and hardware. These materials and parts generally are available in adequate quantities from numerous suppliers. Some component parts are obtained from sole sources of supply. In such instances, management believes it can substitute other suppliers as required. The majority of fabrication is done internally through the use of automated equipment. Certain equipment and accessories are manufactured by other suppliers for sale by the company. The company believes it enjoys good relationships with its suppliers.

Research and Development

The company believes its future success will depend in part on its ability to develop new products and to improve existing products. Much of the company's research and development efforts at the Commercial Foodservice Equipment Group, the Food Processing Equipment Group and the Residential Kitchen Equipment Group are directed to the development and improvement of products designed to reduce cooking and processing time, increase capacity or throughput, reduce energy consumption, minimize labor costs, improve product yield and improve customer, employee and environmental safety, while maintaining consistency and quality of cooking production and food preparation. The company's efforts have also been focused on IoT solutions which allow customers to connect, analyze and control equipment, while delivering operational efficiencies. The company has identified these issues as key concerns for most of its customers. The company often identifies product improvement opportunities by working closely with customers on specific applications. Most research and development activities are performed by the company's technical service and engineering staff located at each manufacturing location. On occasion, the company will contract outside engineering firms to assist with the development of certain technical concepts and applications. See Note 3(n) to the Consolidated Financial Statements for further information on the company's research and development activities.

Seasonality

The company's revenues at the Commercial Foodservice Equipment Group historically have been slightly stronger in the second and third quarters due to increased purchases from customers involved with the catering business and institutional customers, particularly schools, during the summer months. Revenues at the Residential Kitchen Equipment Group are historically stronger in the second and third quarters, due to increased purchases of outdoor cooking equipment and greater new home construction and remodels during the summer months, and the fourth quarter, due to increased holiday purchases in the European markets.

Trademarks, Patents and Licenses

The company has developed, acquired and assembled a leading portfolio of trademarks and trade names. The company believes that these trademarks and trade names help the company compete in the marketplace due to their recognition with customers, restaurant operators, distribution partners, sales and service agents, and foodservice consultants that specify foodservice equipment.

The company's leading portfolio of trade names of its Commercial Foodservice Equipment Group include Anets, APW Wyott, Bakers Pride, Beech Ovens, BKI, Blodgett, Blodgett Combi, Bloomfield, Blue Sparq, Britannia, Carter-Hoffmann, Celfrost, Concordia, CookTek, Crown, CTX, Desmon, Deutsche Beverage, Doyon, Emery Thompson, Eswood, EVO, Firex, Flavor Burst, Follett, Frifri, Globe, Goldstein, Holman, Houno, Hydra Rinse, Icetro, IMC, Imperial, Induc, Jade, JoeTap, Jospers, Kloppenberg, L2F, Lang, Lincat, Marco, MagiKitch'n, Market Forge, Marsal, Marvel Scientific, Mercury, Middleby Marshall, Newton CFV, Nieco, Nu-Vu, Perfect Fry, Pitco, Powerhouse Dynamics, QualServ, RAM, Southbend, Ss Brewtech, Star, Starline, Sveba Dahlen, Synesso, Taylor, Terry, Thor, Toastmaster, TurboChef, U-Line Commercial, Ultrafryer, Varimixer, Viking Commercial, Wells, Wild Goose Filling and Wunder-Bar.

The company's leading portfolio of trade names of its Food Processing Equipment Group include Alkar, Armor Inox, Auto-Bake, Baker Thermal Solutions, Burford, Colussi Ermes, Cozzini, CV-Tek, Danfotech, Drake, Escher, Filtration Automation, GBT GmbH Bakery, Glimek, Gorreri, Hinds-Bock, Inline Filling Systems, JC Ford, Key-Log, Maurer-Atmos, Maxmac, MP Equipment, Pacproinc, Proxaut, RapidVisionPak, Scanico, Spooner Vicars, Stewart Systems, Sveba Dahlen, Thurne, and Vemac.

The company's leading portfolio of trade names of its Residential Kitchen Equipment Group include AGA, AGA Cookshop, Brava, Char-Griller, EVO, Kamado Joe, La Cornue, Leisure Sinks, Lynx, Marvel, Masterbuilt, Mercury, Novy, Rangemaster, Rayburn, Sedona, Ss Brewtech, Stanley, Synesso, Trade-Wind, TurboChef, U-Line, Varimixer and Viking.

The company holds a broad portfolio of patents and licenses covering technology and applications related to various products, equipment and systems. Management believes the expiration of any one of these patents would not have a material adverse effect on the overall operations or profitability of the company.

Human Capital

As of December 28, 2024, 10,616 persons were employed by the company and its subsidiaries among the various groups as described below. Of this amount, 5,828 employees were located in the United States and the remaining employees were located outside of the United States. Unionized employees accounted for approximately 5% of the company's workforce as of December 28, 2024. Management believes that the relationships between employees and management are good.

The company believes its success is a direct result of the people employed around the world. The company strives to create a culture that encourages and celebrates collaboration, creativity and confidence while maintaining an environment based on ethical values. The goal is to create a workplace that enables employees to develop their individual paths toward their career goals and encourages a long-term working relationship with the company.

Commercial Foodservice Equipment Group

As of December 28, 2024, 5,904 persons were employed within the Commercial Foodservice Equipment Group. Of this amount, 2,581 were management, administrative, sales, engineering and supervisory personnel, 2,937 were hourly production non-union workers and 386 were hourly production union members. Included in these totals were 2,491 individuals employed outside of the United States, of which 1,355 were management, sales, administrative and engineering personnel, 1,036 were hourly production non-union workers and 100 were hourly production union workers, who participate in an employee cooperative. At its Windsor, California facility, the company has a union contract with the Sheet Metal Workers International Association that expires on February 26, 2027. At its Elgin, Illinois facility, the company has a union contract with the International Brotherhood of Teamsters that expires on July 31, 2025. At its Easton, Pennsylvania facility, the company has a union contract with the United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers International Union that expires on June 15, 2027. The company also has a union workforce at its manufacturing facility in the Philippines, under a contract that expires on June 30, 2026. Management believes that the relationships between employees, unions and management are good.

Food Processing Equipment Group

As of December 28, 2024, 2,508 persons were employed within the Food Processing Equipment Group. Of this amount, 1,389 were management, administrative, sales, engineering and supervisory personnel, 1,008 were hourly production non-union workers and 111 were hourly production union members. Included in these totals were 1,298 individuals employed outside of the United States, of which 803 were management, sales, administrative and engineering personnel and 495 were hourly production non-union workers. At its Lodi, Wisconsin facility, the company has a contract with the International Association of Bridge, Structural, Ornamental and Reinforcing Ironworkers that expires on December 31, 2027. At its Algona, Iowa facility, the company has a union contract with the United Food and Commercial Workers that expires on December 31, 2026. Management believes that the relationships between employees, unions and management are good.

Residential Kitchen Equipment Group

As of December 28, 2024, 2,116 persons were employed within the Residential Kitchen Equipment Group. Of this amount, 905 were management, administrative, sales, engineering and supervisory personnel and 1,211 were hourly production workers. Included in these totals were 999 individuals employed outside of the United States, of which 496 were management, sales, administrative and engineering personnel and 503 were hourly non-union production workers. Management believes that the relationships between employees and management are good.

Corporate

As of December 28, 2024, 88 persons were employed at the corporate office.

Employee Advancement

The company believes offering opportunities for career development within the company is integral to building and retaining an outstanding workforce. The company is dedicated to the professional development of all employees. Through a commitment to an engaging culture, the company is able to build a platform that promotes equal opportunities for advancement for everyone.

Employee Safety

The company is dedicated to providing a safe and healthy workplace by operating in accordance with established health and safety protocols. The company encourages a culture of safety due to the fact it reduces the risk of injury to employees, decreases expenses, and increases production. Each of our manufacturing locations maintains active safety committees that frequently review and assess the safety condition of their local work environment. The company invests in safety training, shares best practices, and reviews claim activity to continually review our progress in minimizing employee injury incidents in the workplace.

Culture

Fostering a culture that supports employees with a wide range of perspectives and experiences as well as professional growth and advancement is an integral part of the company's culture. The company has a commitment to build its workforce from a broad range of experiences and talents. The company is well-positioned to attract the best talent from a wide range of communities, which allows better alignment with customers and creative and efficient development of new products for the marketplace. As a global corporation, the company embraces and celebrates differences among our employees and endeavors to cultivate an environment where inclusion is a core value of the organization.

A Focus on Ethics

The company is dedicated to promoting integrity, honesty, and professionalism in all of the business activities within the company. The company strongly believes that business success is a direct correlation of its reputation for fairness and integrity. Accordingly, it is essential that the company's board members and employees practice the highest standards of conduct and professionalism in any interactions with stakeholders including customers, creditors, stockholders, suppliers and other employees.

Item 1A. Risk Factors

The company's business, results of operations, cash flows and financial condition are subject to various risks including, but not limited to, those set forth below. Any of these risks, as well as risks not currently known to the company or that are currently deemed to be immaterial, may adversely affect the company's business, results of operations, cash flows and financial condition. These risk factors should be carefully considered together with the other information in this Annual Report on Form 10-K, including the risks and uncertainties described under the heading *Special Note Regarding Forward-Looking Statements*.

Economic Risks

Current and future economic conditions could materially adversely affect the company's business and financial performance.

The company's operating results are impacted by the health of the North American, European, Asian and Latin American economies. The company's business and financial performance, including collection of its accounts receivable, may be materially adversely affected by current and future economic conditions that may cause a decline in business and consumer spending, a reduction in the availability of credit and decreased growth of its existing customers, resulting in customers electing to delay the replacement of aging equipment. Higher energy costs, fluctuating interest rates, weakness in the residential construction, housing and home improvement markets, financial market volatility, inflation, recession, global hostilities and acts of terrorism, tariffs or changes in tariff policies have and may in the future also adversely affect the company's business and financial performance. Additionally, the company may experience difficulties in scaling its operations due to economic pressures in the U.S. and international markets.

The company is subject to currency fluctuations and other risks from its operations outside the United States.

The company has manufacturing and distribution operations located in Asia, Europe and Latin America. The company's operations are subject to the impact of economic downturns, political instability and foreign trade restrictions, which may adversely affect the company's business, financial condition and operating results. The company anticipates that international sales will continue to account for a significant portion of consolidated net sales in the foreseeable future. Some sales and operating costs of the company's foreign operations are realized in local currencies, and an increase in the relative value of the U.S. dollar against such currencies would lead to a reduction in consolidated sales and earnings. Additionally, foreign currency exposures are not fully hedged, and there can be no assurance that the company's future results of operations will not be adversely affected by currency fluctuations. Furthermore, currency fluctuations may affect the prices paid to the company's suppliers for materials the company uses in production. As a result, operating margins may also be negatively impacted by worldwide currency fluctuations that result in higher costs for certain cross-border transactions.

Business and Operational Risks

The company's level of indebtedness could adversely affect its business, results of operations and growth strategy.

The company now has and may continue to have a significant amount of indebtedness. At December 28, 2024, the company had \$2.4 billion of borrowings and \$4.3 million in letters of credit outstanding. In August 2020, the company issued \$747.5 million aggregate principal amount of 1.00% Convertible Senior Notes due 2025 (the "Convertible Notes"), which bear interest semi-annually in arrears and mature on September 1, 2025, unless they are redeemed, repurchased or converted prior to such date in accordance with their terms. Upon conversion, the company can elect to pay or deliver cash, shares of common stock or a combination of cash and shares of common stock, in respect of the remainder, if any, of the company's conversion obligation in excess of the aggregate principal amount of the Convertible Notes being converted. Under certain circumstances, the holders of the Convertible Notes may require the company to repay all or a portion of the principal and interest outstanding under the Convertible Notes in cash prior to the maturity date, which could have an adverse effect on the company's financial results.

To the extent the company requires additional capital resources, there can be no assurance that such funds will be available on favorable terms, or at all. The unavailability of funds could have a material adverse effect on the company's financial condition, results of operations and ability to expand the company's operations.

The company's level of indebtedness could have adverse consequences to its business and operations, including the following:

- the company may be unable to obtain additional financing for working capital, capital expenditures, product development, acquisitions and other general corporate purposes;

- a significant portion of the company's cash flow from operations must be dedicated to debt service, which reduces the amount of cash the company has available for other purposes;
- the company may be more vulnerable in the event of a downturn in the company's business or general economic and industry conditions and have limited flexibility in planning for, or reacting to, changes in its business and/or industry;
- the company may be disadvantaged compared to its competitors that are less leveraged and thereby have greater financial flexibility; and
- the company may be restricted in its ability to make strategic acquisitions and to pursue new business opportunities.

The company's current credit agreement limits its ability to conduct business, which could negatively affect the company's ability to finance future capital needs and engage in other business activities.

The covenants in the company's existing credit agreement contain a number of significant limitations on its ability to, among other things:

- pay dividends;
- incur additional indebtedness;
- create liens on the company's assets;
- engage in new lines of business;
- make investments;
- merge or consolidate; and
- acquire, dispose of, or lease assets.

These restrictive covenants, among others, could negatively affect the company's ability to finance its future capital needs, engage in other business activities or withstand a future downturn in the company's business or the economy.

Under the company's current credit agreement, the company is required to maintain certain specified financial ratios and meet financial tests, including certain ratios of secured leverage and interest coverage. The company's ability to comply with these requirements may be affected by matters beyond its control, and, as a result, there can be no assurance that the company will be able to meet these ratios and tests. A breach of any of these covenants would prevent the company from being able to draw under the company's revolver and would result in a default under the company's current credit agreement. In the event of a default under the company's current credit agreement, the lenders could terminate their commitments and declare all amounts borrowed, together with accrued interest and other fees, to be immediately due and payable. Borrowings under other debt instruments that contain cross-acceleration or cross-default provisions may also be accelerated and become due and payable at such time. The company may be unable to pay these debts in these circumstances.

The conditional conversion feature of the Convertible Notes, if triggered, may adversely affect the company's financial condition and operating results.

In the event the conditional conversion feature of the Convertible Notes is triggered, holders of the Convertible Notes will be entitled to convert their Convertible Notes at any time during specified periods at their option. If one or more holders elect to convert their Convertible Notes, unless the company elects to satisfy the conversion obligation by delivering solely shares of its common stock (other than paying cash in lieu of delivering any fractional share), the company would be required to settle any converted principal through the payment of cash, which could adversely affect the company's liquidity. To the extent the company satisfies the conversion obligation by delivering shares of common stock, the company would be required to deliver a significant number of shares, which would cause dilution to its existing stockholders. In addition, even if holders do not elect to convert their Convertible Notes in such circumstances, the company could be required under applicable accounting rules to reclassify all or a portion of the outstanding principal of the Convertible Notes as a current rather than long-term liability, which would result in a material reduction in net working capital.

The capped call transactions expose the company to counterparty risk and may affect the value of the company's common stock.

In connection with the Convertible Notes, the company has entered into and may in the future enter into, capped call transactions with certain financial institutions, referred to as the capped call counterparties. The capped call transactions are expected generally to reduce or offset the potential dilution upon conversion of the Convertible Notes and/or offset any cash payments the company is required to make in excess of the principal amount of the Convertible Notes, as the case may be, with such reduction and/or offset subject to a cap. From time to time, the capped call counterparties or their respective affiliates may modify their hedge positions by entering into or unwinding various derivative transactions with respect to the company's common stock and/or purchasing or selling the company's common stock in secondary market transactions prior to the maturity of the Convertible Notes. Any such activity could cause a decrease in the market price of the company's common stock.

In addition, the capped call counterparties are financial institutions, and the company is subject to the risk that one or more of the capped call counterparties may default or otherwise fail to perform, or may exercise certain rights to terminate, their obligations under the capped call transactions. The company's exposure to the credit risk of the capped call counterparties is not secured by any collateral. If a capped call counterparty becomes subject to insolvency proceedings, the company will become an unsecured creditor in those proceedings with a claim equal to the exposure at the time under such transaction. The company's exposure will depend on many factors but, generally, the exposure will increase if the market price or the volatility of the company's common stock increases. In addition, upon a default or other failure to perform, or a termination of obligations, by a capped call counterparty, the company may suffer more dilution than currently anticipated with respect to the company's common stock. The company can provide no assurances as to the financial stability or viability of the capped call counterparties.

Fluctuations in interest rates could adversely affect the company's results of operations and financial position.

The company's profitability has been and may in the future be adversely affected during any periods of unexpected or rapid increases in interest rates. The company maintains a revolving credit facility, which, at December 28, 2024, bore interest at 1.375% above Secured Overnight Financing Rate ("SOFR") plus a spread adjustment of 0.10% per annum. A significant increase in any of the forgoing rates would significantly increase the company's cost of borrowings, reduce the availability and increase the cost of obtaining new debt and refinancing existing indebtedness and/or negatively impact the market price of the company's common stock. For additional detail related to this risk, see Part II, Item 7A, "Quantitative and Qualitative Disclosure About Market Risk."

The company has a significant amount of goodwill and indefinite life intangibles could suffer losses due to asset impairment charges.

The company's balance sheet includes a significant amount of goodwill and indefinite life intangible assets, which represent approximately 35% and 18%, respectively, of its total assets as of December 28, 2024. The excess of the purchase price over the fair value of assets acquired, including identifiable intangible assets, and liabilities assumed in conjunction with acquisitions is recorded as goodwill. In accordance with Accounting Standards Codification ("ASC") 350 *Intangibles-Goodwill and Other*, the company's long-lived assets (including goodwill and other intangibles) are reviewed for impairment annually and whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. In assessing the recoverability of long-lived assets, the company considers changes in economic conditions and makes assumptions regarding estimated future cash flows and other factors. Various uncertainties, including continued adverse conditions in the capital markets or changes in general economic conditions, could impact the future operating performance at one or more of the company's businesses, which could significantly affect the company's valuations and could result in additional future impairments. Also, estimates of future cash flows are judgments based on the company's experience and knowledge of operations. These estimates could be significantly impacted by many factors, including changes in global and local business and economic conditions, operating costs, inflation, competition, and consumer and demographic trends. If the company's estimates or the underlying assumptions change in the future, the company may be required to record impairment charges that, if incurred, could have a material adverse effect on the company's reported net earnings.

The company's defined benefit pension plans are subject to financial market risks that could adversely affect the company's results of operations and cash flows.

The performance of the financial markets and interest rates impact our defined benefit pension plan expenses and funding obligations. Significant changes in market interest rates, decreases in fair value of plan assets, investment losses on plan assets, relevant legislative and regulatory changes relating to defined benefit plan funding and changes in interest rates may increase the company's funding obligations and adversely impact its results of operations and cash flows. In addition, upward pressure on the cost of providing healthcare coverage to current employees and retirees may increase the company's future funding obligations and adversely affect its results of operations and cash flows.

The company faces intense competition in the commercial foodservice, food processing, and residential kitchen equipment industries and failure to successfully compete could impact the company's results of operations and cash flows.

The company operates in highly competitive industries. In each of the company's three business segments, competition is based on a variety of factors including product features and design, brand recognition, reliability, durability, technology, energy efficiency, breadth of product offerings, price, customer relationships, delivery lead-times, serviceability and after-sale service. The company has numerous competitors in each business segment. Many of the company's competitors are substantially larger and enjoy substantially greater financial, marketing, technological and personnel resources. These factors may enable them to develop similar or superior products, to provide lower cost products and to carry out their business strategies more quickly and efficiently than the company can. In addition, some competitors focus on particular product lines or geographic regions or emphasize their local manufacturing presence or local market knowledge. Some competitors have different pricing structures and may be able to deliver their products at lower prices. Although the company believes that the performance and price characteristics of its products will provide competitive solutions for its customers' needs, there can be no assurance that the company's customers will continue to choose the company's products over products offered by its competitors.

Further, the markets for the company's products are characterized by changing technology and evolving industry standards, including a focus on developing and manufacturing energy efficient products in a sustainable way. The company's ability to compete successfully will depend, in large part, on its ability to enhance and improve its existing products, including its energy efficient products and products manufactured through a process designed to reduce emissions, to continue to bring innovative products to market in a timely fashion, to adapt the company's products to the needs and standards of its current and potential customers and to continue to improve operating efficiencies and lower manufacturing costs. Moreover, competitors may develop technologies or products that render the company's products obsolete or less marketable. If the company is unable to successfully compete in this highly competitive environment, the company's business, financial condition and operating results will be materially harmed.

The company is subject to risks associated with developing products and technologies, which could delay product introductions and result in significant expenditures.

The product, program and service needs of the company's customers change and evolve regularly, and the company invests substantial amounts in research and development efforts to pursue advancements in a wide range of technologies, products and services. Also, the company continually seeks to refine and improve upon the performance, utility and physical attributes of its existing products and to develop new products. As a result, the company's business is subject to risks associated with new product and technological development, including unanticipated technical or other problems, meeting development, production, certification and regulatory approval schedules, execution of internal and external performance plans, availability of supplier- and internally-produced parts and materials, performance of suppliers and subcontractors, hiring and training of qualified personnel, achieving cost and production efficiencies, identification of emerging technological trends in the company's target end-markets, validation of innovative technologies, the level of customer interest in new technologies and products, and customer acceptance of the company's products and products that incorporate technologies that the company develops. These factors involve significant risks and uncertainties. Also, any development efforts divert resources from other potential investments in the company's businesses, and these efforts may not lead to the development of new technologies or products on a timely basis or meet the needs of the company's customers as fully as competitive offerings. In addition, the markets for the company's products or products that incorporate the company's technologies may not develop or grow as the company anticipates. The company or its suppliers and subcontractors may encounter difficulties in developing and producing these new products and services, and may not realize the degree or timing of benefits initially anticipated. Due to the design complexity of the company's products, the company may in the future experience delays in completing the development and introduction of new products. Any delays could result in increased development costs or deflect resources from other projects. The occurrence of any of these risks could cause a substantial change in the design, delay in the development, or abandonment of new

technologies and products. Consequently, there can be no assurance that the company will develop new technologies superior to the company's current technologies or successfully bring new products to market.

Additionally, there can be no assurance that new technologies or products, if developed, will meet the company's current price or performance objectives, be developed on a timely basis, or prove to be as effective as products based on other technologies. The inability to successfully complete the development of a product, or a determination by the company, for financial, technical or other reasons, not to complete development of a product, particularly in instances in which the company has made significant expenditures, could have a material adverse effect on the company's financial condition and operating results.

The company depends on key customers for a material portion of its revenues. As a result, changes in the purchasing patterns or loss of one or more key customers could adversely impact the company's operating results.

Many of the company's key customers are large restaurant chains and major food processing companies. The demand for the company's equipment can vary from period to period depending on the company's customers' internal growth plans, construction, seasonality and other factors. In addition, an adverse change to the financial condition of key customers could cause such key customers to open fewer facilities and defer purchases of new equipment for existing operations or otherwise change the purchasing patterns of such key customers. Any of these conditions or the loss of key customers could have a material adverse effect on the company's financial condition and results of operations.

Price increases in some materials and disruptions in supply could affect the company's profitability.

The company uses large amounts of stainless steel, aluminized steel and other commodities in the manufacture of its products. A significant increase in the prices of steel or any other commodity, changes in trade policies, including the imposition of tariffs or other trade restrictions, have in the past and have the potential to in the future to create upward pressure on commodity prices leading to a potentially unfavorable impact on operating results. Unanticipated delays in delivery of raw materials and component inventories by suppliers—including delays due to capacity constraints, labor disputes, attacks on maritime ocean shipments, impaired financial condition of suppliers, natural disasters, extreme weather patterns and climate change, pandemics or other events outside of our control— have and may increase the company's production costs, cause delays in the shipment of products or impair the ability of the company to satisfy customer demand. An interruption in or the cessation of an important supply by any third party and the company's inability to make alternative arrangements in a timely manner, or at all, could have a material adverse effect on the company's business, financial condition and operating results.

The company faces risks related to health epidemics and other widespread outbreaks of contagious disease, which could significantly disrupt its operations and impact its operating results.

The spread of contagious diseases or other adverse public health developments, has had a material and adverse effect on our business operations. These effects have included and may in the future include disruptions or restrictions on our ability to travel, temporary closures of our or our customers' facilities and disruptions to our supply chain. Any disruption of our, our suppliers' or our customers' businesses due to adverse public health developments could have a material impact on our sales and operating results.

The company may be the subject of product liability claims or product recalls, and it may be unable to obtain or maintain insurance adequate to cover potential liabilities.

Product liability is a significant commercial risk to the company. The company's business exposes it to potential liability risks that arise from the manufacturing, marketing and selling of the company's products. In addition to direct expenditures for damages, settlement and defense costs, there is a possibility of adverse publicity as a result of product liability claims. Plaintiffs in some jurisdictions have received substantial damage awards against companies based upon claims for injuries allegedly caused by the use of their products. In addition, it may be necessary for the company to recall products that do not meet approved specifications, which could result in adverse publicity as well as costs connected to the recall and loss of revenue.

The company cannot be certain that a product liability claim or series of claims brought against it would not have an adverse effect on the company's business, financial condition or results of operations. If any claim is brought against the company, regardless of the success or failure of the claim, there can be no assurance that the company will be able to obtain or maintain product liability insurance in the future on acceptable terms or with adequate coverage against potential liabilities or the cost of a recall. The company currently maintains insurance programs consisting of self-insurance up to certain limits and excess insurance coverage for claims over established limits. There can be no assurance that the company's insurance programs will provide adequate protection against actual losses. In addition, the company is subject to the risk that one or more of its insurers may become insolvent or become unable to pay claims that may be made in the future.

An increase in warranty expenses could adversely affect the company's financial performance.

The company offers purchasers of its products warranties covering workmanship and materials typically for one year and, in certain circumstances, for periods of up to ten years, during which periods the company or an authorized service representative will make repairs and replace parts that have become defective in the course of normal use. The company estimates and records its future warranty costs based upon past experience. These warranty expenses may increase in the future and may exceed the company's warranty reserves, which, in turn, could adversely affect the company's financial performance.

The company's financial performance is subject to significant fluctuations.

The company's financial performance is subject to quarterly and annual fluctuations due to a number of factors, including:

- general economic conditions;
- the lengthy, unpredictable sales cycle for the commercial foodservice equipment, food processing equipment and residential kitchen equipment groups;
- the gain or loss of significant customers;
- unexpected delays in new product introductions;
- the level of market acceptance of new or enhanced versions of the company's products;
- unexpected changes in the levels of the company's operating expenses; and
- competitive product offerings and pricing actions.

Each of these factors could result in a material and adverse change in the company's business, financial condition and results of operations.

The company may be unable to manage its growth.

The company has and may in the future experience rapid growth in its business, which could place a strain on the company's management, operations and financial resources. There also will be additional demands on the company's sales, marketing and information systems and on the company's administrative infrastructure as it develops and offers additional products and enters new markets. The company cannot be certain that the company's operating and financial control systems, administrative infrastructure, outsourced and internal production capacity, facilities and personnel will be adequate to support the company's future operations or to effectively adapt to future growth. If the company cannot manage the company's growth effectively, the company's business may be harmed.

Strategic and Organizational Risks

The company's acquisition, investment and alliance strategy involves risks. If the company is unable to effectively manage these risks, its business will be materially harmed.

To achieve the company's strategic objectives, the company has pursued and may continue to pursue strategic acquisitions of and investments in other companies, businesses or technologies. Acquisitions and investments entail numerous risks, including, among others:

- difficulties in the assimilation of acquired businesses or technologies and the inability to fully realize some of the expected synergies or otherwise achieve anticipated revenues and profits;
- inability to operate acquired businesses or utilize acquired technologies profitably;
- the significant amount of management time and attention needed to identify, execute and integrate any acquired businesses;
- potential assumption of unknown material liabilities;
- failure to achieve financial or operating objectives;
- unanticipated costs relating to acquisitions or to the integration of acquired businesses;
- loss of customers, suppliers, or key employees; and
- the impact on the company's internal controls and compliance with the regulatory requirements under the Sarbanes-Oxley Act of 2002.

The company may not be able to successfully integrate any operations, personnel, services or products that it has acquired or may acquire in the future.

The company may seek to expand or enhance some of its operations by forming joint ventures or alliances with various strategic partners throughout the world. Entering into joint ventures and alliances also entails risks, including difficulties in developing and expanding the businesses of newly formed joint ventures, exercising influence over the activities of joint ventures in which the company does not have a controlling interest and potential conflicts with the company's joint venture or alliance partners. The company cannot assure that any joint venture or alliance entered into or that may be entered into in the future will be successful.

An inability to identify or complete future acquisitions could adversely affect future growth.

The company intends to continue its growth strategy of identifying and acquiring businesses with complementary products and services by pursuing acquisitions that provide opportunities for profitable growth. While the company continues to evaluate potential acquisitions, it may not be able to identify and successfully negotiate suitable acquisitions, obtain financing for future acquisitions on satisfactory terms, obtain regulatory approval for certain acquisitions, or otherwise complete acquisitions in the future. An inability to identify or complete future acquisitions could limit the company's growth.

Expansion of the company's international operations involves special challenges that it may not be able to meet. The company's failure to meet these challenges could adversely affect its business, financial condition and operating results.

The company plans to continue to expand its international operations. The company faces certain risks inherent in doing business in international markets. These risks include:

- extensive regulations and oversight, tariffs, including with respect to certain products imported from China or exported to China, retaliatory tariffs by China and certain other countries in response to tariffs implemented by the United States, and other trade barriers;
- withdrawal from or renegotiation of international trade agreements and other restrictions on trade between the United States and China, the European Union, Canada, Mexico and other countries;
- uncertain impact on operations, suppliers and customers related to business disruptions in international jurisdictions;
- reduced protection for intellectual property rights;
- difficulties in staffing and managing foreign operations;
- potentially adverse tax consequences;
- limitations on ownership and on repatriation of earnings;
- transportation delays and interruptions;
- political, social, and economic instability and disruptions;
- labor unrests or shortages;
- potential for nationalization of enterprises; and
- limitations on the company's ability to enforce legal rights and remedies.

In addition, the company is and will be required to comply with the laws and regulations of foreign governmental and regulatory authorities of each country in which the company conducts business.

There can be no assurance that the company will be able to succeed in marketing its products and services in international markets. The company may also experience difficulty in managing its international operations because of, among other things, competitive conditions overseas, geopolitical threats or hostilities, management of foreign exchange risk, established domestic markets, and language and cultural differences. Any of these factors could have a material adverse effect on the success of the company's international operations and, consequently, on the company's business, financial condition and operating results.

The impact of future transactions on the company's common stock is uncertain.

The company periodically reviews potential transactions related to products or product rights and businesses complementary to the company's business. Such transactions could include mergers, acquisitions, joint ventures, alliances or licensing agreements. In the future, the company may choose to enter into such transactions at any time. The impact of transactions on the market price of a company's stock is often uncertain and may include substantial fluctuations. Consequently, any announcement of any such transaction could have a material adverse effect upon the market price of the company's common stock. Moreover, depending upon the nature of any transaction, the company may experience a charge to earnings, which could be material and have an adverse impact upon the market price of the company's common stock.

We are pursuing a plan separate our Food Processing business through a spin-off into an independent publicly traded company. The proposed spin-off may not be completed on the timeline currently contemplated or at all and may not achieve the intended benefits.

As part of our previously-announced strategic review of our business portfolio as part of the Board's efforts to maximize shareholder value, we have announced a plan to separate our Food Processing business through a spin-off into an independent publicly traded company, which is currently expected to be completed by early 2026. Unanticipated developments could delay or prevent the proposed spin-off or cause the proposed spin-off to occur on terms or conditions that are less favorable and/or different than expected. Even if the transaction is completed, we may not realize all or any of the anticipated benefits from the spin-off. Expenses incurred to accomplish the proposed spin-off may be significantly higher than what we currently anticipate. Executing the proposed spin-off also requires significant time and attention from management, which could distract them from other tasks in operating our business. Following the proposed spin-off, the combined value of the common stock of the two publicly traded companies may not be equal to or greater than what the value of our common stock would have been had the proposed spin-off not occurred.

The company's business could suffer in the event of a work stoppage by its unionized labor force.

Because the company has a significant number of workers whose employment is subject to collective bargaining agreements and labor union representation, the company is vulnerable to possible organized work stoppages and similar actions. Unionized employees accounted for approximately 5% of the company's workforce as of December 28, 2024. The company has union contracts with employees at its facilities in Windsor, California; Algona, Iowa; Elgin, Illinois; Easton, Pennsylvania and Lodi, Wisconsin that extend or extended through February 2027, December 2026, July 2025, June 2027 and December 2027, respectively. The company also has a union workforce at its manufacturing facility in the Philippines under a contract that extends through June 2026. Less than 1% of the company's workforce is covered by collective bargaining agreements that expire within one year. Any future strikes, employee slowdowns or similar actions by one or more unions, in connection with labor contract negotiations or otherwise, could have a material adverse effect on the company's ability to operate the company's business.

The company depends significantly on its key personnel.

The company depends significantly on the company's executive officers and certain other key personnel, who could be difficult to replace. While the company has an employment agreement with a key executive, the company cannot be certain that it will succeed in retaining key personnel or their services under existing agreements. The incapacity, inability or unwillingness of certain personnel to perform their services may have a material adverse effect on the company. There is intense competition for qualified personnel within the company's industry, and there can be no assurance that the company will be able to continue to attract, motivate and retain personnel with the skills and experience needed to successfully manage the company's business and operations.

Technology and Cybersecurity Risks

The company may not be able to adequately protect its intellectual property rights, which may materially harm its business.

The company relies primarily on trade secret, copyright, service mark, trademark and patent law and contractual protections to protect the company's proprietary technology and other proprietary rights. The company has filed numerous patent applications covering the company's proprietary technology. It is possible that third parties may copy or otherwise obtain and use the company's proprietary technology without authorization or may otherwise infringe on the company's rights. In some cases, including with respect to a number of the company's most important products, there may be no effective legal recourse against duplication by competitors as the legal systems of certain countries, particularly certain developing countries, do not favor the enforcement of patents and other intellectual property protection. This could make it difficult for us to stop the infringement of our patents and future patents we may own, or, generally, prevent the marketing of competing products in violation of our proprietary rights. Further, the laws of some foreign countries do not protect proprietary rights to the same extent or in the same manner as the laws of the United States. In the future, the company may have to rely on litigation to enforce its intellectual property rights, protect its trade secrets, determine the validity and scope of the proprietary rights of others or defend against claims of infringement or invalidity. Any such litigation, whether successful or unsuccessful, could result in substantial costs to the company and diversions of the company's resources, either of which could adversely affect the company's business.

Any infringement by the company of a third party's patent rights could result in litigation and adversely affect its ability to provide, or could increase the cost of providing, the company's products and services.

Patents of third parties may have an important bearing on the company's ability to offer some of its products and services. The company's competitors, as well as other companies and individuals, may obtain patents related to the types of products and services the company offers or plans to offer. There can be no assurance that the company is or will be aware of all patents containing claims that may pose a risk of infringement by its products and services. In addition, some patent applications in the United States are confidential until a patent is issued and, therefore, the company cannot evaluate the extent to which its products and services may be covered or asserted to be covered by claims contained in pending patent applications. In general, if one or more of the company's products or services were to infringe patents held by others, the company may be required to stop developing or marketing the products or services, to obtain licenses from the holders of the patents to develop and market the services, or to redesign the products or services in such a way as to avoid infringing on the patent claims. The company cannot assess the extent to which it may be required in the future to obtain licenses with respect to patents held by others, whether such licenses would be available or, if available, whether it would be able to obtain such licenses on commercially reasonable terms. If the company is unable to obtain such licenses, it also may not be able to redesign the company's products or services to avoid infringement, which could materially adversely affect the company's business, financial condition and operating results.

The company is subject to information technology system failures, network disruptions, cybersecurity attacks and breaches in data security, which may materially adversely affect the company's operations, financial condition and operating results.

The company depends on information technology as an enabler to improve the effectiveness of its operations and to interface with its customers, as well as to maintain financial accuracy and efficiency. Information technology system failures, including suppliers' or vendors' system failures, have and could in the future disrupt the company's operations by causing transaction errors, processing inefficiencies, delays or cancellation of customer orders, the loss of customers, impediments to the manufacture or shipment of products, other business disruptions, or the loss of or damage to intellectual property through a security breach.

The company's information systems, or those of its third-party service providers, have and may in the future be intent on extracting information, corrupting information or disrupting business processes. Such unauthorized access could materially disrupt the company's business, increase costs and/or result in the loss of assets. Cybersecurity attacks are becoming more sophisticated and include, but are not limited to, malicious software, attempts to gain unauthorized access to data, and other electronic security breaches that could lead to disruptions in critical systems, unauthorized release of confidential or otherwise protected information, corruption or destruction of data and other manipulation or improper use of systems or networks. These events could negatively impact the company's customers and/or reputation and lead to financial losses from remediation actions, loss of business, production downtimes, operational delays or potential liability, penalties, fines or other increases in expense, all of which may have a material adverse effect on the company's business. In addition, as security threats and cybersecurity and data privacy and protection laws and regulations, including those related to the collection, storage, handling, use, disclosure, transfer, and security of personally identifiable information, continue to evolve and become more sophisticated, we may invest additional resources in the security of our systems. Any such increased investment could materially increase our costs and adversely affect our financial condition or results of operations. Further, as governmental authorities around the world continue to consider legislative and regulatory proposals concerning data protection in addition to those already in place, we are and may continue to be subject to substantial penalties if we fail to comply with data protection laws and regulations.

Tax, Legal and Regulatory Risks

The company may be subject to litigation, tax, and other legal compliance risks.

In addition to product liability claims, the company is subject to a variety of litigation, tax, and other legal compliance risks. These risks include, among other things, possible liability relating to personal injuries, intellectual property rights, contract-related claims, taxes and compliance with U.S. and foreign export laws, competition laws, and laws governing improper business practices. The company or one of its business units could be charged with wrongdoing as a result of such matters. If convicted or found liable, the company could be subject to significant fines, penalties, repayments or other damages.

The company's reputation, ability to do business, and results of operations may be impaired by the improper conduct of any of its employees, agents, or business partners.

While the company strives to maintain high standards, the company cannot provide assurance that its internal controls and compliance systems will always protect the company from acts committed by its employees, agents, or business partners that violate U.S. and/or foreign laws or fail to protect the company's confidential information, including the laws governing payments to government officials, bribery, fraud, anti-kickback and false claims rules, competition, export and import compliance, money laundering, and data privacy laws, as well as the improper use of proprietary information or social media. Any such violations of law or improper actions could subject the company to civil or criminal investigations in the United States and in other jurisdictions, lead to substantial civil or criminal, monetary and non-monetary penalties, and related shareholder lawsuits, lead to increased costs of compliance and damage the company's reputation.

The company is subject to potential liability under environmental laws.

The company's operations are regulated by a number of federal, state and local environmental laws and regulations that govern, among other things, the discharge of hazardous materials into the air and water as well as the handling, storage and disposal of these materials. Compliance with these environmental laws and regulations is a significant consideration for the company because it uses hazardous materials in its manufacturing processes. In addition, because the company is a generator of hazardous wastes, even if it fully complies with applicable environmental laws, it may be subject to financial exposure for costs associated with an investigation and remediation of sites at which it has arranged for the disposal of hazardous wastes if these sites become contaminated. In the event of a violation of environmental laws, the company could be held liable for damages and for the costs of remedial actions. Environmental laws could also become more stringent over time, imposing greater compliance costs and increasing risks and penalties associated with any violation, which could negatively affect the company's operating results. There can be no assurance that identification of presently unidentified environmental conditions, more vigorous enforcement by regulatory authorities or other unanticipated events will not arise in the future resulting in additional environmental liabilities, compliance costs and penalties that could be material. Environmental laws and regulations are constantly evolving, and it is impossible to accurately predict the effect they may have upon the financial condition, results of operations, or cash flows of the company.

We are subject to risks associated with climate change legislation, regulation and international accords. In addition, failure to achieve or demonstrate progress towards our climate goals may expose us to liability and reputational harm.

Government mandates, standards or regulations intended to reduce greenhouse gas emissions or projected climate change impacts have resulted in, and are likely to continue resulting in, increased energy, manufacturing, transportation and raw material costs. Governmental requirements directed at regulating greenhouse gas emissions could cause us to incur expenses that we cannot recover or that will require us to increase the price of products we sell, which could impact the demand for those products.

Additionally, as discussed further in our 2023 Sustainability Report, accessible at www.middleby.com/sustainability, we have made commitments to reduce the environmental impact of our operations and provide sustainable solutions to our customers, including setting targets for reducing our Greenhouse Gas ("GHG") emission and consumption of non-renewable resources. There can be no assurance that we will achieve our climate-related goals on the timeline anticipated or at all. Further, future events or circumstances could lead us to prioritize other business interests over progressing toward our current climate goals due to factors such as business strategy, economic conditions, regulatory changes or pressure from stakeholders. If we fail or are perceived to fail to progress toward achieving our climate-related goals and commitments or if our investors, customers or other stakeholders become dissatisfied with the level of GHG emissions produced by our production process or our products, we could face adverse publicity, which could have a material adverse impact on our business, financial condition and results of operations

Unfavorable tax law changes and tax authority rulings may adversely affect financial results.

The company is subject to income taxes in the United States and in various foreign jurisdictions. Domestic and international tax liabilities are based on the income and expenses in various tax jurisdictions. The amount of the company's income and other tax liability is subject to ongoing audits by U.S. federal, state and local tax authorities and by non-U.S. authorities. If these audits result in assessments different from amounts recorded, future financial results may include unfavorable tax adjustments.

In December 2021, The Organisation for Economic Co-operation and Development ("OECD") issued Pillar II model rules which would establish a global per-country minimum tax of 15%. The directive requires the rules to initially become effective for fiscal years starting on or after December 31, 2023. While it is uncertain whether the United States will enact legislation to adopt Pillar II, numerous countries have enacted legislation, or have indicated their intent to adopt legislation, to implement

certain aspects of Pillar II effective January 1, 2024, and the remaining global minimum tax rules by January 1, 2025. The OECD and implementing countries are expected to continue to make further revisions to their legislation and release additional guidance.

The trading price of the company's common stock has been volatile, and investors in the company's common stock may experience substantial losses.

The trading price of the company's common stock has been volatile and may become volatile again in the future. The trading price of the company's common stock could decline or fluctuate in response to a variety of factors, including:

- the company's failure to meet the performance estimates of securities analysts;
- changes in buy/sell recommendations by securities analysts;
- fluctuations in the company's operating results;
- substantial sales of the company's common stock;
- general stock market conditions; or
- other economic or external factors.

Item 1B. Unresolved Staff Comments

Not applicable.

Item 1C. Cybersecurity

Risk Management and Strategy

The company maintains a cybersecurity risk management program as part of its overall risk management framework and regularly assesses risks from cybersecurity threats, monitors its information systems for potential vulnerabilities and tests those systems pursuant to the company's cybersecurity standards, processes, and practices. To protect the company's information systems from cybersecurity threats, the company uses various security tools that help the company identify, escalate, investigate, resolve, and recover from security incidents in a timely manner. These efforts include but are not limited to, internal reporting, engaging third-party service providers to actively monitor information systems, performing vulnerability testing using external third-party tools and techniques to test security controls, conducting employee training, monitoring emerging trends and regulations related to information security, and implementing appropriate changes, as needed, to our cybersecurity risk management program.

The company partners with third parties to assess the effectiveness of our cybersecurity prevention and response systems and processes. These assessments include penetration testing, vulnerability assessments, tabletop exercises, and reviews of incident response protocols that are designed to ensure robust protections against evolving threats.

The company has processes that aim to validate security controls and engages third parties to design or assess security architecture, and certifications. This includes assessing the potential fourth-party risks related to employee, business, and customer data. During the third-party procurement and contracting process, the company incorporates contract provisions that are designed to align with applicable regulations and industry benchmarks.

To date, the Company is not aware of cybersecurity threats, including as a result of any previous cybersecurity incidents, that have materially affected or are reasonably likely to affect the Company, including its business strategy, results of operations or financial condition. Refer to the risk factor captioned "The Company may be subject to information technology system failures, network disruptions, cybersecurity attacks and breaches in data security, which may materially adversely affect the Company's operations, financial condition and operating results" in Part I, Item 1A. "Risk Factors" for additional description of cybersecurity risks and potential related impacts on the Company.

Governance

The company takes a risk-based approach to cybersecurity and has implemented cybersecurity policies throughout its operations that are designed to address cybersecurity threats and incidents. In particular, the company dedicates significant resources in an effort to secure its confidential information as well as the data and any personal information the Company receives and stores about its customers and employees. The company has systems in place designed to securely receive and store that information and to detect, contain, and respond to data security incidents.

The company has a robust information security training and compliance program for all new and existing employees. Training is provided at least annually, with a formal communication cadence of additional components of training being provided throughout the year. Employee cybersecurity proficiency is assessed quarterly, with supplementary training programs tailored to individual needs based on these evaluations. The company has not experienced a material cybersecurity or information security breach in the last three years.

The company maintains a program, run by the company's Vice President of Global Information Technology and Information Security, overseen by the company's Chief Financial Officer, that is designed to protect and preserve the confidentiality, integrity and continued availability of all information owned by or in the care of the company. The company has implemented a cybersecurity incident response plan that provides controls and procedures to facilitate timely and accurate reporting of any material cybersecurity incident. The initial impact of each cybersecurity event is evaluated by a designated cybersecurity team using established risk criteria. If a cybersecurity event meets certain of these criteria, it is escalated to an internal cross-functional Cyber Incident Response Team and external incident responders. The company has a cyber incident disclosure committee that evaluates and considers whether public disclosure of an event is required. The plan also contains procedures for escalating cybersecurity incidents to the Board of Directors.

The company's Vice President of Global Information Technology and Information Security is responsible for leading the assessment and management of cybersecurity risks. The current Vice President of Global Information Technology and Information Security has over 10 years of experience in information security and holds CISSP and GIAC credentials. The Vice President of Global Information Technology and Information Security reports to the Audit Committee and management on cybersecurity threats on a regular basis.

Oversight responsibility for information security matters is shared by the Board (primarily through the Audit Committee) and senior management. The Audit Committee oversees the company's cybersecurity and information security program and receives periodic updates from senior management on cybersecurity and information security matters. The Vice President of Global Information Technology and Information Security or key members of the executive leadership team update the Audit Committee periodically on the cybersecurity landscape, including the status of ongoing threats and company initiatives.

Item 2. Properties

The company's principal executive offices are located in Elgin, Illinois. The company operates forty-four manufacturing facilities in the U.S. and thirty-eight manufacturing facilities internationally.

The principal properties of the company used to conduct business operations are listed below:

Location	Principal Function	Square Footage	Owned/Leased	Lease Expiration
<u>Commercial Foodservice:</u>				
Fort Smith, AR	Manufacturing, Warehousing and Offices	712,600	Leased	Aug-34
Chandler, AZ	Manufacturing and Offices	14,400	Owned	N/A
Brea, CA	Manufacturing, Warehousing and Offices	86,600	Leased	Sep-26
Corona, CA	Manufacturing and Offices	86,000	Owned	N/A
Vacaville, CA	Manufacturing, Warehousing and Offices	128,800	Leased	Nov-29
Windsor, CA	Manufacturing, Warehousing and Offices	75,000	Leased	Apr-32
Englewood, CO	Manufacturing, Warehousing and Offices	105,000	Owned	N/A
Louisville, CO	Manufacturing, Warehousing and Offices	37,700	Leased	Jul-28
Brooksville, FL	Manufacturing, Warehouses and Offices	18,000	Owned	N/A
Cape Coral, FL	Warehousing and Offices	14,500	Owned	N/A
Norcross, GA	Warehousing and Offices	15,400	Leased	Nov-26
Elgin, IL	Manufacturing, Warehousing and Offices	191,200	Owned	N/A
Mundelein, IL	Manufacturing, Warehousing and Offices	70,000	Owned	N/A
Rockton, IL	Manufacturing, Warehousing and Offices	339,400	Owned	N/A
South Beloit, IL	Warehousing	250,000	Leased	Mar-32
Danville, IN	Manufacturing and Offices	32,500	Owned	N/A
Menominee, MI	Manufacturing, Warehousing and Offices	60,000	Owned	N/A
Charlotte, NC	Manufacturing, Warehousing and Offices	47,000	Leased	Jan-34
Fuquay-Varina, NC	Manufacturing, Warehousing and Offices	183,900	Owned	N/A
Bow, NH	Manufacturing, Warehousing and Offices	100,000	Owned	N/A
Pembroke, NH	Warehousing	171,300	Leased	Dec-26
Dayton, OH	Manufacturing, Warehousing and Offices	37,700	Owned	N/A
Moraine, OH	Warehousing	38,300	Leased	Jun-27
Tualatin, OR	Manufacturing, Warehousing and Offices	29,500	Leased	May-28
Easton, PA	Manufacturing, Warehousing and Offices	246,700	Owned	N/A
Smithville, TN	Manufacturing, Warehousing and Offices	268,000	Owned	N/A
Carrollton, TX	Manufacturing, Warehousing and Offices	132,400	Leased	Aug-32
Essex Junction, VT*	Manufacturing, Warehousing and Offices	372,500	Owned	N/A
Renton, WA	Manufacturing, Warehousing and Offices	72,400	Leased	Sep-28
New South Wales, Australia	Manufacturing, Warehousing and Offices	200,100	Owned	N/A
Toronto, Canada*	Manufacturing, Warehousing and Offices	87,700	Owned	N/A
Ningbo, China	Manufacturing, Warehousing and Offices	64,300	Leased	Oct-25
Qingdao City, China	Manufacturing, Warehousing and Offices	113,500	Leased	Jul-29
Zhuhai City, China	Manufacturing, Warehousing and Offices	134,900	Leased	Dec-25
Brøndby, Denmark	Manufacturing, Warehousing and Offices	50,900	Owned	N/A
Randers, Denmark	Manufacturing, Warehousing and Offices	50,100	Owned	N/A
Viljandi, Estonia	Manufacturing and Offices	47,000	Owned	N/A
Dublin, Ireland	Manufacturing, Warehousing and Offices	6,300	Owned	N/A
Nusco, Italy	Manufacturing, Warehousing and Offices	260,600	Owned	N/A
Sedico, Italy	Manufacturing, Warehousing and Offices	52,500	Owned	N/A
Nogales, Mexico	Manufacturing, Warehousing and Offices	129,000	Owned	N/A
Wiślina, Poland	Manufacturing, Warehousing and Offices	77,500	Owned	N/A
Incheon, South Korea	Manufacturing, Warehousing and Offices	227,400	Owned	N/A
Pineda de Mar, Spain	Manufacturing, Warehousing and Offices	69,200	Owned	N/A
Arenys, Spain	Warehousing and Offices	63,500	Leased	Dec-41
Fristad, Sweden	Manufacturing, Warehousing and Offices	173,800	Owned	N/A

Location	Principal Function	Square Footage	Owned/Leased	Lease Expiration
Laguna, the Philippines	Manufacturing, Warehousing and Offices	115,200	Owned	N/A
Lincoln, the United Kingdom	Manufacturing, Warehousing and Offices	100,000	Owned	N/A
<u>Food Processing:</u>				
Palmetto, FL	Manufacturing, Warehousing and Offices	61,300	Leased	Dec-30
Gainesville, GA	Manufacturing, Warehousing and Offices	107,400	Owned	N/A
Algona, IA	Manufacturing, Warehousing and Offices	70,100	Owned	N/A
Elgin, IL	Manufacturing, Warehousing and Offices	75,000	Owned	N/A
Elk Grove, IL	Manufacturing, Warehousing and Offices	101,500	Leased	Nov-29
Clayton, NC	Manufacturing, Warehousing and Offices	95,000	Leased	Oct-29
Maysville, OK	Manufacturing, Warehousing and Offices	100,300	Owned	N/A
Souderton, PA	Manufacturing, Warehousing and Offices	50,000	Owned	N/A
Columbia, TN	Manufacturing, Warehousing and Offices	125,700	Owned	N/A
Mansfield, TX	Manufacturing, Warehousing and Offices	46,200	Owned	N/A
Plano, TX	Manufacturing, Warehousing and Offices	339,100	Leased	Apr-25
Waynesboro, VA	Manufacturing, Warehousing and Offices	24,700	Owned	N/A
Lodi, WI	Manufacturing, Warehousing and Offices	114,600	Owned	N/A
Aalborg, Denmark	Manufacturing, Warehousing and Offices	68,300	Leased	Jan-26
Mauron, France	Manufacturing, Warehousing and Offices	107,200	Owned	N/A
Lunen, Germany	Manufacturing, Warehousing and Offices	22,800	Leased	Feb-29
Reichenau, Germany	Manufacturing, Warehousing and Offices	57,900	Owned	N/A
Bangalore, India	Manufacturing, Warehousing and Offices	141,100	Leased	Jul-30
Casarsa della Delizia, Italy	Manufacturing, Warehousing and Offices	279,200	Owned	N/A
Casarsa della Delizia, Italy	Manufacturing, Warehousing and Offices	67,300	Leased	May-33
Castelnuovo Rangone, Italy**	Manufacturing, Warehousing and Offices	37,900	Leased	Dec-26
Piumazzo, Italy	Manufacturing, Warehousing and Offices	37,200	Leased	May-30
Regio Emilia, Italy	Manufacturing, Warehousing and Offices	59,400	Owned	N/A
Vicenza, Italy	Manufacturing, Warehousing and Offices	53,500	Leased	Sep-32
Norwich, the United Kingdom	Manufacturing, Warehousing and Offices	43,500	Owned	N/A
<u>Residential Kitchen:</u>				
Phenix City, AL	Warehousing and Offices	335,000	Leased	Dec-30
Phoenix, AZ	Manufacturing, Warehousing and Offices	65,400	Owned	N/A
Chino, CA	Warehousing and Offices	100,000	Leased	Apr-27
Buford, GA	Warehousing and Offices	178,100	Leased	Jun-28
Greenville, MI	Manufacturing, Warehousing and Offices	225,000	Owned	N/A
Greenwood, MS**	Manufacturing, Warehousing and Offices	658,100	Owned	N/A
York, PA	Warehousing and Offices	204,300	Leased	Jun-30
Brown Deer, WI	Manufacturing, Warehousing and Offices	155,700	Leased	Nov-26
Kuurne, Belgium	Manufacturing, Warehousing and Offices	242,300	Owned	N/A
Saint Ouen L'aumone, France	Manufacturing and Warehousing	30,400	Owned	N/A
Waterford, Ireland	Warehousing and Offices	73,000	Leased	Jul-27
Ketley, the United Kingdom	Manufacturing and Offices	217,300	Owned	N/A
Leamington Spa, the United Kingdom	Manufacturing and Offices	270,200	Owned	N/A
Leamington Spa, the United Kingdom	Manufacturing and Offices	100,300	Leased	Aug-29
Nottingham, the United Kingdom	Warehousing and Offices	153,100	Owned	N/A

* Contains two separate manufacturing facilities.

** Contains three separate manufacturing facilities.

At various other locations, the company leases small amounts of space for administrative, manufacturing, distribution and sales functions, and in certain instances limited short-term inventory storage. These locations are in Australia, Brazil, Canada, China, Czech Republic, Denmark, Dubai, France, Germany, India, Italy, Mexico, Netherlands, Philippines, Spain, the United Kingdom and various locations in the United States.

Management believes that these facilities are adequate for the operation of the company's business as presently conducted.

Item 3. Legal Proceedings

The company is routinely involved in litigation incidental to its business, including product liability claims, which are partially covered by insurance or in certain cases by indemnification provisions under purchase agreements for recently acquired companies. Such routine claims are vigorously contested and management does not believe that the outcome of any such pending litigation will have a material effect upon the financial condition, results of operations or cash flows of the company.

Item 4. Mine Safety Issues

Not applicable.

PART II

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

Principal Market

The company's Common Stock trades on the Nasdaq Global Select Market under the symbol "MIDD".

Stockholders

The company estimates there were approximately 100,425 record holders of the company's common stock as of February 24, 2025.

Dividends

The company does not currently pay cash dividends on its common stock. Any future payment of cash dividends on the company's common stock will be at the discretion of the company's Board of Directors and will depend upon the company's results of operations, earnings, capital requirements, contractual restrictions and other factors deemed relevant by the Board of Directors. The company's Board of Directors currently intends to retain any future earnings to support its operations and to finance the growth and development of the company's business and does not intend to declare or pay cash dividends on its common stock for the foreseeable future. In addition, the company's revolving credit facility limits its ability to declare or pay dividends on its common stock.

Securities Authorized for Issuance under Equity Compensation Plans

For information pertaining to securities authorized for issuance under equity compensation plans and the related weighted average exercise price, see Part III, Item 12, "Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters."

Unregistered Sales of Equity Securities in connection with Strategic Transactions

On January 24, 2023, in connection with the company's purchase of all of the capital stock of Flavor Burst Co., LLP ("Flavor Burst"), the company issued 6,956 unregistered shares of the company's common stock to Flavor Burst. The shares of company common stock were issued in reliance on the exemption from registration under Section 4(a)(2) of the Securities Act. The company relied on such exemption based in part upon representations made by Flavor Burst, including its status as an accredited investor, as such term is defined in Rule 501 of the Securities Act.

On January 26, 2023, in connection with the company's purchase of assets from Appliance Innovation, Inc ("Appliance"), the company issued 27,395 unregistered shares of the company's common stock to Appliance. The shares of company common stock were issued in reliance on the exemption from registration under Section 4(a)(2) of the Securities Act. The company relied on such exemption based in part upon representations made by Appliance, including its status as an accredited investor, as such term is defined in Rule 501 of the Securities Act.

On April 3, 2023, in connection with the company's purchase of all of the capital stock of Blue Sparq, Inc. ("Blue Sparq"), the company issued 10,231 unregistered shares of the company's common stock to Blue Sparq. The shares of company common stock were issued in reliance on the exemption from registration under Section 4(a)(2) of the Securities Act. The company relied on such exemption based in part upon representations made by Blue Sparq, including its status as an accredited investor, as such term is defined in Rule 501 of the Securities Act.

On June 13, 2023, in connection with the company's purchase of all of the capital stock of Filtration Automation, Inc. ("Filtration Automation"), the company issued 49,916 unregistered shares of the company's common stock to Filtration Automation. The shares of company common stock were issued in reliance on the exemption from registration under Section 4(a)(2) of the Securities Act. The company relied on such exemption based in part upon representations made by Filtration Automation, including its status as an accredited investor, as such term is defined in Rule 501 of the Securities Act.

On July 31, 2023, in connection with the company's purchase of all of the capital stock of Trade-Wind Manufacturing, LLC ("Trade-Wind"), the company issued 39,573 unregistered shares of the company's common stock to Trade-Wind. The shares of company common stock were issued in reliance on the exemption from registration under Section 4(a)(2) of the Securities Act. The company relied on such exemption based in part upon representations made by Trade-Wind, including its status as an accredited investor, as such term is defined in Rule 501 of the Securities Act.

On October 11, 2024, in connection with the company's purchase of all of the capital stock of Emery Thompson ("Emery Thompson"), the company issued 21,859 unregistered shares of the company's common stock to Emery Thompson. The shares of company common stock were issued in reliance on the exemption from registration under Section 4(a)(2) of the Securities Act. The company relied on such exemption based in part upon representations made by Emery Thompson, including its status as an accredited investor, as such term is defined in Rule 501 of the Securities Act.

On November 1, 2024, in connection with the company's purchase of all of the capital stock of JC Ford ("JC Ford"), the company issued 14,577 unregistered shares of the company's common stock to JC Ford. The shares of company common stock were issued in reliance on the exemption from registration under Section 4(a)(2) of the Securities Act. The company relied on such exemption based in part upon representations made by JC Ford, including its status as an accredited investor, as such term is defined in Rule 501 of the Securities Act.

Issuer Purchases of Equity Securities

	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plan or Program	Maximum Number of Shares that May Yet be Purchased Under the Plan or Program (1)
September 29, 2024 to October 26, 2024	—	\$ —	—	4,383,636
October 27, 2024 to November 23, 2024	13,675	136.52	13,675	4,369,961
November 24, 2024 to December 28, 2024	103,851	139.75	103,851	4,266,110
Quarter ended December 28, 2024	<u>117,526</u>	<u>\$ 139.37</u>	<u>117,526</u>	<u>4,266,110</u>

(1) On November 7, 2017, the company's Board of Directors resolved to terminate the company's existing share repurchase program, effective as of such date, which was originally adopted in 1998, and approved a new stock repurchase program. This program authorizes the company to repurchase in the aggregate up to 2,500,000 shares of its outstanding common stock. In May 2022 and July 2024, the company's Board of Directors approved the company to repurchase an additional 2,500,000 shares of its outstanding common stock under the current program. As of December 28, 2024, the total number of shares authorized for repurchase under the program is 7,500,000. As of December 28, 2024, 3,233,890 shares had been purchased under the stock repurchase program and 4,266,110 shares remained authorized for repurchase.

In the Consolidated Financial Statements, the company also treats shares withheld for tax purposes on behalf of employees in connection with the vesting of restricted share grants as common stock repurchases because they reduce the number of shares that would have been issued upon vesting. These withheld shares are not considered common stock repurchases under the authorized common stock repurchase plan and accordingly are not included in the common stock repurchase totals in the preceding table.

Item 6. [Reserved]

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

Special Note Regarding Forward-Looking Statements

This report contains "forward-looking statements" subject to the Private Securities Litigation Reform Act of 1995. These forward-looking statements involve known and unknown risks, uncertainties and other factors, which could cause the company's actual results, performance or outcomes to differ materially from those expressed or implied in the forward-looking statements. The following are some of the important factors that could cause the company's actual results, performance or outcomes to differ materially from those discussed in the forward-looking statements:

- changing market conditions;
- the possibility that the proposed spin-off of the company's Food Processing business will not be consummated within the anticipated time period or at all and that the company may not realize all or any of the expected benefits of the spin-off;
- volatility in earnings resulting from goodwill impairment losses, which may occur irregularly and in varying amounts;
- variability in financing costs;
- quarterly variations in operating results;
- dependence on key customers;
- risks associated with the company's foreign operations, including market acceptance and demand for the company's products and the company's ability to manage the risk associated with the exposure to foreign currency exchange rate fluctuations;
- the company's ability to protect its trademarks, copyrights and other intellectual property;
- the impact of competitive products and pricing;
- the impact of announced management and organizational changes;
- the state of the residential construction, housing and home improvement markets;
- the state of the credit markets, including mortgages, home equity loans and consumer credit;
- intense competition in the company's business segments including the impact of both new and established global competitors;
- unfavorable tax law changes and tax authority rulings;
- cybersecurity attacks and other breaches in security;
- the continued ability to realize profitable growth through the sourcing and completion of strategic acquisitions;
- the timely development and market acceptance of the company's products; and
- the availability and cost of raw materials.

The company cautions readers to carefully consider the statements set forth in the section entitled "Item 1A. Risk Factors" of this filing and discussion of risks included in the company's SEC filings.

Proposed Separation Transaction

On February 25, 2025, the company announced its intent to separate its Food Processing business through a spin-off of the Food Processing business, under which the stock of Food Processing, as a new independent publicly traded company, will be distributed to Middleby's shareholders. As of the date hereof, Middleby is targeting completion of the separation by early 2026, subject to certain customary conditions, including, among others, final approval by the company's Board of Directors and the effectiveness of appropriate filings with the SEC. The spin-off of Food Processing is expected to be tax-free for U.S. federal income tax purposes. There can be no assurance that any separation transaction will ultimately occur or, if one does occur, of its terms or timing.

Current Events

Inflation and Interest Rate Environment

The company has been negatively impacted by inflation in wages, logistics, energy, raw materials and component costs. Price increases and pricing strategies have been implemented to mitigate the impact of cost inflation on margins and the company continues to actively monitor costs. High inflation and uncertainty surrounding the Federal Reserve's interest rate policy decisions led to increased interest rates in 2023 and into the first quarter of 2024, which combined with global macroeconomic uncertainty, has and may continue to impact customer demand. Even in light of such headwinds, we remain focused on delivering strong financial results and executing on our long-term strategy and profitability objectives.

Supply Chain, Labor and Logistics Constraints

The company continues to actively monitor global supply chain, labor and logistics constraints, which have had a negative impact on the company's ability to source parts and complete and ship units. While the company is seeing improvement on certain supply chain and logistics constraints, supply chains for certain key components remain distressed. The decreased availability of resources and inflationary costs resulted in heightened inventory levels for certain components above current demand levels. To combat these pressures, the company has evaluated alternative sourcing, dual sourcing and collaborated across the organization, where appropriate, without materially presenting new risks or increasing current risks around quality and reliability. Our capital resources have been and the company expects they will continue to be sufficient to address these challenges.

NET SALES SUMMARY **(dollars in thousands)**

Fiscal Year Ended(1)

	2024		2023		2022	
	Sales	Percent	Sales	Percent	Sales	Percent
Business Segments:						
Commercial Foodservice	\$ 2,419,236	62.4 %	\$ 2,521,471	62.5 %	\$ 2,394,762	59.4 %
Food Processing	\$ 731,003	18.9	\$ 720,618	17.8	\$ 589,969	14.6
Residential Kitchen	\$ 724,923	18.7	\$ 794,516	19.7	\$ 1,048,122	26.0
Total	\$ 3,875,162	100.0 %	\$ 4,036,605	100.0 %	\$ 4,032,853	100.0 %

(1) The company's fiscal year ends on the Saturday nearest to December 31.

Results of Operations

The following table sets forth certain items in the consolidated statements of earnings as a percentage of net sales for the periods presented:

	Fiscal Year Ended(1)		
	2024	2023	2022
Net sales	100.0 %	100.0 %	100.0 %
Cost of sales	62.1	62.0	64.1
Gross profit	37.9	38.0	35.9
Selling, general and administrative expenses	19.7	20.0	19.8
Restructuring	0.3	0.4	0.2
Impairments	1.0	1.9	—
Income from operations	16.9	15.7	15.9
Interest expense and deferred financing amortization, net	2.4	3.0	2.2
Net periodic pension benefit (other than service cost & curtailment)	(0.4)	(0.2)	(1.0)
Other expense, net	—	0.1	0.7
Earnings before income taxes	14.9	12.8	14.0
Provision for income taxes	3.8	2.9	3.2
Net earnings	11.1 %	9.9 %	10.8 %

(1) The company's fiscal year ends on the Saturday nearest to December 31.

Fiscal Year Ended December 28, 2024 as Compared to December 30, 2023

NET SALES. Net sales in fiscal 2024 decreased by \$161.4 million, or 4.0%, to \$3,875.2 million as compared to \$4,036.6 million in fiscal 2023. Net sales increased by \$29.7 million, or 0.7%, from the fiscal 2023 acquisitions of Flavor Burst, Blue Sparq, Filtration Automation, Terry, and Trade-Wind and the fiscal 2024 acquisitions of GBT, MaxMac, Emery Thompson, JC Ford, and Gorreri. Excluding acquisitions, net sales decreased \$191.1 million, or 4.7%, from fiscal 2023. The impact of foreign exchange rates on foreign sales translated into U.S. Dollars in fiscal 2024 increased net sales by approximately \$0.5 million. Excluding the impact of foreign exchange and acquisitions, sales decreased 4.7% for the year, including a net sales decrease of 4.1% at the Commercial Foodservice Equipment Group, a net sales decrease of 1.9% at the Food Processing Equipment Group and a net sales decrease of 9.5% at the Residential Kitchen Equipment Group.

- Net sales of the Commercial Foodservice Equipment Group decreased by \$102.2 million, or 4.1%, to \$2,419.3 million in fiscal 2024, as compared to \$2,521.5 million in fiscal 2023. Net sales from the acquisitions of Flavor Burst, Blue Sparq, Terry, and Emery Thompson accounted for an increase of \$2.8 million during fiscal 2024. Excluding the impact of acquisitions, net sales of the Commercial Foodservice Equipment Group decreased \$105.0 million, or 4.2%, as compared to fiscal 2023. Excluding the impact of foreign exchange and acquisitions, net sales decreased \$102.3 million, or 4.1%, at the Commercial Foodservice Equipment Group. Domestically, the company realized a sales decrease of \$118.0 million, or 6.5%, to \$1,710.4 million, as compared to \$1,828.4 million in fiscal 2023. This includes an increase of \$2.7 million from recent acquisitions. Excluding acquisitions, the net decrease in domestic sales was \$120.7 million, or 6.6%. The decrease in domestic sales is related to slow market conditions. International sales increased \$15.8 million, or 2.3%, to \$708.9 million, as compared to \$693.1 million in the prior year. This includes an increase of \$0.1 million from the recent acquisitions and a decrease of \$2.7 million related to the unfavorable impact of exchange rates. Excluding the impact of foreign exchange and acquisitions, the net sales increase in international sales was \$18.4 million, or 2.7%. The increase in international revenues is related to improvements in market conditions, primarily in the European and Latin American markets.
- Net sales of the Food Processing Equipment Group increased by \$10.4 million, or 1.4%, to \$731.0 million in fiscal 2024, as compared to \$720.6 million in fiscal 2023. Net sales from the acquisitions of Filtration Automation, GBT, MaxMac, JC Ford, and Gorreri accounted for an increase of \$24.7 million during fiscal 2024. Excluding the impact of acquisitions, net sales of the Food Processing Equipment Group decreased \$14.3 million, or 2.0%, as compared to fiscal 2023. Excluding the impact of foreign exchange and acquisitions, net sales decreased \$13.9 million, or 1.9%, at the Food Processing Equipment Group. Domestically, the company realized a sales decrease of \$35.9 million, or 7.5%, to \$443.4 million, as compared to \$479.3 million in fiscal 2023. This includes an increase of \$7.3 million from recent acquisitions. Excluding acquisitions, the net decrease in domestic sales was \$43.2 million, or 9.0%. The decrease in domestic sales is driven primarily by lower sales volumes of protein products. International sales increased \$46.3 million, or 19.2%, to \$287.6 million, as compared to \$241.3 million in the prior year. This includes an increase of \$17.4 million from the recent acquisitions and a decrease of \$0.4 million related to the unfavorable impact of exchange rates. Excluding the impact of foreign exchange and acquisitions, the net sales increase in international sales was \$29.3 million, or 12.1%. The increase in international sales reflects growth driven primarily by increased sales volumes of bakery and protein products in the European markets.
- Net sales of the Residential Kitchen Equipment Group decreased by \$69.6 million, or 8.8%, to \$724.9 million in fiscal 2024, as compared to \$794.5 million in fiscal 2023. Excluding the impact of the acquisition of Trade-Wind, net sales decreased \$71.8 million, or 9.0%. Excluding the impact of foreign exchange, net sales decreased \$75.4 million, or 9.5%, at the Residential Kitchen Equipment Group. Domestically, the company realized a sales decrease of \$52.2 million, or 10.2%, to \$461.1 million, as compared to \$513.3 million in fiscal 2023. Excluding the acquisition, the net decrease in domestic sales was \$54.4 million, or 10.6%. International sales decreased \$17.4 million, or 6.2%, to \$263.8 million, as compared to \$281.2 million in the prior year. This includes an increase of \$3.6 million related to the favorable impact of exchange rates. Excluding the impact of foreign exchange and the acquisition, the net sales decrease in international sales was \$21.0 million, or 7.5%. The decrease in net sales was primarily driven by challenging market conditions domestically and in the European markets.

GROSS PROFIT. Gross profit decreased to \$1,470.4 million in fiscal 2024 as compared to \$1,534.1 million in fiscal 2023, primarily driven by lower sales volumes at the Commercial Foodservice Equipment Group and Residential Kitchen Equipment Group. The impact of foreign exchange rates increased gross profit by approximately \$0.3 million. The gross margin rate was 37.9% in 2024 as compared to 38.0% in 2023.

- Gross profit at the Commercial Foodservice Equipment Group decreased by \$52.3 million, or 5.2%, to \$958.3 million in fiscal 2024, as compared to \$1,010.6 million in fiscal 2023. Gross profit from the acquisitions of Flavor Burst, Blue Sparq, Terry, and Emery Thompson increased gross profit by \$1.5 million. Excluding acquisitions, gross profit decreased by \$53.8 million related to lower sales volume. The impact of foreign exchange rates decreased gross profit by approximately \$0.7 million. The gross margin rate increased to 39.6%, as compared to 40.1% in fiscal 2023. The gross margin rate, excluding acquisitions and the impact of foreign exchange, was 39.6%.
- Gross profit at the Food Processing Equipment Group increased by \$16.2 million, or 5.9%, to \$290.6 million in fiscal 2024, as compared to \$274.4 million in fiscal 2023. Gross profit from the acquisitions of Filtration Automation, GBT, MaxMac, JC Ford, and Gorreri increased gross profit by \$9.7 million. Excluding acquisitions, gross profit increased by \$6.5 million related to improved product mix and acquisition integration benefits. The impact of foreign exchange rates decreased gross profit by approximately \$0.1 million. The gross margin rate increased to 39.8%, as compared to 38.1% in fiscal 2023 primarily related to improved product mix. The gross margin rate, excluding acquisitions and the impact of foreign exchange, was 39.8%.
- Gross profit at the Residential Kitchen Equipment Group decreased by \$31.4 million, or 12.6%, to \$218.6 million in fiscal 2024, as compared to \$250.0 million in fiscal 2023. Excluding the impact of the acquisition, gross profit decreased by \$32.5 million related to lower sales volume. The impact of foreign exchange rates increased gross profit by approximately \$1.1 million. The gross margin rate decreased to 30.2%, as compared to 31.5% in fiscal 2023 primarily related to lower sales volume. The gross margin rate, excluding the acquisition and impact of foreign exchange, was 30.1%.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES. Combined selling, general and administrative expenses decreased to \$762.5 million in fiscal 2024, as compared to \$806.9 million in fiscal 2023. As a percentage of net sales, selling, general, and administrative expenses were 19.7% in fiscal 2024, as compared to 20.0% in fiscal 2023.

Selling, general and administrative expenses reflect increased costs of \$8.9 million associated with acquisitions, including \$1.6 million of intangible amortization expense. Selling, general and administrative expenses decreased \$31.2 million related to compensation cost including commissions, \$12.3 million related to intangible amortization expense and \$10.9 million in professional fees. Foreign exchange rates had a favorable impact of \$0.3 million.

RESTRUCTURING EXPENSES. Restructuring expenses increased \$0.1 million to \$14.2 million in fiscal 2024 from \$14.1 million in fiscal 2023. Restructuring expenses in fiscal 2024 related primarily to headcount reductions and facility consolidations within all three segments. Restructuring expenses in fiscal 2023 related primarily to headcount reductions and facility consolidations within the Residential Kitchen Equipment Group and Commercial Foodservice Equipment Group.

IMPAIRMENTS. In fiscal 2024, the company recognized non-cash impairment of \$33.4 million primarily associated with several trademarks in the Residential Kitchen Equipment Group, as well as a few in the Commercial Foodservice Group in conjunction with diminution of values as we assessed recent market conditions and future business plans. In addition, the company recorded an impairment charge of approximately \$5.2 million associated with the decline in recoverable value of an equity method investment. In fiscal 2023, the company recognized non-cash impairment of \$78.1 million primarily associated with several trademarks in the Residential Kitchen Equipment Group in conjunction with diminution of values as we assessed recent market conditions and future business plans. See Note 3(f) to the Consolidated Financial Statements for further information on the annual impairment testing.

INCOME FROM OPERATIONS. Income from operations increased \$21.3 million to \$656.2 million in fiscal 2024 from \$634.9 million in fiscal 2023. Operating income as a percentage of net sales amounted to 16.9% in 2024 as compared to 15.7% in 2023. During fiscal 2024 and fiscal 2023, operating income included the impairment of intangible assets. Excluding the impairments, the decrease in operating income was primarily related to lower sales volume.

Income from operations in 2024 included \$194.8 million of non-cash expenses, including \$55.6 million of depreciation expense, \$64.4 million of intangible amortization related to acquisitions, \$38.6 million of impairments and \$36.2 million of stock based compensation. This compares to \$254.5 million of non-cash expenses in the prior year, including \$50.4 million of

depreciation expense, \$75.0 million of intangible amortization related to acquisitions, \$78.1 million of impairments and \$51.0 million of stock based compensation costs.

NON-OPERATING EXPENSES. Interest and deferred financing amortization costs were \$92.2 million in fiscal 2024, as compared to \$120.3 million in fiscal 2023, reflecting the decrease in net debt levels. Net periodic pension benefit (other than service costs) increased \$5.8 million to \$14.9 million in fiscal 2024, as compared to \$9.1 million in fiscal 2023, related to the decrease in discount rate used to calculate the interest cost and increase in expected return on assets as a result of the higher assets value. Other expense was \$1.5 million in fiscal 2024, as compared to \$4.2 million in fiscal 2023 and consists mainly of foreign exchange gains and losses.

INCOME TAXES. A tax provision of \$148.9 million, at an effective rate of 25.8%, was recorded during fiscal 2024, as compared to \$118.5 million at an effective rate of 22.8%, in fiscal 2023. The fiscal 2024 provision includes a \$3.6 million net tax expense for the finalization of the 2023 tax returns as compared to the fiscal 2023 provision that included a net tax benefit of \$7.0 million for the finalization of the 2022 tax returns. The effective tax rates in 2024 and 2023 were higher than the federal tax rate of 21% primarily due to state taxes and foreign tax rate differentials.

Fiscal Year Ended December 30, 2023 as Compared to December 31, 2022

NET SALES. Net sales in fiscal 2023 increased by \$3.7 million, or 0.1%, to \$4,036.6 million as compared to \$4,032.9 million in fiscal 2022. Net sales increased by \$121.3 million, or 3.0%, from the fiscal 2022 acquisitions of Kloppenberg, Proxaut, Ictro, CP Packaging, Colussi Ermes, Escher, Marco, and the fiscal 2023 acquisitions of Flavor Burst, Blue Sparq, Filtration Automation, Terry, and Trade-Wind. Excluding acquisitions, net sales decreased \$117.6 million, or 2.9%, from the prior year. The impact of foreign exchange rates on foreign sales translated into U.S. Dollars for fiscal 2023 increased net sales by approximately \$12.3 million. Excluding the impact of foreign exchange and acquisitions, sales decreased 3.2% for the year, including a net sales increase of 2.7% at the Commercial Foodservice Equipment Group, a net sales increase of 10.7% at the Food Processing Equipment Group and a net sales decrease of 24.7% at the Residential Kitchen Equipment Group.

- Net sales of the Commercial Foodservice Equipment Group increased by \$126.7 million, or 5.3%, to \$2,521.5 million in fiscal 2023 as compared to \$2,394.8 million in fiscal 2022. Net sales from the acquisitions of Kloppenberg, Ictro, Marco, Flavor Burst, Blue Sparq, and Terry accounted for an increase of \$57.8 million during fiscal 2023. Excluding the impact of acquisitions, net sales of the Commercial Foodservice Equipment Group increased \$68.9 million, or 2.9%, as compared to the prior year. Excluding the impact of foreign exchange and acquisitions, net sales increased \$65.8 million, or 2.7% at the Commercial Foodservice Equipment Group. Domestically, the company realized a sales increase of \$77.4 million, or 4.4%, to \$1,828.4 million, as compared to \$1,751.0 million in the prior year. This includes an increase of \$24.9 million from recent acquisitions. Excluding acquisitions, the net increase in domestic sales was \$52.5 million, or 3.0%. The increase in domestic sales is related to higher shipments, improved product mix and pricing increases. International sales increased \$49.3 million, or 7.7%, to \$693.1 million, as compared to \$643.8 million in the prior year. This includes the increase of \$32.9 million from recent acquisitions and an increase of \$3.1 million related to the favorable impact of exchange rates. Excluding acquisitions and foreign exchange, the net sales increase in international sales was \$13.3 million, or 2.1%. The increase in international sales is related to improvements in market conditions, primarily in the Asia and Latin American markets.
- Net sales of the Food Processing Equipment Group increased by \$130.6 million, or 22.1%, to \$720.6 million in fiscal 2023, as compared to \$590.0 million in fiscal 2022. Net sales from the acquisitions of CP Packaging, Colussi Ermes, Escher, and Filtration Automation accounted for an increase of \$61.5 million during fiscal 2022. Excluding the impact of acquisitions, net sales of the Food processing Equipment Group increased \$69.1 million, or 11.7%, as compared to the prior year. Excluding the impact of foreign exchange and acquisitions, net sales increased \$63.4 million, or 10.7% at the Food Processing Equipment Group. Domestically, the company realized a sales increase of \$53.1 million, or 12.5%, to \$479.3 million, as compared to \$426.2 million in the prior year. This includes an increase of \$23.7 million from recent acquisitions. Excluding acquisitions, the net increase in domestic sales was \$29.4 million, or 6.9%. The increase in domestic sales reflects growth primarily driven by protein products. International sales increased \$77.5 million, or 47.3%, to \$241.3 million, as compared to \$163.8 million in the prior year. This includes the increase of \$37.8 million from recent acquisitions and an increase of \$5.7 million related to the favorable impact of exchange rates. Excluding acquisitions and foreign exchange, the net sales increase in international sales was \$34.0 million, or 20.8%. The increase in international sales reflects growth primarily driven by bakery products.
- Net sales of the Residential Kitchen Equipment Group decreased by \$253.6 million, or 24.2%, to \$794.5 million in fiscal 2023, as compared to \$1,048.1 million in fiscal 2022. Excluding the impact of the acquisition of Trade-Wind, acquired July 31, 2023, net sales decreased \$255.6 million, or 24.4%, as compared to the prior year. Excluding the impact of foreign exchange and the acquisition, net sales decreased \$259.1 million, or 24.7% at the Residential Kitchen Equipment Group. Domestically, the company realized a sales decrease of \$188.6 million, or 26.9%, to \$513.3 million, as compared to \$701.9 million in the prior year. Excluding the acquisition, the net decrease in domestic sales was \$190.0 million, or 27.1%. International sales decreased \$65.0 million, or 18.8% to \$281.2 million, as compared to \$346.2 million in the prior year. This includes an increase of \$3.5 million related to the favorable impact of exchange rates. Excluding the acquisition and foreign exchange, the net sales decrease in international sales was \$69.1 million, or 20.0%. The decrease in domestic and international sales was driven by challenging market conditions and higher inventory levels in various channels.

GROSS PROFIT. Gross profit increased by \$87.5 million to \$1,534.1 million in fiscal 2023 from \$1,446.6 million in fiscal 2022, primarily reflecting higher sales volumes at the Commercial Foodservice Equipment Group and Food Processing Equipment Group. The impact of foreign exchange rates increased gross profit by \$3.9 million. The gross profit margin rate increased to 38.0% in 2023 as compared to 35.9% in 2022. The gross margin in fiscal 2022 was negatively impacted by inventory step-up charges associated with acquisitions. In addition, higher sales volumes and improved product mix have contributed to the expansion of the gross margin rate. The gross margin rate in fiscal 2023 excluding acquisitions and impact of foreign exchange was 38.1%.

- Gross profit at the Commercial Foodservice Equipment Group increased by \$101.2 million, or 11.1%, to \$1,010.6 million in fiscal 2023 as compared to \$909.4 million in fiscal 2022. Gross profit from acquisitions increased gross profit by \$20.8 million. Excluding acquisitions, gross profit increased by \$80.4 million. The impact of foreign exchange rates increased gross profit by approximately \$0.4 million. The gross profit margin rate increased to 40.1% in fiscal 2023 as compared to 38.0% in the prior year related to higher sales volumes and improved product mix. The gross profit margin rate in fiscal 2023 excluding acquisitions and the impact of foreign exchange was 40.2%.
- Gross profit at the Food Processing Equipment Group increased by \$61.8 million, or 29.1%, to \$274.4 million in fiscal 2023 as compared to \$212.6 million in fiscal 2022. Gross profit from acquisitions increased gross profit by \$23.1 million. Excluding acquisitions, gross profit increased by \$38.7 million. The impact of foreign exchange rates increased gross profit by approximately \$2.3 million. The gross profit margin rate increased to 38.1% in fiscal 2023 as compared to 36.0% in the prior year related to higher sales volumes, improved product mix and acquisition integration benefits. The gross profit margin rate in fiscal 2023 excluding the impact of foreign exchange was 38.1%.
- Gross profit at the Residential Kitchen Equipment Group decreased by \$75.8 million, or 23.3%, to \$250.0 million in fiscal 2023 as compared to \$325.8 million in fiscal 2022. The impact of foreign exchange rates increased gross profit by approximately \$1.2 million. The gross margin rate increased to 31.5% in fiscal 2023 as compared to 31.1% in the prior year. Gross profit margins in the prior year were negatively impacted by acquisitions, including \$15.1 million of acquisition related inventory step-up charges. The gross profit margin rate in fiscal 2023 excluding the acquisition and the impact of foreign exchange was 31.4%.

SELLING, GENERAL, AND ADMINISTRATIVE EXPENSES. Combined selling, general, and administrative expenses increased by \$9.7 million to \$806.9 million in fiscal 2023 from \$797.2 million in 2022. As a percentage of net sales, selling, general and administrative expenses amounted to 20.0% in fiscal 2023 and 19.8% in fiscal 2022.

Selling, general and administrative expenses reflect increased costs of \$33.6 million associated with acquisitions, including \$5.6 million of non-cash intangible amortization expense. Selling, general and administrative expenses reflect decreases in intangible amortization expense of \$16.8 million, compensation costs including commissions of \$7.8 million, and professional fees of \$5.4 million. These decreases were partially offset by \$8.5 million attributed to higher selling and marketing expenses. Foreign exchange rates had an unfavorable impact of \$2.2 million.

RESTRUCTURING EXPENSES. Restructuring expenses increased \$4.4 million to \$14.1 million from \$9.7 million in the prior year period. In fiscal 2023, restructuring expenses related primarily to headcount reductions and facility consolidations within the Commercial Foodservice Equipment Group and Residential Kitchen Equipment Group. During fiscal 2022, restructuring charges related primarily to non-cash restructuring valuation allowances on balances associated with activities in Russia and headcount reductions and facility consolidations within the Commercial Foodservice Equipment Group and Residential Kitchen Equipment Group.

IMPAIRMENTS. In fiscal 2023, the company recognized non-cash impairment of \$78.1 million primarily associated with several trademarks in the Residential Kitchen Equipment Group in conjunction with diminution of values as we assessed recent market conditions and future business plans. See Note 3(f) to the Consolidated Financial Statements for further information on the annual impairment testing.

INCOME FROM OPERATIONS. Income from operations decreased \$4.7 million to \$634.9 million in fiscal 2023 from \$639.6 million in fiscal 2022. Operating income as a percentage of net sales amounted to 15.7% in 2023 as compared to 15.9% in 2022. During fiscal 2023, operating income included the impairment of intangible assets. Excluding the impairment, the increase in operating income resulted from increased profitability driven by product mix and execution of strategic cost initiatives.

Income from operations in 2023 included \$254.5 million of non-cash expenses, including \$50.4 million of depreciation expense, \$75.0 million of intangible amortization related to acquisitions, \$78.1 million of impairments of trademarks and \$51.0 million of stock based compensation. This compares to \$189.3 million of non-cash expenses in the prior year, including \$44.6 million of depreciation expense, \$86.3 million of intangible amortization related to acquisitions and \$58.4 million of stock based compensation costs.

NON-OPERATING EXPENSES. Non-operating expenses increased \$40.2 million to \$115.4 million of expense in fiscal 2023 from \$75.2 million of expense in fiscal 2022. Net interest expense and deferred financing increased \$31.3 million to \$120.3 million in fiscal 2023 from \$89.0 million in fiscal 2022 reflecting the increase in interest rates under our current credit facility. Net periodic pension benefit (other than service costs and curtailment) decreased \$33.6 million to \$9.1 million in fiscal 2023 from \$42.7 million in fiscal 2022 related to the increase in discount rate used to calculate the interest cost. Other expense was \$4.2 million during fiscal 2023 as compared to other expense of \$28.9 million during fiscal 2022, consisting mainly of foreign exchange losses and gains.

INCOME TAXES. A tax provision of \$118.5 million, at an effective rate of 22.8%, was recorded for fiscal 2023 as compared to \$127.8 million at an effective rate of 22.7%, in fiscal 2022. The fiscal 2023 tax provision includes a \$7.0 million tax benefit for the finalization of the 2022 tax returns. The fiscal 2022 tax provision included a deferred tax benefit of approximately \$13 million associated with legal entity restructuring the company undertook to integrate and simplify the company's business operations. The effective rates in 2023 and 2022 were higher than the federal tax rate of 21% primarily due to state taxes and foreign tax rate differentials.

Financial Condition and Liquidity

Total cash and cash equivalents increased by \$442.0 million to \$689.5 million at December 28, 2024 from \$247.5 million at December 30, 2023. Total debt amounted to \$2.4 billion at December 28, 2024 and December 30, 2023.

OPERATING ACTIVITIES. Net cash provided by operating activities after changes in assets and liabilities amounted to \$686.8 million as compared to \$628.8 million in the prior year.

During fiscal 2024, working capital changes contributed to operating cash flows primarily driven by decreased inventory levels of \$95.4 million, offset by an increase in prepaid expenses and other assets of \$45.5 million, including impacts from the timing of payments and status of over-time revenue contracts, and a decrease in accounts payable of \$21.9 million.

In connection with the company's acquisition activities, the company added assets and liabilities from the opening balance sheets of the acquired businesses in its consolidated balance sheets and accordingly these amounts are not reflected in the net changes in working capital.

INVESTING ACTIVITIES. During fiscal 2024, net cash used for investing activities amounted to \$158.5 million. Cash used to fund acquisitions amounted to \$111.7 million. Additionally, \$49.3 million was expended, primarily for upgrades of production equipment and manufacturing facilities. Proceeds from the sale of property, plant and equipment amounted to \$2.5 million.

FINANCING ACTIVITIES. Net cash flows used for financing activities amounted to \$73.8 million in 2024. The company's borrowing activities during 2024 included \$32.8 million of net repayments under its Credit Facility. Additionally, the company repurchased \$34.7 million of Middleby common shares during 2024. This was comprised of \$18.3 million to repurchase 118,171 shares of Middleby common stock that were surrendered to the company for withholding taxes related to restricted stock vestings and \$16.4 million used to repurchase 117,526 shares of its common stock under a repurchase program.

At December 28, 2024, the company was in compliance with all covenants pursuant to its borrowing agreements. The company believes that its current capital resources, including cash and cash equivalents, cash expected to be generated from operations, funds available from its current lenders and access to the credit and capital markets will be sufficient to finance its operations, debt service obligations, capital expenditures, product development and expenditures for the foreseeable future.

Material Cash Requirements

The company's material cash requirements from contractual obligations primarily consist of long-term debt obligations, operating lease obligations, tax obligations and contingent purchase price payments to the sellers that were deferred in conjunction with various acquisitions. See Notes 3, 5 and 7 to the Consolidated Financial Statements for further information.

Related Party Transactions

From December 31, 2023, through the date hereof, there were no transactions between the company, its directors and executive officers that are required to be disclosed pursuant to Item 404 of Regulation S-K, promulgated under the Securities and Exchange Act of 1934, as amended.

Critical Accounting Policies and Estimates

Management's discussion and analysis of financial condition and results of operations are based upon the company's consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires the company to make significant estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses as well as related disclosures. On an ongoing basis, the company evaluates its estimates and judgments based on historical experience and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions and any such differences could be material to our consolidated financial statements.

Revenue Recognition

Revenue is recognized when the control of the promised goods or services are transferred to our customers, in an amount that reflects the consideration that we expect to receive in exchange for those goods or services.

A performance obligation is a promise in a contract to transfer a distinct good or service to the customer and represents the unit of account. A contract's transaction price is allocated to each distinct performance obligation and recognized as revenue when, or as, the performance obligation is satisfied. The company's contracts can have multiple performance obligations or just a single performance obligation. For contracts with multiple performance obligations, the contract's transaction price is allocated to each performance obligation using the company's best estimate of the standalone selling price of each distinct good or service in the contract.

Within the Commercial Foodservice Equipment and Residential Foodservice Equipment Groups, the estimated standalone selling price of equipment is based on observable prices. Within the Food Processing Equipment Group, the company estimates the standalone selling price based on expected cost to manufacture the good or complete the service plus an appropriate profit margin.

Control may pass to the customer over time or at a point in time. In general, the Commercial Foodservice Equipment and Residential Foodservice Equipment Groups recognize revenue at the point in time control transfers to their customers based on contractual shipping terms. Revenue from equipment sold under our long-term contracts within the Food Processing Equipment group is recognized over time as the equipment is manufactured and assembled. Installation services provided in connection with the delivery of the equipment are also generally recognized as those services are rendered. Over time transfer of control is measured using an appropriate input measure (e.g., costs incurred or direct labor hours incurred in relation to total estimate). These measures include forecasts based on the best information available and therefore reflect the company's judgment to faithfully depict the transfer of the goods.

Inventories

Inventories are stated at the lower of cost or net realizable value using the first-in, first-out method for the majority of the company's inventories. The company evaluates the need to record valuation adjustments for inventory on a regular basis. The company's policy is to evaluate all inventories including raw material, work-in-process, finished goods, and spare parts. Inventory in excess of estimated usage requirements is written down to its estimated net realizable value. Inherent in the estimates of net realizable value are estimates related to our future manufacturing schedules, customer demand, possible alternative uses, and ultimate realization of potentially excess inventory.

Goodwill and Indefinite-Life Intangibles

The company's business acquisitions result in the recognition of goodwill and other intangible assets, which are a significant portion of the company's total assets. Goodwill represents the excess of acquisition costs over the fair value of the net tangible assets and identifiable intangible assets acquired in a business combination. Identifiable intangible assets are recognized separately from goodwill and include trademarks and trade names, technology, customer relationships and other specifically identifiable assets. Trademarks and trade names are deemed to be indefinite-lived. Goodwill and indefinite-lived intangible assets are not amortized but are subject to impairment testing.

On an annual basis on the first day of the fourth quarter, or more frequently if triggering events occur, the company performs an impairment assessment for goodwill and indefinite-lived intangible assets. The company considers qualitative factors to assess if it is more likely than not that the fair value of goodwill and indefinite-lived intangible assets is below the carrying value.

In conducting a qualitative assessment, the company analyzes a variety of events or factors that may influence the fair value of the reporting unit including, but not limited to: the results of prior quantitative assessments performed; changes in the carrying amount of the reporting unit; actual and projected revenue and operating margin; relevant market data for both the company and its peer companies; industry outlooks; macroeconomic conditions; liquidity; changes in key personnel; and the company's competitive position. Significant judgment is used to evaluate the totality of these events and factors to make the determination of whether it is more likely than not that the fair value of the reporting unit or indefinite-life intangible is less than its carrying value.

Goodwill Valuations

The reporting units at which we test goodwill for impairment are our operating segments. These consist of the Commercial Foodservice Equipment Group, the Food Processing Equipment Group and the Residential Kitchen Equipment Group. If the fair value is less than its carrying value, an impairment loss, if any, is recorded for the difference between the implied fair value and the carrying value of goodwill.

In performing a quantitative assessment, if required, the company estimates each reporting unit's fair value under an income approach using a discounted cash flow model. The income approach uses each reporting unit's projection of estimated operating results and cash flows that are discounted using a market participant discount rate based on a weighted-average cost of capital. The financial projections reflect management's best estimate of economic and market conditions over the projected period including forecasted revenue growth, operating margins, tax rate, capital expenditures, depreciation, amortization and changes in working capital requirements. Other assumptions include discount rate and terminal growth rate. The estimated fair value of each reporting unit is compared to their respective carrying values.

As a result of the financial performance indicators for the Residential Kitchen reporting unit, the company deemed it necessary to complete a quantitative analysis. The fair value of the reporting unit exceeded its carrying value by more than 8%, thus no impairment of goodwill was recognized. The company believes the assumptions utilized within the quantitative analysis are reasonable and consistent with assumptions that would be used by other marketplace participants. Such assumptions are, however, inherently uncertain, and different assumptions could lead to a different assessment for the reporting unit that could result in a material impairment that would adversely affect our results of operations.

As a result of the qualitative assessment for the other two reporting units, the company determined it is more likely than not that the fair value of our reporting units are greater than the carrying amounts.

In estimating the fair value of its reporting units, management relies on a number of factors, including operating results, business plans, economic projections, anticipated future cash flows, comparable transactions and other market data. There are inherent uncertainties related to these factors and management's judgment in applying them in the impairment tests of goodwill. If actual results are not consistent with management's estimate and assumptions, a material impairment could have an adverse effect on the company's financial condition and results of operations.

Indefinite-Life Intangible Valuations

In performing a quantitative assessment of indefinite-life intangible assets other than goodwill, primarily trademarks and trade names, we analyze the variety of events or factors that may impact the fair value of the indefinite-life intangible, including, but not limited to: macroeconomic conditions, industry and market considerations, cost factors, overall financial performance and other relevant factors. We estimate the fair value of these intangible assets using the relief-from-royalty method which requires assumptions related to projected revenues from our long-range plans; assumed royalty rates that could be payable if we did not own the trademark; and a discount rate using a market based weighted-average cost of capital. If the estimated fair value of the indefinite-life intangible asset is less than its carrying value, we would recognize an impairment loss.

Based on the qualitative assessment as of September 29, 2024, the company identified several trademarks and trade names with indicators of potential risk for impairment and performed quantitative assessments. In performing the quantitative analysis on these trademark assets, significant assumptions used in our relief-from-royalty model included revenue growth rates, assumed royalty rates and the discount rate, which are discussed further below.

- Revenue growth rates relate to projected revenues from our long-range plans and vary from brand to brand. Adverse changes in the operating environment or our inability to grow revenues at the forecasted rates may result in a material impairment charge.

- In determining royalty rates for the valuation of our trademarks, we considered factors that affect the assumed royalty rates that would hypothetically be paid for the use of the trademarks. The most significant factors in determining the assumed royalty rates include the overall role and importance of the trademarks in the particular industry, the profitability of the products utilizing the trademarks, and the position of the trademarked products in the given market segment.
- In developing discount rates for the valuation of our trademarks, we used the market based weighted average cost of capital, adjusted for higher relative level of risks associated with doing business in other countries, as applicable, as well as the higher relative levels of risks associated with intangible assets.

The gross value of all trademarks tested was approximately \$255.8 million, including the impaired trademarks. As a result of the quantitative testing the company recognized \$33.4 million of impairment charges primarily associated with several trademarks within the Residential Kitchen Equipment Group, as well as a few in the Commercial Foodservice Equipment Group. For further details associated with the company's trademarks impairment testing, see Note 3(f) to the Consolidated Financial Statements. The fair values of the other trademarks tested with no impairment per the analyses, and exceeded their carrying values by 10% or more. The company believes the assumptions utilized within the quantitative analyses are reasonable and consistent with assumptions that would be used by other marketplace participants.

The company continues to monitor global and regional economic market conditions, channel inventory levels, and the underlying demand for its products to assess the impact on its business and financial performance. If actual results are not consistent with management's estimate and assumptions, a material impairment charge of our trademarks and trade names could occur, which could have an adverse effect on the company's financial condition and results of operations.

Convertible Debt

The company issued convertible debt with debt and equity components. The company evaluated the different components and features of the hybrid instrument and determined whether certain elements were embedded derivative instruments which require bifurcation. Components of convertible debt instruments that upon conversion may be settled fully in cash or partly in cash based on a net-share settlement basis are accounted for separately as long-term debt and equity when the conversion feature of the convertible bonds constitute an embedded equity instrument. When an equity instrument is identified, proceeds from issuance are allocated between debt and equity by measuring first the liability component and then determining the equity component as a residual amount. Prior to January 3, 2021, the liability component was measured as the fair value of a similar nonconvertible debt, which results in the recognition of a debt discount. The debt discount amortizes to interest expense, net within the Consolidated Statements of Earnings, using the effective interest method based on the expected maturity of the debt. The equity component is reported in additional paid-in capital within the Consolidated Statement of Changes in Stockholders' Equity and is not remeasured as long as it continues to meet the conditions for equity classification.

The company allocated transaction costs related to the issuance of convertible debt using the same proportions as the proceeds from the convertible debt. Transaction costs attributable to the liability component are recorded as a direct deduction from the related debt liability in the Consolidated Balance Sheets and are amortized to interest expense, net within the Consolidated Statements of Earnings over the term of the convertible debt using the effective interest rate method. Transaction costs attributable to the equity component are netted within additional paid-in capital within the Consolidated Statement of Stockholders' Equity.

Effective January 3, 2021, the company early adopted ASU 2020-06 using the modified retrospective approach. The convertible debt is now accounted for as a single liability and therefore the company no longer recognized any amortization of debt discounts as non-cash interest expense.

For additional information regarding the company's convertible debt, see Note 5, Financing Arrangements, in the Notes to the Consolidated Financial Statements.

Pension Benefits

The company sponsors pension benefits to certain employees. The accounting for these plans depends on assumptions made by management, which are used by actuaries the company engages to calculate the projected and accumulated obligations and the annual expense recognized for these plans. These assumptions include expected long-term rate of return on plan assets and discount rates.

The amount of unrecognized actuarial gains and losses recognized in the current year's operations is based on amortizing the unrecognized gains or losses for each plan that exceed the larger of 10% of the projected benefit obligation or the fair value of

plan assets, also known as the corridor. The amount of unrecognized gain or loss that exceeds the corridor is amortized over the average future service of the plan participants or the average life expectancy of inactive plan participants for plans where all or almost all of the plan participants are inactive. While we believe that our assumptions are appropriate, significant differences in our actual experience or significant changes in our assumptions may materially affect our pension obligations and our future expense.

Income taxes

The company provides deferred income tax assets and liabilities based on the estimated future tax effects of differences between the financial and tax bases of assets and liabilities based on currently enacted tax laws. The company's deferred and other tax balances are based on management's interpretation of the tax regulations and rulings in numerous taxing jurisdictions. Income tax expense and liabilities recognized by the company also reflect its best estimates and assumptions regarding, among other things, the level of future taxable income, the effect of the company's various tax planning strategies and uncertain tax positions. Future tax authority rulings and changes in tax laws, changes in projected levels of taxable income and future tax planning strategies could affect the actual effective tax rate and tax balances recorded by the company. The company follows the provisions under ASC 740-10-25 that provides a recognition threshold and measurement criteria for the financial statement recognition of a tax benefit taken or expected to be taken in a tax return. Tax benefits are recognized only when it is more likely than not, based on the technical merits, that the benefits will be sustained on examination. Tax benefits that meet the more-likely-than-not recognition threshold are measured using a probability weighting of the largest amount of tax benefit that has greater than 50% likelihood of being realized upon settlement. Whether the more-likely-than-not recognition threshold is met for a particular tax benefit is a matter of judgment based on the individual facts and circumstances evaluated in light of all available evidence as of the balance sheet date.

New Accounting Pronouncements

See Note 3(r) to the Consolidated Financial Statements for further information on the new accounting pronouncements.

Certain Risk Factors That May Affect Future Results

An investment in shares of the company's common stock involves risks. The company believes the risks and uncertainties described in "Item 1A. Risk Factors" and in "Special Note Regarding Forward-Looking Statements" are the material risks it faces. Additional risks and uncertainties not currently known to the company or that it currently deems immaterial may impair its business operations. If any of the risks identified in "Item 1A. Risk Factors" actually occurs, the company's business, results of operations and financial condition could be materially adversely affected, and the trading price of the company's common stock could decline.

Item 7A. Quantitative and Qualitative Disclosure about Market Risk

The company is exposed to certain market risks that exist as part of its ongoing business operations, including fluctuations in changes in interest rates, foreign currency exchange rates and price volatility for certain commodities. The company does not hold or issue derivative financial instruments for trading or speculative purposes.

Interest Rate Risk

The company is exposed to market risk related to changes in interest rates. The following table summarizes the maturity of the company's debt obligations:

	<u>Variable Rate Debt</u>
2025 ⁽¹⁾	\$ 789,023
2026	1,600,151
2027	828
2028	693
2029 and thereafter	4,372
	<u>\$ 2,395,067</u>

(1) The current year debt payable includes the maturities of the convertible notes.

The company is exposed to interest rate risk on its floating-rate debt. The company has entered into interest rate swaps to fix the interest rate applicable to certain of its variable-rate debt. Prior to July 1, 2023, the company amended its Credit Facility and the existing interest rate swap agreements to transition the interest reference rate from one-month LIBOR to one-month Secured Overnight Financing Rate ("SOFR"). There were no other changes to the company's Credit Facility or timing of cash flows. The amendment was entered into because the LIBOR rate historically used was no longer published after June 30, 2023. The company utilized expedients within ASC 848 to conclude that this amendment should be treated as a non-substantial modification of the existing contract, resulting in no impact to the company's consolidated financial statements. The company has designated these swaps as cash flow hedges and all changes in fair value of the swaps are recognized in accumulated other comprehensive income. As of December 28, 2024, the fair value of these instruments was an asset of \$30.0 million. The change in fair value of these swap agreements in the first twelve months of 2024 was a loss of \$9.6 million, net of taxes. The potential net loss on fair value for such instruments from a hypothetical 10% adverse change in quoted interest rates would not have a material impact on the company's financial position, results of operations and cash flows.

The company has Convertible Notes that were issued in August 2020, which carry a fixed annual interest rate of 1.00%. As such, the company does not have economic interest rate exposure on the Convertible Notes. The fair value of the Convertible Notes is subject to interest rate risk, market risk and other factors due to its conversion feature. The fair value of the Convertible Notes is also affected by the price and volatility of the company's common stock and will generally increase or decrease as the market price of our common stock changes. The interest and market value changes affect the fair value of the Convertible Notes but do not impact the company's financial position, cash flows or results of operations due to the fixed nature of the debt obligation. Additionally, the company carries the Convertible Notes at face value, less any unamortized discount on the balance sheet and presents the fair value for disclosure purposes only.

Foreign Exchange Derivative Financial Instruments

The company uses derivative financial instruments, principally foreign currency forward purchase and sale contracts with terms of less than one year, to hedge its exposure to changes in foreign currency exchange rates. The company's primary hedging activities are to mitigate its exposure to changes in exchange rates on intercompany and third-party trade receivables and payables. The company does not currently enter into derivative financial instruments for speculative purposes. In managing its foreign currency exposures, the company identifies and aggregates naturally occurring offsetting positions and then hedges residual balance sheet exposures. The potential loss on fair value for such instruments from a hypothetical 10% adverse change in quoted foreign exchange rates would not have a material impact on the company's financial position, results of operations and cash flows.

Derivative financial instruments are recognized on the balance sheet as either an asset or a liability measured at fair value. Changes in the market value and the related foreign exchange gains and losses are recorded in the statement of earnings.

Item 8. Financial Statements and Supplementary Data

	<u>Page</u>
Reports of Independent Registered Public Accounting Firm (PCAOB ID:42)	44
Consolidated Balance Sheets	47
Consolidated Statements of Earnings	48
Consolidated Statements of Comprehensive Income	49
Consolidated Statements of Changes in Stockholders' Equity	50
Consolidated Statements of Cash Flows	51
Notes to Consolidated Financial Statements	52
The following consolidated financial statement schedule is included in response to Item 15	
Schedule II - Valuation and Qualifying Accounts and Reserves	87

All other schedules for which provision is made to applicable regulation of the Securities and Exchange Commission are not required under the related instruction or are inapplicable and, therefore, have been omitted.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of The Middleby Corporation

Opinion on Internal Control over Financial Reporting

We have audited The Middleby Corporation's internal control over financial reporting as of December 28, 2024, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 Framework), (the COSO criteria). In our opinion, The Middleby Corporation (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 28, 2024, based on the COSO criteria.

As indicated in the accompanying Management's Report on Internal Control over Financial Reporting, management's assessment of and conclusion on the effectiveness of internal control over financial reporting did not include the internal controls of GBT GmbH Bakery, MaxMac, Emery Thompson, JC Ford and Gorreri which are included in the 2024 consolidated financial statements of the Company and constituted 2.5% and 0.0% of total and net assets, respectively, as of December 28, 2024 and 0.6% and (0.1)% of net sales and net earnings, respectively, for the year then ended. Our audit of internal control over financial reporting of the Company also did not include an evaluation of the internal control over financial reporting of GBT GmbH Bakery, MaxMac, Emery Thompson, JC Ford and Gorreri.

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 December 28, 2024 and December 30, 2023, the related consolidated statements of earnings, comprehensive income, changes in stockholders' equity and cash flows for each of the three years in the period ended December 28, 2024, and the related notes and financial statement schedule listed in the Index at Item 8 and our report dated February 26, 2025 expressed an unqualified opinion thereon.

Basis for Opinion

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

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

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

Definition and Limitations of Internal Control Over Financial Reporting

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

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

/s/ Ernst & Young LLP

Chicago, Illinois
February 26, 2025

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of The Middleby Corporation

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of The Middleby Corporation (the Company) as of December 28, 2024, and December 30, 2023, the related consolidated statements of earnings, comprehensive income, changes in stockholders' equity and cash flows for each of the three years in the period ended December 28, 2024, and the related notes and financial statement schedule listed in the Index at Item 8 (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 28, 2024 and December 30, 2023, and the results of its operations and its cash flows for each of the three years in the period ended December 28, 2024, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 28, 2024, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated February 26, 2025, expressed an unqualified opinion thereon.

Basis for Opinion

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

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

Critical Audit Matter

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

Goodwill Impairment Assessment

Description of the Matter

At December 28, 2024, the Company had goodwill of \$2.5 billion on its consolidated balance sheet. As discussed in Note 3 to the consolidated financial statements, goodwill is assessed for impairment on an annual basis or more frequently if indicators of potential impairment exist. If the fair value of the reporting units (for goodwill) is less than its respective carrying value, an impairment loss is recognized in an amount equal to the difference.

Auditing the Company's quantitative goodwill impairment assessment is complex because the estimation of fair values involves subjective management assumptions. These assumptions for the goodwill assessment include the net sales growth, EBITDA margin and discount rate. These significant assumptions used in the Company's valuation model are forward looking and changes in these assumptions can have a material effect on the determination of fair values.

How We Addressed the Matter in Our Audit

We obtained an understanding, evaluated the design, and tested the operating effectiveness of the Company's controls over its impairment assessment for the Residential Kitchen reporting unit, including management's review of the methods and significant assumptions described above.

Our audit procedures to test the annual impairment assessment for the Residential Kitchen reporting unit included, among others, assessing the assumptions described above, and the underlying data used to support such assumptions. For example, we compared certain assumptions to industry, market and economic trends. Where appropriate, we evaluated whether changes to the Company's business and other factors would affect the assumption. We also assessed the historical accuracy of management's estimates and performed sensitivity analyses. We involved our valuation specialists to assist with our evaluation of the methodology and auditing certain significant assumptions included in the fair value estimates.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 2012.

Chicago, Illinois
February 26, 2025

THE MIDDLEBY CORPORATION
CONSOLIDATED BALANCE SHEETS
DECEMBER 28, 2024 AND DECEMBER 30, 2023
(amounts in thousands, except share data)

<u>ASSETS</u>	Dec 28, 2024	Dec 30, 2023
Current assets:		
Cash and cash equivalents	\$ 689,533	\$ 247,496
Accounts receivable, net of reserve for doubtful accounts of \$24,597 and \$23,464	643,355	644,576
Inventories, net	841,567	935,867
Prepaid expenses and other	131,566	112,690
Prepaid taxes	24,022	25,230
Total current assets	2,330,043	1,965,859
Property, plant and equipment, net of accumulated depreciation of \$377,408 and \$339,528	525,965	510,898
Goodwill	2,518,222	2,486,310
Other intangibles, net of amortization of \$633,842 and \$574,079	1,611,037	1,693,076
Long-term deferred tax assets	6,281	7,945
Pension benefits assets	91,207	38,535
Other assets	200,396	204,069
Total assets	\$ 7,283,151	\$ 6,906,692
<u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>		
Current liabilities:		
Current maturities of long-term debt	\$ 43,949	\$ 44,822
Accounts payable	208,908	227,080
Accrued expenses	576,465	579,192
Total current liabilities	829,322	851,094
Long-term debt	2,351,118	2,380,373
Long-term deferred tax liability	252,062	216,143
Accrued pension benefits	9,573	12,128
Other non-current liabilities	202,645	197,065
Stockholders' equity:		
Preferred stock, \$0.01 par value; nonvoting; 2,000,000 shares authorized; none issued	—	—
Common stock, \$0.01 par value; 64,264,828 and 63,942,340 shares issued in 2024 and 2023, respectively	148	148
Paid-in capital	520,177	479,216
Treasury stock, at cost; 10,574,619 and 10,338,922 shares in 2024 and 2023, respectively	(940,691)	(906,031)
Retained earnings	4,328,187	3,899,754
Accumulated other comprehensive loss	(269,390)	(223,198)
Total stockholders' equity	3,638,431	3,249,889
Total liabilities and stockholders' equity	\$ 7,283,151	\$ 6,906,692

The accompanying Notes to Consolidated Financial Statements
are an integral part of these consolidated financial statements.

THE MIDDLEBY CORPORATION

CONSOLIDATED STATEMENTS OF EARNINGS
FOR THE FISCAL YEARS ENDED DECEMBER 28, 2024, DECEMBER 30, 2023
AND DECEMBER 31, 2022

(amounts in thousands, except per share data)

	2024	2023	2022
Net sales	\$ 3,875,162	\$ 4,036,605	\$ 4,032,853
Cost of sales	2,404,793	2,502,543	2,586,299
Gross profit	1,470,369	1,534,062	1,446,554
Selling, general, and administrative expenses	762,502	806,946	797,234
Restructuring expenses	14,181	14,134	9,716
Impairments	38,637	78,114	—
Gain on sale of plant	(1,139)	—	—
Income from operations	656,188	634,868	639,604
Interest expense and deferred financing amortization, net	92,229	120,348	88,977
Net periodic pension benefit (other than service cost & curtailment)	(14,897)	(9,071)	(42,681)
Other expense, net	1,536	4,213	28,893
Earnings before income taxes	577,320	519,378	564,415
Provision for income taxes	148,887	118,496	127,846
Net earnings	\$ 428,433	\$ 400,882	\$ 436,569
Net earnings per share:			
Basic	\$ 7.97	\$ 7.48	\$ 8.07
Diluted	\$ 7.90	\$ 7.41	\$ 7.95
Weighted average number of shares			
Basic	53,738	53,577	54,095
Dilutive common stock equivalents	471	509	852
Diluted	54,209	54,086	54,947

The accompanying Notes to Consolidated Financial Statements
are an integral part of these consolidated financial statements.

THE MIDDLEBY CORPORATION

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE FISCAL YEARS ENDED DECEMBER 28, 2024, DECEMBER 30, 2023
AND DECEMBER 31, 2022

(amounts in thousands)

	<u>2024</u>	<u>2023</u>	<u>2022</u>
Net earnings	\$ 428,433	\$ 400,882	\$ 436,569
Other comprehensive (loss) income:			
Foreign currency translation adjustments	(67,765)	59,855	(107,691)
Pension liability adjustment, net of tax	31,179	11,988	127,995
Unrealized (loss) gain on interest rate swaps, net of tax	(9,606)	(16,569)	61,638
Unrealized loss on certain investments, net of tax	—	—	(1,330)
Other comprehensive (loss) income:	\$ (46,192)	\$ 55,274	\$ 80,612
Comprehensive income	<u>\$ 382,241</u>	<u>\$ 456,156</u>	<u>\$ 517,181</u>

The accompanying Notes to Consolidated Financial Statements
are an integral part of these consolidated financial statements.

THE MIDDLEBY CORPORATION

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
FOR THE FISCAL YEARS ENDED DECEMBER 28, 2024, DECEMBER 30, 2023
AND DECEMBER 31, 2022
(amounts in thousands)

	Common Stock	Paid-in Capital	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Income/(loss)	Total Stockholders' Equity
Balance, January 1, 2022	\$ 147	\$ 357,309	\$ (566,399)	\$ 3,062,303	\$ (359,084)	\$ 2,494,276
Net earnings	—	—	—	436,569	—	436,569
Currency translation adjustments	—	—	—	—	(107,691)	(107,691)
Change in unrecognized pension benefit costs, net of tax of \$37,475	—	—	—	—	127,995	127,995
Unrealized gain on interest rate swap, net of tax of \$21,337	—	—	—	—	61,638	61,638
Unrealized loss on certain investments, net of tax of \$(443)	—	—	—	—	(1,330)	(1,330)
Stock compensation	—	58,368	—	—	—	58,368
Purchase of treasury stock	—	—	(264,777)	—	—	(264,777)
Purchase of capped calls, net of tax of \$(2,354)	—	(7,301)	—	—	—	(7,301)
Balance, December 31, 2022	\$ 147	\$ 408,376	\$ (831,176)	\$ 3,498,872	\$ (278,472)	\$ 2,797,747
Net earnings	—	—	—	400,882	—	400,882
Currency translation adjustments	—	—	—	—	59,855	59,855
Change in unrecognized pension benefit costs, net of tax of \$5,993	—	—	—	—	11,988	11,988
Unrealized gain on interest rate swap, net of tax of \$(5,637)	—	—	—	—	(16,569)	(16,569)
Stock compensation	—	51,047	—	—	—	51,047
Stock issuance	1	19,793	—	—	—	19,794
Purchase of treasury stock	—	—	(74,855)	—	—	(74,855)
Balance, December 30, 2023	\$ 148	\$ 479,216	\$ (906,031)	\$ 3,899,754	\$ (223,198)	\$ 3,249,889
Net earnings	—	—	—	428,433	—	428,433
Currency translation adjustments	—	—	—	—	(67,765)	(67,765)
Change in unrecognized pension benefit costs, net of tax of \$9,868	—	—	—	—	31,179	31,179
Unrealized gain on interest rate swap, net of tax of \$(3,221)	—	—	—	—	(9,606)	(9,606)
Stock compensation	—	36,151	—	—	—	36,151
Stock issuance	—	4,810	—	—	—	4,810
Purchase of treasury stock	—	—	(34,660)	—	—	(34,660)
Balance, December 28, 2024	\$ 148	\$ 520,177	\$ (940,691)	\$ 4,328,187	\$ (269,390)	\$ 3,638,431

The accompanying Notes to Consolidated Financial Statements
are an integral part of these consolidated financial statements.

THE MIDDLEBY CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE FISCAL YEARS ENDED DECEMBER 28, 2024, DECEMBER 30, 2023
AND DECEMBER 31, 2022
(amounts in thousands)

	<u>2024</u>	<u>2023</u>	<u>2022</u>
Cash flows from operating activities—			
Net earnings	\$ 428,433	\$ 400,882	\$ 436,569
Adjustments to reconcile net earnings to net cash provided by operating activities			
Depreciation and amortization	127,174	132,604	138,061
Non-cash share-based compensation	36,151	51,047	58,368
Deferred income taxes	35,877	(2,405)	(6,642)
Net periodic pension benefit (other than service costs)	(14,897)	(9,071)	(42,681)
Gain on sale of plant	(1,139)	—	—
Impairments	38,637	78,114	—
Other non-cash items	645	1,529	(12,127)
Changes in assets and liabilities, net of acquisitions			
Accounts receivable, net	11,976	(4,624)	(28,392)
Inventories, net	95,407	157,868	(196,313)
Prepaid expenses and other assets	(45,462)	(17,081)	(5,201)
Accounts payable	(21,935)	(49,369)	(47,742)
Accrued expenses and other liabilities	(4,051)	(110,704)	38,652
Net cash provided by operating activities	<u>686,816</u>	<u>628,790</u>	<u>332,552</u>
Cash flows from investing activities—			
Net additions to property, plant and equipment	(49,310)	(85,179)	(67,289)
Proceeds from sale of property, plant and equipment	2,507	—	—
Purchase of intangible assets	(80)	(1,805)	(2,233)
Acquisitions, net of cash acquired	(111,652)	(68,758)	(278,797)
Net cash used in investing activities	<u>(158,535)</u>	<u>(155,742)</u>	<u>(348,319)</u>
Cash flows from financing activities—			
Proceeds under Credit Facility	—	640,200	1,870,000
Repayments under Credit Facility	(32,813)	(948,496)	(1,555,250)
Premiums paid for capped call	—	—	(9,655)
Net repayments under foreign bank loan	(2,193)	(166)	(24,470)
Payments of deferred purchase price	(3,878)	(7,701)	(7,930)
Repurchase of treasury stock	(34,660)	(74,565)	(264,777)
Other, net	(224)	(211)	(287)
Net cash (used in) provided by financing activities	<u>(73,768)</u>	<u>(390,939)</u>	<u>7,631</u>
Effect of exchange rates on cash and cash equivalents	<u>(12,476)</u>	<u>3,386</u>	<u>(10,225)</u>
Changes in cash and cash equivalents—			
Net increase (decrease) in cash and cash equivalents	442,037	85,495	(18,361)
Cash and cash equivalents at beginning of year	247,496	162,001	180,362
Cash and cash equivalents at end of year	<u>\$ 689,533</u>	<u>\$ 247,496</u>	<u>\$ 162,001</u>
Non-cash investing and financing activities:			
Stock issuance related to acquisition and purchase of intangible assets	4,810	19,794	—

The accompanying Notes to Consolidated Financial Statements
are an integral part of these consolidated financial statements.

THE MIDDLEBY CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE FISCAL YEARS ENDED DECEMBER 28, 2024, DECEMBER 30, 2023
AND DECEMBER 31, 2022

(1) NATURE OF OPERATIONS

The Middleby Corporation (the "company") is engaged in the design, manufacture and sale of commercial foodservice, food processing equipment and residential kitchen equipment. The company manufactures and assembles this equipment at forty-four U.S. and thirty-eight international manufacturing facilities. The company operates in three business segments: 1) the Commercial Foodservice Equipment Group, 2) the Food Processing Equipment Group and 3) the Residential Kitchen Equipment Group.

The Commercial Foodservice Equipment Group has a broad portfolio of foodservice equipment, which enable it to serve virtually any cooking, warming, refrigeration, freezing and beverage application within a commercial kitchen or foodservice operation. This equipment is used across all types of foodservice operations, including quick-service restaurants, full-service restaurants, convenience stores, retail outlets, hotels and other institutions. The products offered by this group include conveyor ovens, combi-ovens, convection ovens, baking ovens, proofing ovens, deck ovens, high-speed cooking ovens, hydrovection ovens, ranges, fryers, rethermalizers, steam cooking equipment, food warming equipment, catering equipment, heated cabinets, charbroilers, ventless cooking systems, kitchen ventilation, induction cooking equipment, countertop cooking equipment, toasters, griddles, charcoal grills, professional mixers, stainless steel fabrication, custom millwork, professional refrigerators, blast chillers, coldrooms, ice machines, freezers, frozen dessert equipment, soft serve ice cream equipment, coffee and beverage dispensing equipment, home and professional craft brewing equipment, fry dispensers, bottle filling and canning equipment, IoT solutions and controls development and manufacturing.

The Food Processing Equipment Group offers a broad portfolio of processing solutions for customers producing pre-cooked meat products, such as hot dogs, dinner sausages, poultry and lunchmeats and baked goods such as muffins, cookies and bread. Through its broad line of products, the company is able to deliver a wide array of cooking solutions to service a variety of food processing requirements demanded by its customers. The company can offer highly integrated solutions that provide a food processing operation a uniquely integrated solution providing for the highest level of food quality, product consistency, and reduced operating costs resulting from increased product yields, increased capacity and greater throughput and reduced labor costs through automation. The products offered by this group include a wide array of cooking and baking solutions, including batch ovens, baking ovens, proofing ovens, conveyor belt ovens, continuous processing ovens, frying systems and automated thermal processing systems. The company also provides a comprehensive portfolio of complementary food preparation equipment such as tumblers, massagers, grinders, slicers, reduction and emulsion systems, mixers, blenders, battering equipment, breading equipment, seeding equipment, water cutting systems, food presses, food suspension equipment, filling and depositing solutions, and forming equipment, as well as a variety of automated loading and unloading systems, automated washing systems, auto-guided vehicles, food safety, food handling, freezing, defrosting and packaging equipment. This portfolio of equipment can be integrated to provide customers a highly efficient and customized solution.

The Residential Kitchen Equipment Group has a broad portfolio of innovative and professional-style residential kitchen equipment. The products offered by this group include ranges, cookers, stoves, cooktops, microwaves, ovens, refrigerators, dishwashers, undercounter refrigeration, wine cellars, ice machines, beer dispensers, ventilation equipment, mixers, rotisseries and outdoor cooking equipment.

(2) ACQUISITIONS AND PURCHASE ACCOUNTING

The following represents summarized information on the company's acquisitions in 2023 and 2024 that were not individually material.

2023 Acquisitions

During 2023, the company completed various acquisitions that were not individually material. The final allocation of consideration paid for the 2023 acquisitions is summarized as follows (in thousands):

	Preliminary Opening Balance Sheet	Measurement Period Adjustments	Adjusted Opening Balance Sheet
Cash	\$ 3,102	\$ —	\$ 3,102
Current assets	9,964	11	9,975
Property, plant and equipment	21,954	(214)	21,740
Goodwill	38,422	3,278	41,700
Other intangibles	34,337	(722)	33,615
Other assets	—	5	5
Current liabilities	(3,774)	(1,147)	(4,921)
Long-term deferred tax liability	(958)	23	(935)
Other non-current liabilities	(12,099)	(216)	(12,315)
Consideration paid at closing	<u>\$ 90,948</u>	<u>\$ 1,018</u>	<u>\$ 91,966</u>
Contingent consideration	<u>14,743</u>	<u>216</u>	<u>14,959</u>
Net assets acquired and liabilities assumed	<u>\$ 105,691</u>	<u>\$ 1,234</u>	<u>\$ 106,925</u>

The net long-term deferred tax liability amounted to \$0.9 million. The net deferred tax liability is comprised of \$0.3 million related to the difference between the book and tax basis of identifiable intangible assets and \$0.6 million related to the difference between the book and tax basis on identifiable tangible asset and liability accounts.

The goodwill and \$17.9 million of other intangibles associated with the trade names are subject to the non-amortization provisions of ASC 350. Other intangibles also include \$7.2 million allocated to customer relationships, \$7.9 million allocated to developed technology, and \$0.6 million allocated to backlog, which are being amortized over periods of 7 years, 7 to 12 years, and 9 months, respectively. Goodwill of \$18.0 million and other intangibles of \$7.8 million are allocated to the Food Processing Equipment Group for segment reporting purposes. Goodwill of \$9.9 million and other intangibles of \$14.1 million are allocated to the Commercial Foodservice Equipment Group for segment reporting purposes. Goodwill of \$13.8 million and other intangibles of \$11.7 million are allocated to the Residential Kitchen Equipment Group for segment reporting purposes. Of these assets, goodwill of \$40.0 million and intangibles of \$32.2 million are expected to be deductible for tax purposes.

Four purchase agreements include earnout provisions providing for a contingent payment due to the sellers for the achievement of certain targets. Four earnouts are payable to the extent certain sales and EBITDA targets are met with measurement dates ending between 2024 and 2026. One earnout is payable upon the achievement of certain product rollout targets specific to the year of measurement. The contractual obligation associated with the contingent earnout provisions recognized on the acquisition date amounts to \$15.0 million.

2024 Acquisitions

During 2024, the company completed various acquisitions that were not individually material. The following estimated fair values of assets acquired and liabilities assumed are based on the information that was available as of the acquisition date for the 2024 acquisitions and are summarized as follows (in thousands):

	Preliminary Opening Balance Sheet	Preliminary Measurement Period Adjustments	Adjusted Opening Balance Sheet
Cash	\$ 7,868	\$ —	\$ 7,868
Current assets	41,836	222	42,058
Property, plant and equipment	31,515	(84)	31,431
Goodwill	61,046	(114)	60,932
Other intangibles	32,248	—	32,248
Long-term deferred tax asset	9	—	9
Other assets	266	938	1,204
Current portion of long-term debt	(290)	—	(290)
Current liabilities	(42,304)	(195)	(42,499)
Long-term debt	(369)	—	(369)
Long-term deferred tax liability	(1,132)	—	(1,132)
Other non-current liabilities	(10,763)	(767)	(11,530)
Consideration paid at closing	\$ 119,930	\$ —	\$ 119,930
Contingent consideration	8,681	—	8,681
Net assets acquired and liabilities assumed	\$ 128,611	\$ —	\$ 128,611

The net long-term deferred tax liability amounted to \$1.1 million. The net deferred tax liability is related to the difference between the book and tax basis of identifiable intangible assets.

The goodwill and \$16.7 million of other intangibles associated with the trade names are subject to the non-amortization provisions of ASC 350. Other intangibles also include \$12.2 million allocated to customer relationships, \$1.1 million allocated to developed technology, and \$2.2 million allocated to backlog, which are being amortized over periods of 5 to 7 years, 7 years, and 3 to 6 months respectively. Goodwill of \$46.7 million and other intangibles of \$24.0 million are allocated to the Food Processing Equipment Group for segment reporting purposes. Goodwill of \$14.2 million and other intangibles of \$8.2 million are allocated to the Commercial Foodservice Equipment Group for segment reporting purposes. Of these assets, goodwill of \$52.6 million and intangibles of \$28.0 million are expected to be deductible for tax purposes.

Two purchase agreements include earnout provisions providing for a contingent payment due to the sellers for the achievement of certain targets. Two earnouts are payable to the extent certain sales and EBITDA targets are met with measurement dates ending between 2026 and 2027. The contractual obligation associated with the contingent earnout provisions recognized on the acquisition date amounts to \$8.7 million.

The company believes that information gathered to date provides a reasonable basis for estimating the fair values of assets acquired and liabilities assumed, but the company is waiting for additional information necessary to finalize those fair values for the acquisitions completed during 2024. Certain intangible assets are preliminarily valued using historical information from the Food Processing Equipment Group and Commercial Foodservice Equipment Group and qualitative assessment of the businesses at acquisition date. Specifically, the company estimated the fair values of the intangible assets based on the percentage of purchase price assigned to similar intangible assets in previous acquisitions. Thus, the provisional measurements of fair values set forth above are subject to change. The company expects to complete the purchase price allocation as soon as practicable but no later than one year from the acquisition date.

Pro Forma Financial Information

In accordance with ASC 805 *Business Combinations*, the following unaudited pro forma results of operations for the twelve months ended December 28, 2024 and December 30, 2023, assumes the 2023 and 2024 acquisitions described above were completed on January 1, 2023 (first day of fiscal year 2023). The following pro forma results include adjustments to reflect amortization of intangibles associated with the acquisitions and the effects of adjustments made to the carrying value of certain assets (in thousands, except per share data):

	Twelve Months Ended	
	December 28, 2024	December 30, 2023
Net sales	\$ 3,958,724	\$ 4,140,633
Net earnings	435,145	390,254
Net earnings per share:		
Basic	\$ 8.10	\$ 7.28
Diluted	\$ 8.03	\$ 7.22

The historical consolidated financial information of the company and the acquisitions have been adjusted in the pro forma information to give effect to events that are (1) directly attributable to the transactions, (2) factually supportable and (3) expected to have a continuing impact on the combined results. Pro forma data may not be indicative of the results that would have been obtained had these acquisitions occurred at the beginning of the periods presented, nor is it intended to be a projection of future results. Additionally, the pro forma financial information does not reflect the costs which the company has incurred or may incur to integrate the acquired businesses.

(3) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Presentation

The consolidated financial statements include the accounts of the company and its wholly-owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation. The company's consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires the company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses as well as related disclosures. Significant items that are subject to such estimates and judgments include allowances for doubtful accounts, reserves for excess and obsolete inventories, long-lived and intangible assets, warranty reserves, insurance reserves, income tax reserves and post-retirement obligations. On an ongoing basis, the company evaluates its estimates and assumptions based on historical experience and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions.

The company's fiscal year ends on the Saturday nearest December 31. Fiscal years 2024, 2023, and 2022 ended on December 28, 2024, December 30, 2023 and December 31, 2022, respectively, with each year including 52 weeks.

(b) Cash and Cash Equivalents

The company considers all short-term investments with original maturities of three months or less when acquired to be cash equivalents. The company's policy is to invest its excess cash in interest-bearing deposits with major banks that are subject to minimal credit and market risk.

(c) Accounts Receivable

Accounts receivable, as shown in the consolidated balance sheets, were net of allowances for doubtful accounts of \$24.6 million and \$23.5 million at December 28, 2024 and December 30, 2023, respectively. At December 28, 2024, all accounts receivable were expected to be collected within one year.

(d) *Inventories*

Inventories are composed of material, labor and overhead and are stated at the lower of cost or net realizable value. Costs for inventory have been determined using the first-in, first-out ("FIFO") method. The company estimates reserves for inventory obsolescence and shrinkage based on its judgment of future realization. Inventories at December 28, 2024 and December 30, 2023 are as follows (in thousands):

	2024	2023
Raw materials and parts	\$ 453,273	\$ 495,488
Work-in-process	76,601	80,102
Finished goods	311,693	360,277
	<u>\$ 841,567</u>	<u>\$ 935,867</u>

(e) *Property, Plant and Equipment*

Property, plant and equipment are carried at cost as follows (in thousands):

	2024	2023
Land	\$ 74,163	\$ 73,060
Building and improvements	372,845	346,527
Furniture and fixtures	69,556	69,438
Machinery and equipment	386,809	361,401
	903,373	850,426
Less accumulated depreciation	(377,408)	(339,528)
	<u>\$ 525,965</u>	<u>\$ 510,898</u>

Property, plant and equipment are depreciated or amortized on a straight-line basis over their useful lives based on management's estimates of the period over which the assets will be utilized to benefit the operations of the company. The useful lives are estimated based on historical experience with similar assets, taking into account anticipated technological or other changes. The company periodically reviews these lives relative to physical factors, economic factors and industry trends. If there are changes in the planned use of property and equipment or if technological changes were to occur more rapidly than anticipated, the useful lives assigned to these assets may need to be shortened, resulting in the recognition of increased depreciation and amortization expense in future periods.

The following is a summary of the estimated useful lives:

Description	Life
Building and improvements	20 to 40 years
Furniture and fixtures	3 to 7 years
Machinery and equipment	3 to 10 years

Depreciation expense amounted to \$55.6 million, \$50.4 million and \$44.2 million in fiscal 2024, 2023 and 2022, respectively.

Expenditures which significantly extend useful lives are capitalized. Maintenance and repairs are charged to expense as incurred. Asset impairments are recorded whenever events or changes in circumstances indicate that the recorded value of an asset is greater than the sum of its expected future undiscounted cash flows. Asset impairments are recorded at the amount by which the recorded value of an asset exceeds its fair value.

(f) *Goodwill and Other Intangibles*

The company's business acquisitions result in the recognition of goodwill and other intangible assets, which are a significant portion of the company's total assets. Goodwill represents the excess of acquisition costs over the fair value of the net tangible assets and identifiable intangible assets acquired in a business combination. Identifiable intangible assets are recognized separately from goodwill and include trademarks and trade names, technology, customer relationships and other specifically identifiable assets. Trademarks and trade names are deemed to be indefinite-lived. Goodwill and indefinite-lived intangible assets are not amortized but are subject to impairment testing.

The company performs the annual impairment assessment for goodwill and indefinite-lived intangible assets as of first day of the fourth quarter of the fiscal year and more frequently if indicators of impairment exist. The goodwill impairment test is performed at the reporting unit level. The company initially performs a qualitative analysis to determine if it is more likely than not that the goodwill balance or indefinite-life intangible asset is impaired. In conducting a qualitative assessment, the company analyzes a variety of events or factors that may influence the fair value of the reporting unit or indefinite-life intangible, including, but not limited to: macroeconomic conditions, industry and market considerations, cost factors, overall financial performance, share price and other relevant factors.

If an indicator of impairment is determined from the qualitative analysis, then the company will perform a quantitative analysis. The fair value of each reporting unit is compared to its carrying value. If the fair value of the reporting unit is less than its carrying value, the resulting difference will be a charge to impairment of goodwill in the Consolidated Statements of Earnings in the period in which the determination is made. Fair value is determined using an income approach using a discounted cash flow model.

The company performed a qualitative assessment as of September 29, 2024 over all three reporting units. As a result of the financial performance for the Residential Kitchen reporting unit, the company completed a quantitative analysis. The primary indicator of impairment was market conditions resulting in lower than expected revenue performance in the current year and forecasted revenues for future periods. The fair value of the reporting unit exceeded its carrying unit by more than 8% and no impairment of goodwill was recognized. The company believes the assumptions utilized within the quantitative analysis are reasonable and consistent with assumptions that would be used by other marketplace participants.

Based on the qualitative assessment for all other reporting units it was determined there was no impairment of goodwill and there are no accumulated impairment losses.

Goodwill is allocated to the business segments as follows (in thousands):

	Commercial Foodservice	Food Processing	Residential Kitchen	Total
Balance as of December 31, 2022	\$ 1,309,776	\$ 350,303	\$ 751,755	\$ 2,411,834
Goodwill acquired during the year	9,640	17,922	13,586	41,148
Measurement period adjustments to goodwill acquired in prior year	4,825	1,540	—	6,365
Exchange effect	4,815	5,452	16,696	26,963
Balance as of December 30, 2023	\$ 1,329,056	\$ 375,217	\$ 782,037	\$ 2,486,310
Goodwill acquired during the year	14,187	46,745	—	60,932
Measurement period adjustments to goodwill acquired in prior year	271	57	224	552
Exchange effect	(11,683)	(9,604)	(8,285)	(29,572)
Balance as of December 28, 2024	\$ 1,331,831	\$ 412,415	\$ 773,976	\$ 2,518,222

Intangible assets consist of the following (in thousands):

	December 28, 2024			December 30, 2023		
	Estimated Weighted Avg Remaining Life	Gross Carrying Amount	Accumulated Amortization	Estimated Weighted Avg Remaining Life	Gross Carrying Amount	Accumulated Amortization
Amortized intangible assets:						
Customer lists	6.4	\$ 850,540	\$ (581,301)	7.0	\$ 845,326	\$ (529,533)
Backlog	0.3	2,192	(804)	0.0	—	—
Developed technology	7.4	98,921	(51,737)	8.3	98,593	(44,546)
		<u>\$ 951,653</u>	<u>\$ (633,842)</u>		<u>\$ 943,919</u>	<u>\$ (574,079)</u>
Indefinite-lived assets:						
Trademarks and tradenames		<u>\$ 1,293,226</u>			<u>\$ 1,323,236</u>	

The company completed its annual impairment assessment for indefinite-lived intangible assets as of September 29, 2024. We identified indicators of impairment with certain trademarks within each of its reporting units. The primary indicator of impairment was market conditions resulting in lower than expected revenue performance in the current year and forecasted revenues for future periods.

Based on the results of the quantitative assessments, the company recorded impairment charges of \$33.4 million associated with several trademarks, of which \$28.2 million was associated with the Residential Kitchen Equipment Group and \$5.2 million with the Commercial Foodservice Equipment Group. The gross value of all trademarks tested was approximately \$255.8 million, including the impaired trademarks. The fair values of the other trademarks tested with no impairment, per the analyses, exceeded their carrying values by 10% or more.

The primary trademark impaired based on the quantitative assessments was within the Residential Kitchen Equipment Group. The fair value of the trademark was estimated to be \$83.6 million as compared to the carrying value of \$100.4 million and resulted in a \$16.8 million indefinite-lived intangible asset impairment charge. The diminution in fair value for the trademark was due to European macroeconomic conditions such as high interest rates, challenging housing market conditions and higher carrying costs of inventory levels in the channel. This led to lower than expected revenue in the current year and corresponding reductions of future revenue due to expectations for recovery in demand. The company estimated the fair value of the trademark using a relief from royalty method under the income approach. In performing the quantitative analyses on this trademark, significant assumptions include revenue growth rates, assumed royalty rates and the discount rate. The company believes the assumptions utilized within the quantitative analysis are reasonable and consistent with assumptions that would be used by other marketplace participants.

For the primary trademark impaired, a 10.0% reduction in revenues would result in an impairment charge of approximately \$7.6 million. A 50 basis point reduction of the royalty rates would result in an impairment charge of approximately \$5.8 million. A 50 basis point increase in the discount rates would result in an impairment charge of approximately \$5.5 million.

The company performed a qualitative assessment as of September 29, 2024 for all other trademarks and trade names and determined it is more likely than not that the fair value of its other indefinite-life intangible assets are greater than the carrying amounts.

The company elected to perform a qualitative assessment on the other indefinite-life intangible assets. We identified indicators of impairment resulting in an impairment charge of approximately \$5.2 million associated with the decline in recoverable value of an equity method investment. There were no other events that indicated that the fair value was less than the carrying value that would require a quantitative impairment assessment for other indefinite-life intangible assets.

The estimates of future cash flows used in determining the fair value of goodwill and indefinite-lived intangible assets involve significant management judgment and are based upon assumptions about expected future operating performance, economic conditions, market conditions and cost of capital. Inherent in estimating the future cash flows are uncertainties beyond our control, such as changes in capital markets. The company continues to monitor global and regional economic market conditions, channel inventory levels, and the underlying demand for its products to assess the impact on its business and financial performance. The actual cash flows could differ materially from management's estimates due to changes in business conditions, operating performance and economic conditions.

Definite-lived intangible assets are amortized over their estimated useful lives and tested for impairment whenever events or changes in circumstances indicate that the recorded value of an asset is greater than the sum of its expected future undiscounted cash flows.

The aggregate intangible amortization expense was \$64.4 million, \$75.0 million and \$86.3 million in 2024, 2023 and 2022, respectively. The estimated future amortization expense of intangible assets is as follows (in thousands):

2025	\$	60,165
2026		55,638
2027		47,122
2028		40,829
2029		35,856
Thereafter		78,201
	<u>\$</u>	<u>317,811</u>

(g) *Accrued Expenses*

Accrued expenses consist of the following at December 28, 2024 and December 30, 2023, respectively (in thousands):

	2024	2023
Contract liabilities	\$ 120,503	\$ 118,681
Accrued payroll and related expenses	107,061	121,514
Accrued warranty	98,306	89,039
Accrued customer rebates	54,558	59,267
Accrued short-term leases	27,938	26,417
Accrued contingent consideration	25,748	17,791
Accrued sales and other tax	20,626	24,568
Accrued agent commission	16,730	16,956
Accrued professional fees	13,973	18,461
Accrued product liability and workers compensation	10,386	11,169
Other accrued expenses	80,636	75,329
	<u>\$ 576,465</u>	<u>\$ 579,192</u>

(h) *Litigation Matters*

From time to time, the company is subject to proceedings, lawsuits and other claims related to products, suppliers, employees, customers and competitors. The company maintains insurance to partially cover product liability, workers compensation, property and casualty, and general liability matters. The company is required to assess the likelihood of any adverse judgments or outcomes to these matters as well as potential ranges of probable losses. A determination of the amount of accrual required, if any, for these contingencies is made after assessment of each matter and the related insurance coverage. The required accrual may change in the future due to new developments or changes in approach such as a change in settlement strategy in dealing with these matters. The company does not believe that any such matter will have a material adverse effect on its financial condition, results of operations or cash flows of the company.

(i) *Accumulated Other Comprehensive Income (Loss)*

The following table summarizes the components of accumulated other comprehensive income (loss) as reported in the consolidated balance sheets (in thousands):

	2024	2023
Unrecognized pension benefit costs, net of tax of \$13,866 and \$3,998	\$ (78,534)	\$ (109,713)
Unrealized gain on interest rate swap, net of tax of \$7,978 and \$11,198	22,399	32,005
Currency translation adjustments	(213,255)	(145,490)
	<u>\$ (269,390)</u>	<u>\$ (223,198)</u>

Changes in accumulated other comprehensive income (loss) ⁽¹⁾ were as follows (in thousands):

	Currency Translation Adjustment	Pension Benefit Costs	Unrealized Gain/(Loss) Interest Rate Swap	Total
Balance as of December 31, 2022	\$ (205,345)	\$ (121,701)	\$ 48,574	\$ (278,472)
Other comprehensive income before reclassification	\$ 59,855	\$ 11,392	\$ 15,652	\$ 86,899
Amounts reclassified from accumulated other comprehensive income	\$ —	\$ 596	\$ (32,221)	\$ (31,625)
Net current-period other comprehensive income	\$ 59,855	\$ 11,988	\$ (16,569)	\$ 55,274
Balance as of December 30, 2023	<u>\$ (145,490)</u>	<u>\$ (109,713)</u>	<u>\$ 32,005</u>	<u>\$ (223,198)</u>
Other comprehensive income before reclassification	(67,765)	28,585	17,598	(21,582)
Amounts reclassified from accumulated other comprehensive income	—	2,594	(27,204)	(24,610)
Net current-period other comprehensive income	\$ (67,765)	\$ 31,179	\$ (9,606)	\$ (46,192)
Balance as of December 28, 2024	<u>\$ (213,255)</u>	<u>\$ (78,534)</u>	<u>\$ 22,399</u>	<u>\$ (269,390)</u>

(1) As of December 28, 2024, pension and unrealized gain on interest rate swap amounts, net of tax, were \$13.9 million and \$8.0 million, respectively. During the twelve months ended December 28, 2024, the adjustments to pension and unrealized gain on interest rate swap amounts, net of tax, were \$9.9 million and \$(3.2) million, respectively

(j) Fair Value Measures

ASC 820 *Fair Value Measurements and Disclosures* defines fair value as the price that would be received for an asset or paid to transfer a liability (an exit price) in the principal most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 establishes a fair value hierarchy, which prioritizes the inputs used in measuring fair value into the following levels:

- Level 1 – Quoted prices in active markets for identical assets or liabilities
- Level 2 – Inputs, other than quoted prices in active markets, which are observable either directly or indirectly
- Level 3 – Unobservable inputs based on our own assumptions

The company's financial assets and liabilities that are measured at fair value and are categorized using the fair value hierarchy are as follows (in thousands):

	Fair Value Level 1	Fair Value Level 2	Fair Value Level 3	Total
As of December 28, 2024				
Financial Assets:				
Interest rate swaps	\$ —	\$ 29,952	\$ —	\$ 29,952
Financial Liabilities:				
Contingent consideration	\$ —	\$ —	\$ 53,228	\$ 53,228
Foreign exchange derivative contracts	\$ —	\$ 1,400	\$ —	\$ 1,400
As of December 30, 2023				
Financial Assets:				
Interest rate swaps	\$ —	\$ 42,779	\$ —	\$ 42,779
Foreign exchange derivative contracts	\$ —	\$ 29	\$ —	\$ 29
Financial Liabilities:				
Contingent consideration	\$ —	\$ —	\$ 51,538	\$ 51,538

The contingent consideration, as of December 28, 2024 and December 30, 2023, relates to the earnout provisions recorded in conjunction with various purchase agreements.

The earnout provisions associated with these acquisitions are based upon performance measurements related to sales and earnings, as defined in the respective purchase agreements. On a quarterly basis, the company assesses the projected results for each of the acquisitions in comparison to the earnout targets and adjusts the liability accordingly. Discount rates for valuing contingent consideration are determined based on the company rates and specific acquisition risk considerations. Changes in fair value associated with the earnout provisions are recognized in Selling, general and administrative expenses within the Consolidated Statements of Earnings.

The following table represents changes in the fair value of the contingent consideration liabilities for the fiscal years 2024 and 2023:

	December 28, 2024	December 30, 2023
Beginning balance	\$ 51,538	\$ 47,242
Payments of contingent consideration	(4,141)	(6,871)
New contingent consideration	8,681	15,534
Changes in fair value	(2,850)	(4,367)
Ending balance	\$ 53,228	\$ 51,538

(k) *Foreign Currency*

The income statements of the company's foreign operations are translated at the monthly average rates. Assets and liabilities of the company's foreign operations are translated at exchange rates at the balance sheet date. These translation adjustments are not included in determining net income for the period but are disclosed and accumulated in a separate component of stockholders' equity. Exchange gains and losses on foreign currency transactions are included in determining net income for the period in which they occur. These transactions amounted to a loss of \$1.3 million, \$8.7 million and \$28.1 million in 2024, 2023 and 2022, respectively, and are included in other expense on the statements of earnings.

(l) *Shipping and Handling Costs*

Fees billed to the customer for shipping and handling are classified as a component of net revenues. Shipping and handling costs are included in cost of products sold.

(m) *Warranty Costs*

In the normal course of business, the company issues product warranties for specific product lines and provides for the estimated future warranty cost in the period in which the sale is recorded. The estimate of warranty cost is based on contract terms and historical warranty loss experience that is periodically adjusted for recent actual experience. Because warranty estimates are forecasts that are based on the best available information, claims costs may differ from amounts provided. Adjustments to initial obligations for warranties are made as changes in the obligations become reasonably estimable.

A rollforward of the warranty reserve for the fiscal years 2024 and 2023 is as follows (in thousands):

	2024	2023
Beginning balance	\$ 89,039	\$ 82,096
Warranty reserve related to acquisitions	420	595
Warranty expense	100,236	89,122
Warranty claims paid	(91,389)	(82,774)
Ending balance	<u>\$ 98,306</u>	<u>\$ 89,039</u>

(n) *Research and Development Costs*

Research and development costs, included in cost of sales in the consolidated statements of earnings, are charged to expense when incurred. These costs were \$57.7 million, \$53.1 million and \$48.9 million in fiscal 2024, 2023 and 2022, respectively.

(o) *Non-Cash Share-Based Compensation*

The company's 2021 Stock Incentive Plan (the "2021 Plan"), allows for the granting of stock options, stock appreciation rights, restricted stock and restricted stock units, performance stock, phantom units and other equity-based awards. The company estimates the fair value of restricted stock grants, restricted stock units and performance stock units at the time of grant and recognizes compensation costs over the vesting period of the grants. The expense, net of forfeitures, is recognized using the straight-line method. Non-cash share-based compensation expense is only recognized for those grants expected to vest. See Note 6, "Common and Preferred Stock," for further information on the company's share-based incentive plans.

(p) *Earnings Per Share*

“Basic earnings per share” is calculated based upon the weighted average number of common shares actually outstanding, and “diluted earnings per share” is calculated based upon the weighted average number of common shares outstanding and other dilutive securities.

The company’s potentially dilutive securities amounted to 471,000, 509,000 and 852,000 for fiscal 2024, 2023 and 2022, respectively. The company’s potentially dilutive securities consist of shares issuable on vesting of restricted stock units computed using the treasury method and amounted to approximately 53,000, 67,000 and 73,000 for fiscal 2024, 2023 and 2022, respectively. During fiscal 2024, 2023 and 2022, the average market price of the company’s common stock exceeded the exercise price of the Convertible Notes (as defined below) resulting in approximately 418,000, 442,000 and 779,000 diluted common stock equivalents to be included in the diluted net earnings per share, respectively. There have been no material conversions to date. See Note 5, Financing Arrangements, in these Notes to the Consolidated Financial Statements for further details on the Convertible Notes. There were no anti-dilutive equity awards excluded from common stock equivalents for 2024, 2023 and 2022.

(q) *Consolidated Statements of Cash Flows*

Cash paid for interest was \$97.7 million, \$119.2 million and \$77.2 million in fiscal 2024, 2023 and 2022, respectively. Cash payments totaling \$116.9 million, \$139.7 million and \$114.0 million were made for income taxes during fiscal 2024, 2023 and 2022, respectively.

(r) *New Accounting Pronouncements*

Accounting Pronouncements - Recently Adopted

In March 2023, the FASB issued Accounting Standards Update ASU 2023-01, Leases (Topic 842): Common Control Arrangements. This ASU clarified the accounting for leasehold improvements for leases under common control. The guidance is effective for the company beginning on January 1, 2024. The company adopted this standard in the first quarter of 2024 and it did not have a material impact on its Consolidated Financial Statements and disclosures.

In November 2023, the FASB issued Accounting Standards Update ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, which expands annual and interim disclosure requirements for reportable segments, primarily through enhanced disclosures about significant segment expenses. The company adopted this standard effective January 1, 2024 using a retrospective method. For further information, refer to the Segments section in Note 10, "Segment Information."

Accounting Pronouncements - To be adopted

In December 2023, the FASB issued Accounting Standard Update ASU No. 2023-09 Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which expands the disclosures required in an entity’s income tax rate reconciliation table. This ASU requires consistent categories and greater disaggregation of information presented in the effective tax rate reconciliation and requires disclosure of income taxes paid both domestic and foreign jurisdictions. The guidance is effective for the company beginning on January 1, 2025 and is required to be applied prospectively, with retrospective application to prior periods allowed. Early adoption is permitted. The company is currently evaluating the impact the adoption of this guidance will have on its Consolidated Financial Statements and disclosures.

In November 2024, the FASB issued ASU 2024-03, Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures: Disaggregation of Income Statement Expenses, which requires disclosure of disaggregated information about specific categories underlying certain income statement expense line items in the footnotes to the financial statements for both annual and interim periods. This ASU is effective for fiscal years beginning after December 15, 2026, and interim reporting periods beginning after December 15, 2027. Early adoption is permitted. The company is currently evaluating the impact of the adoption of this standard.

(4) REVENUE RECOGNITION

Revenue is recognized when the control of the promised goods or services are transferred to our customers, in an amount that reflects the consideration that we expect to receive in exchange for those goods or services.

A performance obligation is a promise in a contract to transfer a distinct good or service to the customer and represents the unit of account. A contract's transaction price is allocated to each distinct performance obligation and recognized as revenue when, or as, the performance obligation is satisfied. The company's contracts can have multiple performance obligations or just a single performance obligation.

For contracts with multiple performance obligations, the contract's transaction price is allocated to each performance obligation using the company's best estimate of the standalone selling price of each distinct good or service in the contract. As the company's standard payment terms are less than one year, the company does not assess whether a contract has a significant financing component. The company treats shipping and handling activities performed after the customer obtains control of the good as a contract fulfillment activity. Sales, use and value added taxes assessed by governmental authorities are excluded from the measurement of the transaction price within the company's contracts with its customers. The company generally expenses sales commissions when incurred because the amortization period would have been less than one year. These costs are recorded within selling, general and administrative expenses.

Within the Commercial Foodservice Equipment and Residential Foodservice Equipment Groups, the estimated standalone selling price of equipment is based on observable prices. Within the Food Processing Equipment Group, the company estimates the standalone selling price based on expected cost to manufacture the good or complete the service plus an appropriate profit margin.

Control may pass to the customer over time or at a point in time. In general, the Commercial Foodservice Equipment and Residential Foodservice Equipment Groups recognize revenue at the point in time control transfers to their customers based on contractual shipping terms. Revenue from equipment sold under our long-term contracts within the Food Processing Equipment group is recognized over time as the equipment is manufactured and assembled. Installation services provided in connection with the delivery of the equipment are also generally recognized as those services are rendered. Over time transfer of control is measured using an appropriate input measure (e.g., costs incurred or direct labor hours incurred in relation to total estimate). These measures include forecasts based on the best information available and therefore reflect the company's judgment to faithfully depict the transfer of the goods.

Contract Estimates

Accounting for long-term contracts within the Food Processing Equipment group involves the use of various techniques to estimate total contract revenue and costs. For the company's long-term contracts, estimated profit for the equipment performance obligations is recognized as the equipment is manufactured and assembled. Profit on the equipment performance obligations is estimated as the difference between the total estimated revenue and expected costs to complete a contract. Contract cost estimates are based on labor productivity and availability, the complexity of the work to be performed, the cost and availability of materials and labor, and the performance of subcontractors. The company does not disclose information about remaining performance obligations that have original expected durations of one year or less.

Contracts within the Commercial Foodservice and Residential Foodservice Equipment groups may contain variable consideration in the form of volume rebate programs. The company's estimate of variable consideration is based on its experience with similarly situated customers using the portfolio approach.

Disaggregation of Revenue

We disaggregate our net sales by reportable operating segment and geographical location as we believe it best depicts how the nature, timing and uncertainty of our net sales and cash flows are affected by economic factors. The following table summarizes our net sales by reportable operating segment and geographical location (in thousands):

	Commercial Foodservice	Food Processing	Residential Kitchen	Total
Twelve Months Ended December 28, 2024				
United States and Canada	\$ 1,710,361	\$ 443,404	\$ 461,107	\$ 2,614,872
Asia	215,258	28,985	18,462	262,705
Europe and Middle East	396,837	194,102	235,974	826,913
Latin America	96,780	64,512	9,380	170,672
Total	<u>\$ 2,419,236</u>	<u>\$ 731,003</u>	<u>\$ 724,923</u>	<u>\$ 3,875,162</u>
Twelve Months Ended December 30, 2023				
United States and Canada	\$ 1,828,416	\$ 479,312	\$ 513,333	\$ 2,821,061
Asia	233,039	40,208	12,611	285,858
Europe and Middle East	369,823	145,293	258,201	773,317
Latin America	90,193	55,805	10,371	156,369
Total	<u>\$ 2,521,471</u>	<u>\$ 720,618</u>	<u>\$ 794,516</u>	<u>\$ 4,036,605</u>
Twelve Months Ended December 31, 2022				
United States and Canada	\$ 1,750,986	\$ 426,124	\$ 701,909	\$ 2,879,019
Asia	212,182	20,306	32,121	264,609
Europe and Middle East	364,120	100,239	303,840	768,199
Latin America	67,474	43,300	10,252	121,026
Total	<u>\$ 2,394,762</u>	<u>\$ 589,969</u>	<u>\$ 1,048,122</u>	<u>\$ 4,032,853</u>

Contract Balances

Contract assets primarily relate to the company's right to consideration for work completed but not billed at the reporting date and are recorded in prepaid expenses and other in the Consolidated Balance Sheet. Contract assets are transferred to receivables when the right to consideration becomes unconditional.

Contract liabilities relate to advance consideration received from customers for which revenue has not been recognized. Current contract liabilities are recorded in accrued expenses in the Consolidated Balance Sheet. Non-current contract liabilities are recorded in other non-current liabilities in the Consolidated Balance Sheet. Contract liabilities are reduced when the associated revenue from the contract is recognized.

The following table provides information about contract assets and contract liabilities from contracts with customers (in thousands):

	December 28, 2024	December 30, 2023
Contract assets	\$ 68,025	\$ 47,072
Contract liabilities	\$ 120,503	\$ 118,681
Non-current contract liabilities	\$ 19,930	\$ 15,721

During the twelve months period ended December 28, 2024, the company reclassified \$43.3 million to accounts receivable which was included in the contract asset balance at the beginning of the period. During the twelve months period ended December 28, 2024, the company recognized revenue of \$89.9 million which was included in the contract liability balance at

the beginning of the period. Additions to contract liabilities representing amounts billed to clients in excess of revenue recognized to date were \$72.5 million during the twelve months period ended December 28, 2024. Additions to contract liabilities include \$27.3 million related to companies acquired during the twelve months period ended December 28, 2024. Substantially all of the company's outstanding performance obligations will be satisfied within 12 to 36 months. There were no contract asset impairments during twelve months period ended December 28, 2024.

(5) FINANCING ARRANGEMENTS

	2024	2023
	(in thousands)	
Senior secured revolving credit line	\$ —	\$ —
Term loan facility	928,542	945,913
Delayed draw term loan facility	712,500	726,563
Convertible senior notes	745,074	741,501
Foreign loans	8,489	10,531
Other debt arrangement	462	687
Total debt	2,395,067	2,425,195
Less: Current maturities of long-term debt	43,949	44,822
Long-term debt	<u>\$ 2,351,118</u>	<u>\$ 2,380,373</u>

Credit Facility

On October 21, 2021, the company entered into an amended and restated five-year, \$4.5 billion multi-currency senior secured credit agreement (the "Credit Facility") that amends and restates the company's pre-existing \$3.1 billion credit facility which had an original maturity of January 31, 2025. The Credit Facility consists of (i) a \$1 billion term loan facility, (ii) a \$750 million delayed draw term loan facility, and (iii) a \$2.75 billion multi-currency revolving credit facility, with the potential under certain circumstances, to increase the amount of the credit facility by the greater of \$625 million and 100% of consolidated EBITDA for the most recently ended period of consecutive fiscal quarters (plus additional amounts, subject to compliance with a senior secured net leverage ratio), either by increasing the revolving commitment or by adding one or more revolver or term loan tranches. The Credit Facility matures on October 21, 2026, with the potential to extend the maturity date in one-year increments with the consent of the extending lenders. The term facility will amortize in equal quarterly installments due on the last day of each fiscal quarter, commencing with the first full fiscal quarter after October 21, 2021, in an aggregate amount equal to 2.50% of the original aggregate principal amount of the term loan facility, with the balance, plus any accrued interest, due and payable on October 21, 2026. The delayed draw term loan facility is available for borrowing within one year and will amortize in quarterly installments due on the last day of each fiscal quarter, commencing with the first full fiscal quarter after each delayed draw term loan borrowing in an amount equal to 0.625% of the original aggregate principal amount of such borrowing, with the balance, plus any accrued interest, due and payable on October 21, 2026. Fees associated with the amendment of the term loan facilities are recorded as a direct deduction from the related debt liability in the Consolidated Balance Sheets and amortized to interest expense over the term of the Credit Facility.

On August 11, 2022, the company borrowed \$750.0 million against the delayed draw term facility as provided under the Credit Agreement. The funds were used to reduce outstanding borrowings under the revolver. The delayed draw term loan amortizes in quarterly installments due on the last day of each fiscal quarter, and commenced on December 31, 2022, in an amount equal to 0.625% of the principal drawn, with the balance, plus any accrued interest payable by October 21, 2026.

As of December 28, 2024, the company had \$1.6 billion of borrowings outstanding under its credit facility (the "Credit Facility"), including \$931.3 million outstanding under the term loan (\$928.5 million, net of unamortized issuance fees) and \$712.5 million outstanding under the delayed draw term loan. The company also had \$4.3 million in outstanding letters of credit as of December 28, 2024, which reduces the borrowing availability under the Credit Facility. Remaining borrowing capacity under this facility was \$2.7 billion at December 28, 2024.

At December 28, 2024, borrowings under the Credit Facility accrued interest at a rate of 1.375% above the daily simple or term Secured Overnight Financing Rate (“SOFR”) per annum or 0.375% above the highest of the prime rate, the federal funds rate plus 0.50% and one month Term SOFR plus 1.00%. The interest rates on borrowings under the Credit Facility may be adjusted quarterly based on the company’s Funded Debt less Unrestricted Cash to Pro Forma EBITDA (the “Leverage Ratio”) on a rolling four-quarter basis. Additionally, a commitment fee based upon the Leverage Ratio is charged on the unused portion of the commitments under the Credit Facility. As of December 28, 2024, borrowings under the Credit Facility accrued interest at a minimum of 1.375% above SOFR and the variable unused commitment fee will be at a minimum of 0.20%. Borrowings under the Credit Facility accrue interest at a minimum of 1.375% above the daily simple SOFR or term SOFR for the applicable interest period (each of which includes a spread adjustment of 0.10%). The average interest rate per annum, inclusive of hedging instruments, on the debt under the Credit Facility was equal to 4.75% at the end of the period and the variable commitment fee was equal to 0.20% per annum as of December 28, 2024.

The term loan and delayed draw term loan facilities had an average interest rate per annum, inclusive of hedging instruments, of 4.75% as of December 28, 2024.

In addition, the company has international credit facilities to fund working capital needs outside the United States. At December 28, 2024, these foreign credit facilities amounted to \$8.5 million in U.S. Dollars with a weighted average per annum interest rate of approximately 2.42%.

The company’s debt is reflected on the balance sheet at cost. The fair values of the Credit Facility, term debt and foreign and other debt is based on the amount of future cash flows associated with each instrument discounted using the company’s incremental borrowing rate. The company believes its interest rate margins on its existing debt are consistent with current market conditions and therefore the carrying value of debt reflects the fair value. The interest rate margin is based on the company’s Leverage Ratio. The carrying value and estimated aggregate fair value, a level 2 measurement, based primarily on market prices, of debt excluding the Convertible Notes is as follows (in thousands):

	Dec 28, 2024		Dec 30, 2023	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Total debt excluding convertible senior notes	\$ 1,649,994	\$ 1,652,702	\$ 1,683,694	\$ 1,687,781

The company uses floating-to-fixed interest rate swap agreements to hedge variable interest rate risk associated with the Credit Facility. At December 28, 2024, the company had outstanding floating-to-fixed interest rate swaps totaling \$225.0 million notional amount carrying an average interest rate of 2.59% maturing in less than 12 months and \$470.0 million notional amount carrying an average interest rate of 1.22% that mature in more than 12 months but less than 38 months.

The terms of the Credit Facility, as amended, limit the ability of the company and its subsidiaries to, with certain exceptions: incur indebtedness; grant liens; engage in certain mergers, consolidations, acquisitions and dispositions; make restricted payments; enter into certain transactions with affiliates; and requires, among other things, the company to satisfy certain financial covenants: (i) a minimum Interest Coverage Ratio (as defined in the Credit Facility) of 3.00 to 1.00, (ii) a maximum Secured Leverage Ratio (as defined in the Credit Facility) of Funded Debt less Unrestricted Cash to Pro Forma EBITDA (each as defined in the Credit Facility) of 3.75 to 1.00, which may be adjusted to 4.25 to 1.00 for a four consecutive fiscal quarter period in connection with certain qualified acquisitions, subject to the terms and conditions contained in the Credit Facility. The Credit Facility is secured by substantially all of the assets of Middleby Marshall, the company and the company’s domestic subsidiaries and is unconditionally guaranteed by, subject to certain exceptions, the company and certain of the company’s direct and indirect material foreign and domestic subsidiaries. The Credit Facility contains certain customary events of default, including, but not limited to, the failure to make required payments; bankruptcy and other insolvency events; the failure to perform certain covenants; the material breach of a representation or warranty; non-payment of certain other indebtedness; the entry of undischarged judgments against the company or any subsidiary for the payment of material uninsured amounts; the invalidity of the company guarantee or any subsidiary guaranty; and a change of control of the company. At December 28, 2024, the company was in compliance with all covenants pursuant to its borrowing agreements.

Convertible Notes

The following table summarizes the outstanding principal amount and carrying value of the Convertible Notes:

	December 28, 2024	December 30, 2023
	(in thousands)	
Principal amounts:		
Principal	\$ 747,499	\$ 747,499
Unamortized issuance costs	(2,425)	(5,998)
Net carrying amount	<u>\$ 745,074</u>	<u>\$ 741,501</u>

The following table summarizes total interest expense recognized related to the Convertible Notes:

	Twelve Months Ended		
	Dec 28, 2024	Dec 30, 2023	Dec 31, 2022
Contractual interest expense	\$ 7,433	\$ 7,454	\$ 7,475
Interest cost related to amortization of debt issuance costs	3,573	3,583	3,587
Total interest expense	<u>\$ 11,006</u>	<u>\$ 11,037</u>	<u>\$ 11,062</u>

On August 21, 2020, the company issued \$747.5 million aggregate principal amount of 1.00% Convertible Senior Notes due 2025 in a private offering pursuant to an indenture, dated August 21, 2020 (the "Indenture"), between the company and U.S. Bank National Association, as trustee. The net proceeds from the sale of the Convertible Notes were approximately \$729.9 million after deducting the initial purchasers' discounts and the offering expenses payable by the company. In connection with the pricing of the Convertible Notes, the company entered into privately negotiated Capped Call Transactions (the "2020 Capped Call Transactions") and the company used the net proceeds of the offering of the Convertible Notes to pay the aggregate amount of \$104.7 million for them.

The estimated fair value of the Convertible Notes was \$844.7 million as of December 28, 2024 and was determined through consideration of quoted market prices. The fair value is classified as Level 2, as defined in Note 3 (j), Fair Value Measurements, in these Notes to the Consolidated Financial Statements included in this Part II, Item 8 of this Annual Report on Form 10-K. The if-converted value of the Convertible Notes exceeded their respective principal value by \$46.2 million as of December 28, 2024.

The Convertible Notes are general unsecured obligations of the company. The Convertible Notes rank senior in right of payment to any of the company's future indebtedness that is expressly subordinated in right of payment to the Convertible Notes; rank equal in right of payment to the company's existing and future unsecured indebtedness that is not so subordinated; are effectively subordinated in right of payment to any of the company's secured indebtedness to the extent of the value of the assets securing such indebtedness; and are structurally subordinated to all existing and future indebtedness and liabilities of the company's subsidiaries.

The company initially separated the Convertible Notes into liability and equity components. The equity component of the Convertible Notes of approximately \$105.0 million was included in the additional paid-in capital and the resulting debt discount was being amortized to interest expense at an effective interest rate of 1.5%. In fiscal 2021, upon adoption of ASU 2020-06, Debt-Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging- Contracts in Entity's Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity's Own Equity, the equity component was essentially reversed, increasing the liability and no longer requiring the company to recognize non-cash interest expense associated with the amortization of the debt discount.

The Convertible Notes were issued pursuant to the Indenture and bear interest semi-annually in arrears at a rate of 1.00% per annum on March 1 and September 1 of each year. The Convertible Notes are convertible based upon an initial conversion rate of 7.7746 shares of the company's common stock per \$1,000 principal amount of the Convertible Notes, which is equivalent to an initial conversion price of approximately \$128.62 per share of the company's common stock. The conversion rate will be subject to adjustment upon occurrence of certain specified events in accordance with the Indenture but will not be adjusted for accrued and unpaid interest. Additionally, in the event of a Fundamental Change (as defined in the Indenture), holders of the Convertible Notes may require the company to repurchase all or a portion of their Convertible Notes at a price equal to 100.0% of the principal amount of Convertible Notes, plus any accrued and unpaid interest to, but excluding, the repurchase date. Upon conversion, the company will pay cash up to the aggregate principal amount of the Convertible Notes to be converted and pay or deliver, as the case may be, cash, shares of common stock or a combination of cash and shares of common stock, at the company's election, in respect of the remainder, if any, of the company's conversion obligation in excess of the aggregate principal amount of the notes being converted. At December 28, 2024, none of these conditions existed.

The Convertible Notes will mature on September 1, 2025 unless they are redeemed, repurchased or converted prior to such date in accordance with their terms. Prior to the close of business on the business day immediately preceding June 1, 2025, the notes will be convertible at the option of the holders only under the following circumstances: (1) during any fiscal quarter commencing after the fiscal quarter ending on January 2, 2021 (and only during such fiscal quarter), if the last reported sale price of the company's common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding calendar quarter is greater than or equal to 130.0% of the conversion price for the Convertible Notes on each applicable trading day; (2) during the five business day period after any ten consecutive trading day period in which the trading price per \$1,000 principal amount of the Convertible Notes for each trading day of that ten consecutive trading day period was less than 98.0% of the product of the last reported sale price of the company's common stock and the conversion rate of the Convertible Notes on each such trading day; (3) if the company calls such Convertible Notes for redemption; or (4) upon the occurrence of specified corporate events. On or after June 1, 2025, the notes will be convertible at the option of the holders at any time until the close of business on the second scheduled trading day immediately preceding the maturity date. Holders of the Convertible Notes who convert in connection with a Make-Whole Fundamental Change or during a Redemption Period (each as defined in the Indenture) will be, under certain circumstances, entitled to an increase in the conversion rate.

The company may settle the conversions of the Convertible Notes in cash, shares of the company's common stock or any combination thereof at its election. The number of shares of the company's common stock issuable at the conversion price of \$128.62 per share is expected to be 5.8 million shares. However, the Capped Call Transactions are expected generally to reduce the potential dilution of the company's common stock upon any conversion of Convertible Notes and/or offset the cash payments the company is required to make in excess of the principal amount of the Notes. Under the 2020 Capped Call Transactions, the number of shares of common stock issuable at the conversion price of \$207.93 is expected to be 3.6 million shares. Under the 2021 Capped Call Transactions, the number of shares of common stock issuable at the conversion prices of \$216.50 and \$225.00 is expected to be 3.5 million shares and 3.3 million shares, respectively. Under the 2022 Capped Call Transactions, the number of shares of common stock issuable at the conversion price of \$229.00 is expected to be 3.3 million shares. As of December 28, 2024, one Convertible Note has been converted to date.

The company may redeem all or any portion of the Convertible Notes, at its option, on or after September 5, 2023 and prior to the 41st scheduled trading day immediately preceding the maturity date, at a redemption price equal to 100.0% of the principal amount of the Convertible Notes to be redeemed, plus accrued and unpaid interest thereon, if the last reported sales price of the company's common stock has been at least 130.0% of the conversion price then in effect for at least 20 trading days (whether or not consecutive) during any 30 consecutive trading day period (including the last trading day of such period) ending on, and including, the trading day immediately preceding the date on which the company provides written notice of redemption.

The Indenture includes customary terms and covenants, including certain events of default after which the Convertible Notes may become due and payable immediately.

Capped Call Transactions

In connection with the pricing of the Convertible Notes, the company entered into privately negotiated Capped Call Transactions (the "2020 Capped Call Transactions") and the company used the net proceeds of the offering of the Convertible Notes to pay the aggregate amount of \$104.7 million for them. The company entered into two tranches of privately negotiated Capped Call Transactions in December 2021 (the "2021 Capped Call Transactions") in the aggregate amount of \$54.6 million. On March 15, 2022, the company entered into an additional tranche of privately negotiated Capped Call Transactions (the "2022 Capped Call Transactions") in the amount of \$9.7 million.

The 2020, 2021, and 2022 Capped Call Transactions (collectively, the "Capped Call Transactions") are expected generally to reduce the potential dilution and/or offset the cash payments the company is required to make in excess of the principal amount of the Convertible Notes upon conversion of the Convertible Notes in the event that the market price per share of the company's common stock is greater than the strike price of the Capped Call Transactions (which initially corresponds to the initial conversion price of the Convertible Notes and is subject to certain adjustments under the terms of the Capped Call Transactions), with such reduction and/or offset subject to a cap based on the cap price of the Capped Call Transactions. The 2020 Capped Call Transactions have an initial cap price of \$207.93 per share of the company's common stock. The 2021 Capped Call Transactions have initial cap prices of \$216.50 and \$225.00 per share of the company's common stock. The 2022 Capped Call Transactions have an initial cap price of \$229.00 per share. The Capped Call Transactions cover, initially, the number of shares of the company's common stock underlying the Convertible Notes, subject to anti-dilution adjustments substantially similar to those applicable to the Convertible Notes.

The Capped Call Transactions are separate transactions entered into by the company with the capped call counterparties, and are not part of the terms of the Convertible Notes and will not affect any holder's right under the Convertible Notes. Holders of the Convertible Notes will not have any rights with respect to the Capped Call Transactions. The Capped Call Transactions do not meet the criteria for separate accounting as a derivative as they are indexed to the company's stock. The premiums paid of the Capped Call Transactions have been included as a net reduction to additional paid-in capital with stockholders' equity.

The aggregate amount of debt payable during each of the next five years is as follows (in thousands):

2025 ⁽¹⁾	\$	789,023
2026		1,600,151
2027		828
2028		693
2029 and thereafter		4,372
	\$	<u>2,395,067</u>

(1) The current year debt payable includes the maturities of the convertible notes.

(6) COMMON AND PREFERRED STOCK

(a) Shares Authorized

At December 28, 2024 and December 30, 2023, the company had 95,000,000 authorized shares of common stock and 2,000,000 authorized shares of non-voting preferred stock.

(b) Treasury Stock

In November 2017, the company's Board of Directors approved a stock repurchase program authorizing the company to repurchase in the aggregate up to 2,500,000 shares of its outstanding common stock. In May 2022 and July 2024, the company's Board of Directors approved the company to repurchase an additional 2,500,000 shares of its outstanding common stock under the current program. During 2023, the company repurchased 397,738 shares of its common stock under the program for \$55.6 million, including applicable commissions, which represented an average price of \$139.68. During 2024, the company repurchased 117,526 shares of its common stock under the program for \$16.4 million, including applicable commissions, which represented an average price of \$139.39. As of December 28, 2024, 3,233,890 shares had been purchased under the 2017 stock repurchase program and 4,266,110 remain authorized for repurchase.

The company also treats shares withheld for tax purposes on behalf of employees in connection with the vesting of restricted share grants as common stock repurchases because they reduce the number of shares that would have been issued upon vesting. During 2023, the company repurchased 126,704 shares of its common stock that were surrendered to the company for withholding taxes related to restricted stock vestings for \$19.8 million. During 2024, the company repurchased 118,171 shares of its common stock that were surrendered to the company for withholding taxes related to restricted stock vestings for \$18.3 million.

(c) Share-Based Awards

The company maintains an incentive plan under which the company's Board of Directors grants share-based awards to key employees. On May 10, 2021, the 2021 Stock Incentive Plan (the "2021 Plan") was approved, which included a maximum amount of 1,350,000 shares allowed to be awarded plus the shares remaining for future grants under the 2011 Stock Incentive Plan (the "2011 Plan") as of the approval date and any shares outstanding that are subsequently forfeited or expired. Thus, no further shares are available to grant under the 2011 Plan and the maximum amount of shares available for future grants under the 2021 Plan as of December 28, 2024 is 372,167.

Non-cash share-based compensation of \$36.2 million, \$51.0 million and \$58.4 million was recognized for fiscal 2024, 2023 and 2022, respectively, associated with restricted share grants and restricted stock units. The company recorded a related tax benefit of \$0.1 million, \$0.8 million and \$1.3 million in fiscal 2024, 2023 and 2022, respectively.

Restricted share grants:

The company has issued restricted share grant awards, which are generally time and performance based and were not subject to market conditions. The fair value of restricted share grants represents the closing share price of the company's stock as of the date of the grant and is recognized over the vesting period of the awards. The weighted average grant date fair value was \$136.13 and \$188.31 per share for restricted share grants in fiscal 2023 and 2022 respectively, which represents the closing share price of the company's stock as of the date of grant. The approximate fair value of restricted shares vested were \$0.3 million, \$0.6 million, \$29.1 million for fiscal 2024, 2023 and 2022, respectively.

A summary of the company's nonvested restricted share grant activity and their corresponding fair value on the date of grant for fiscal year ended December 28, 2024 is as follows:

	Shares	Weighted Average Grant-Date Fair Value
Nonvested shares at December 30, 2023	2,080	136.13
Granted	—	—
Vested	(2,080)	150.73
Forfeited	—	—
Nonvested shares at December 28, 2024	—	—

As of December 28, 2024, all compensation cost related to nonvested restricted share grant compensation arrangements were recognized and there are no additional nonvested shares.

Restricted stock units:

During 2020, the company began granting restricted stock units, which entitle the holder to shares of common stock subject to time vesting and the achievement of certain market and performance goals. The fair value for time-based units are valued at the closing share price of the company's stock as of the date of the grant and the fair value for performance units are based upon valuations using the Monte Carlo Methodology. Compensation expense is recognized over the performance measurement period of the units in accordance with ASC 718 *Stock Compensation* for awards with market and performance vesting conditions.

Time vesting units vest equally over two or three years and performance units vest based on achievement of certain company performance criteria over the two or three year period, as set forth in the grant agreement ranging from 0 to 200% of the target shares granted. The weighted average grant date fair value was \$132.38, \$147.13 and \$150.07 per share for restricted stock units in fiscal 2024, 2023 and 2022, respectively. The approximate fair value of restricted stock units vested were \$30.6 million for fiscal 2024.

A summary of the company's nonvested restricted stock unit activity at target shares and their corresponding fair value on the date of grant for fiscal year ended December 28, 2024 is as follows:

	Units	Weighted Average Grant-Date Fair Value
Nonvested shares at December 30, 2023	651,731	160.15
Granted	255,686	132.38
Vested	(196,425)	161.68
Forfeited	(13,314)	146.37
Nonvested shares at December 28, 2024	697,678	149.80

As of December 28, 2024, there was \$48.0 million of total unrecognized compensation cost related to nonvested restricted stock unit compensation arrangements, if all performance conditions are achieved as estimated. The remaining weighted average life is 2.03 years.

(7) INCOME TAXES

Earnings before taxes is summarized as follows (in thousands):

	2024	2023	2022
Domestic	\$ 415,156	\$ 346,815	\$ 383,813
Foreign	162,164	172,563	180,602
Total	<u>\$ 577,320</u>	<u>\$ 519,378</u>	<u>\$ 564,415</u>

The provision for income taxes is summarized as follows (in thousands):

	2024	2023	2022
Federal	\$ 88,770	\$ 67,023	\$ 62,416
State and local	16,510	15,934	23,892
Foreign	43,607	35,539	41,538
Total	<u>\$ 148,887</u>	<u>\$ 118,496</u>	<u>\$ 127,846</u>
Current	\$ 113,010	\$ 120,901	\$ 134,488
Deferred	35,877	(2,405)	(6,642)
Total	<u>\$ 148,887</u>	<u>\$ 118,496</u>	<u>\$ 127,846</u>

The reconciliation of the differences between income taxes computed at the federal statutory rate to the effective rate were as follows:

	2024	2023	2022
U.S. federal statutory tax rate	21.0 %	21.0 %	21.0 %
State taxes, net of federal benefit	3.1	3.1	3.3
Permanent differences	0.6	0.6	0.9
Foreign income tax rate at rates other than U.S. statutory	1.4	0.2	0.2
Deferred tax changes	—	—	—
Change in valuation allowances	0.2	—	—
Tax on unremitted earnings	0.7	0.4	0.3
Federal Refund	—	—	—
Internal restructuring	—	—	(2.3)
Other	(1.2)	(2.5)	(0.7)
Consolidated effective tax	<u>25.8 %</u>	<u>22.8 %</u>	<u>22.7 %</u>

⁽¹⁾ Net of changes in related tax attributes.

A tax provision of \$148.9 million, at an effective rate of 25.8%, was recorded for fiscal 2024 as compared to \$118.5 million at an effective rate of 22.8%, in fiscal 2023. The fiscal 2024 tax provision includes a \$3.6 million tax expense for the finalization of the 2023 tax returns as compared to the fiscal 2023 provision that included a net tax benefit of \$7.0 million for the finalization of the 2022 tax returns. The effective rates in 2024 and 2023 were higher than the federal tax rate of 21.0% primarily due to state taxes and foreign tax rate differentials.

At December 28, 2024 and December 30, 2023, the company had recorded the following deferred tax assets and liabilities (in thousands):

	2024	2023
Deferred tax assets:		
Compensation related	\$ 20,550	\$ 29,135
Pension and post-retirement benefits	489	1,435
Inventory reserves	29,392	27,311
Accrued liabilities and reserves	23,185	22,017
Warranty reserves	21,293	20,956
Operating lease liability	22,423	22,096
Basis difference on affiliates	7,443	12,099
Capitalized R&D costs	45,855	39,585
Convertible debt	6,502	15,860
Net operating loss carryforwards	11,957	12,989
Other	26,180	22,871
Gross deferred tax assets	\$ 215,269	\$ 226,354
Valuation allowance	(14,054)	(15,749)
Deferred tax assets	<u>\$ 201,215</u>	<u>\$ 210,605</u>
Deferred tax liabilities:		
Intangible assets	\$ (318,699)	\$ (310,847)
Depreciable assets	(43,746)	(40,036)
Interest rate swaps	(7,587)	(10,927)
Operating lease right-of-use assets	(21,754)	(21,139)
Pension and post-retirement benefits	(22,886)	(9,719)
Other	(32,324)	(26,135)
Deferred tax liabilities	<u>\$ (446,996)</u>	<u>\$ (418,803)</u>
Net deferred tax assets (liabilities)	<u>\$ (245,781)</u>	<u>\$ (208,198)</u>
Long-term deferred asset	6,281	7,945
Long-term deferred liability	(252,062)	(216,143)
Net deferred tax assets (liabilities)	<u>\$ (245,781)</u>	<u>\$ (208,198)</u>

The company has recorded tax reserves on undistributed foreign earnings not permanently reinvested of \$15.0 million and \$12.0 million at December 28, 2024 and December 30, 2023, respectively. No further provisions were made for income taxes that may result from future remittances of undistributed earnings of foreign subsidiaries that are determined to be permanently reinvested, which were \$815.0 million on December 28, 2024. Determination of the total amount of unrecognized deferred income taxes on undistributed earnings net of foreign subsidiaries is not practicable.

The company has a deferred tax asset on net operating loss carryforwards totaling \$12.0 million as of December 28, 2024. These net operating losses are available to reduce future taxable earnings of certain domestic and foreign subsidiaries. United States federal loss carryforwards total \$8.5 million of which \$2.7 million will expire through 2036 and \$5.8 million have no expiration date. State loss carryforwards total \$10.0 million and expire through 2039 and international loss carryforwards total \$45.0 million that can be carried forward indefinitely. Of these carryforwards, \$34.7 million are subject to full valuation allowance.

As of December 28, 2024, the total amount of liability for unrecognized tax benefits related to federal, state and foreign taxes was approximately \$29.6 million (of which \$29.6 million would impact the effective tax rate if recognized) plus approximately \$10.0 million of accrued interest and \$6.7 million of penalties. The company recognizes interest and penalties accrued related to unrecognized tax benefits in income tax expense. Interest recognized in fiscal years 2024, 2023 and 2022 was \$0.6 million, \$1.4 million and \$0.6 million, respectively. Penalties recognized in fiscal years 2024, 2023 and 2022 were \$(0.3) million, \$0.0 million and \$0.2 million, respectively.

The following table summarizes the activity related to the unrecognized tax benefits for the fiscal years ended December 31, 2022, December 30, 2023 and December 28, 2024 (in thousands):

Balance at December 31, 2022	\$ 33,648
Increases to current year tax positions	2,126
Lapse of statute of limitations	(1,852)
Balance at December 30, 2023	\$ 33,922
Increases to current year tax positions	3,689
Settlements	(639)
Lapse of statute of limitations	(7,421)
Balance as of December 28, 2024	\$ 29,551

The company believes that it is reasonably possible that \$3.9 million of its remaining unrecognized tax benefits may be recognized by the end of 2025 as a result of settlements with taxing authorities or lapses of statutes of limitations.

In the normal course of business, income tax authorities in various income tax jurisdictions both in the United States and internationally conduct routine audits of our income tax returns filed in prior years. These audits are generally designed to determine if individual income tax authorities are in agreement with our interpretations of complex tax regulations regarding the allocation of income to the various income tax jurisdictions. Income tax years are open from 2021 through the current year for the United States federal jurisdiction. Income tax years open for our other major jurisdictions range from 2017 through the current year. Although the company believes its tax returns are correct, the final determination of tax examinations may be different than what was reported on the tax returns. In the opinion of management, adequate tax provisions have been made for the years subject to examination.

(8) FINANCIAL INSTRUMENTS

Derivatives are measured at fair value and recognized as either assets or liabilities. Derivatives that do not qualify as a hedge must be adjusted to fair value in earnings. If a derivative does qualify, changes in the fair value will either be offset against the change in the fair value of the hedged assets, liabilities or firm commitments or recognized in other accumulated comprehensive income until the hedged item is recognized in earnings.

(a) Foreign Exchange

The company periodically enters into derivative instruments, principally forward contracts to reduce exposures pertaining to fluctuations in foreign exchange rates. The notional amount of foreign currency contracts outstanding was \$239.3 million and \$253.1 million as of December 28, 2024 and December 30, 2023, respectively. The fair value of these forward contracts was an unrealized loss of \$1.4 million at the end of the year.

(b) Interest Rate

The company has entered into interest rate swaps to fix the interest rate applicable to certain of its variable-rate debt. Prior to July 1, 2023, the company amended its Credit Facility and the existing interest rate swap agreements to transition the interest reference rate from one-month LIBOR to one-month SOFR. There were no other changes to the company's Credit Facility or timing of cash flows. The amendment was entered into because the LIBOR rate historically used was no longer published after June 30, 2023. The company utilized expedients within ASC 848 to conclude that this amendment should be treated as a non-substantial modification of the existing contract, resulting in no impact to the company's consolidated financial statements. The company has designated these swaps as cash flow hedges and all changes in fair value of the swaps are recognized in accumulated other comprehensive income. The fair value of these instruments was an asset of \$30.0 million and \$42.8 million as of December 28, 2024 and December 30, 2023, respectively. The change in fair value of these swap agreements in 2024 was a loss of \$9.6 million, net of taxes.

A summary of the company's interest rate swaps is as follows (in thousands):

	Location	Twelve Months Ended	
		Dec 28, 2024	Dec 30, 2023
Fair value	Prepaid expenses	\$ 1,986	\$ 2,897
Fair value	Other assets	\$ 27,966	\$ 39,882
Amount of gain/(loss) recognized in other comprehensive income	Other comprehensive income	\$ 14,377	\$ 10,015
Gain/(loss) reclassified from accumulated other comprehensive income (effective portion)	Interest expense	\$ 27,204	\$ 32,221

Interest rate swaps are subject to default risk to the extent the counterparty is unable to satisfy its settlement obligations under the interest rate swap agreements. The company reviews the credit profile of the financial institutions that are counterparties to such swap agreements and assesses their creditworthiness prior to entering into the interest rate swap agreements and throughout the term. The interest rate swap agreements typically contain provisions that allow the counterparty to require early settlement in the event that the company becomes insolvent or is unable to maintain compliance with its covenants under its existing debt agreement.

(9) LEASE COMMITMENTS

Accounting Policy

At the commencement date of a lease, the company recognizes a liability to make lease payments and an asset representing the right to use the underlying asset during the lease term. The lease liability is measured at the present value of lease payments over the lease term, including variable fees that are known or subject to a minimum floor. The lease liability includes lease component fees, while non-lease component fees are expensed as incurred for all asset classes. The company's lease terms include options to extend or terminate the lease when it is reasonably certain that we will exercise that option. When a contract excludes an implicit rate, the company utilizes an incremental borrowing rate based on information available at the lease commencement date including lease term and geographic region. The initial valuation of the right-of-use ("ROU") asset includes the initial measurement of the lease liability, lease payments made in advance of the lease commencement date and

initial direct costs incurred by the company and excludes lease incentives. Operating lease ROU assets are included in other assets and operating lease liabilities are included in accrued expenses and other non-current liabilities.

Leases with an initial term of 12 months or less are classified as short-term leases and are not recorded on the Consolidated Balance Sheets. The lease expense for short-term leases is recognized on a straight-line basis over the lease term.

Leases

The company leases warehouse space, office facilities and equipment under operating leases. The company had operating lease costs of \$39.3 million, \$39.6 million and \$35.7 million in fiscal 2024, 2023 and 2022 respectively, including short-term lease expense and variable lease costs, which were immaterial in the year.

Leases (in thousands)	December 28, 2024	December 30, 2023
Operating lease right-of-use assets:		
Other assets	\$ 121,168	\$ 109,373
Operating lease liabilities:		
Accrued expenses	27,938	26,417
Other non-current liabilities	98,042	87,550
Total Liability	\$ 125,980	\$ 113,967

Total Lease Commitments (in thousands)	Operating Leases
2025	\$ 32,266
2026	28,416
2027	22,337
2028	18,295
2029	14,608
2030 and thereafter	26,156
Total future lease commitments	142,078
Less imputed interest	16,098
Total	\$ 125,980

Other Lease Information (in thousands, except lease term and discount rate)	Twelve Months Ended December 28, 2024	Twelve Months Ended December 30, 2023
Supplemental cash flow information		
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows for operating leases	\$ 33,719	\$ 30,117
Right-of-use assets obtained in exchange for lease obligations:		
Operating leases	\$ 21,305	\$ 28,524
	December 28, 2024	December 30, 2023
Weighted-average remaining lease terms - Operating	5.7 years	5.2 years
Weighted-average discount rate - Operating	4.3 %	3.6 %

(10) SEGMENT INFORMATION

An operating segment is defined as a component of an enterprise which has discrete financial information that is evaluated regularly. The company determined that its Chief Executive Officer is the Chief Operating Decision Maker (the "CODM") who possesses the ultimate authority with respect to assessment of performance, allocation of resources, and all strategic actions of the company. In performing this responsibility, the CODM regularly reviews key internal management reports, financial information including forecasts, and quarterly results, which are prepared at the operating segment level.

In accordance with ASC 280-10, *Segment Reporting*, the company operates in three reportable operating segments defined by management reporting structure and operating activities. The Company's reportable segments are: (i) the Commercial Foodservice Equipment Group, (ii) the Food Processing Equipment Group, and (iii) the Residential Kitchen Equipment Group.

Adjusted EBITDA is the profitability metric reported to the CODM for purposes of making decisions about allocation of resources to each segment and assessing performance of each segment. The company defines Adjusted EBITDA as operating income less depreciation, intangible amortization, restructuring, acquisition related adjustments, impairments, stock compensation and other non-recurring items which management considers to be outside core operating results. The CODM reviews this metric regularly to compare the profitability of segments, identify trends, and evaluate which segments require additional resources or strategic adjustments. The CODM uses Adjusted EBITDA to support the allocation of resources predominantly in the annual budget and forecasting process. The company believes that investors find this measure useful in comparing our operating performance to that of other companies in our industry because this measure generally illustrates the underlying performance of the business.

Management believes that inter-segment sales are made at established arm's length transfer prices. All inter-segment transactions are eliminated and values are presented net of eliminations. The accounting policies of the segments are the same as those described in the summary of significant accounting policies.

Additional detail about each of the reportable segments and its corporate income and expenses is set forth below:

The Commercial Foodservice Equipment Group manufactures, sells, and distributes foodservice equipment for the restaurant and institutional kitchen industry. The Food Processing Equipment Group manufactures preparation, cooking, packaging food handling and food safety equipment for the food processing industry. The Residential Kitchen Equipment Group manufactures, sells and distributes kitchen equipment for the residential market.

The following table summarizes the results of operations for the company's business segments⁽¹⁾ (dollars in thousands):

	Commercial Foodservice	Food Processing	Residential Kitchen	Corporate and Other ⁽²⁾	Total
2024					
Net sales	\$ 2,419,236	\$ 731,003	\$ 724,923	\$ —	\$ 3,875,162
Cost of sales	1,460,903	440,358	506,372	(2,840)	2,404,793
Other segment items ^(3,4)	294,375	103,382	144,961	61,356	604,074
Segment adjusted EBITDA ⁽⁵⁾	663,958	187,263	73,590	(58,516)	866,295
Depreciation expense ⁽⁶⁾	28,621	9,386	15,847	1,755	55,609
Amortization expense ⁽⁷⁾	49,133	8,091	7,214	7,127	71,565
Net capital expenditures	23,220	12,636	12,514	940	49,310
Total assets	3,657,431	1,142,875	1,930,705	552,140	7,283,151
Long-lived assets ⁽⁸⁾	338,989	133,994	272,644	78,222	823,849
2023					
Net sales	\$ 2,521,471	\$ 720,618	\$ 794,516	\$ —	\$ 4,036,605
Cost of sales	1,510,920	446,239	544,532	852	2,502,543
Other segment items ⁽³⁾	311,131	95,044	154,139	73,354	633,668
Segment adjusted EBITDA ⁽⁵⁾	699,420	179,335	95,845	(74,206)	900,394
Depreciation expense ⁽⁶⁾	27,323	7,949	13,637	1,507	50,416
Amortization expense ⁽⁷⁾	56,728	9,271	9,052	7,137	82,188
Net capital expenditures	39,272	14,999	25,960	4,948	85,179
Total assets	3,751,746	1,009,857	1,941,204	203,885	6,906,692
Long-lived assets ⁽⁸⁾	340,375	98,920	227,131	95,021	761,447
2022					
Net sales	\$ 2,394,762	\$ 589,969	\$ 1,048,122	\$ —	\$ 4,032,853
Cost of sales	1,485,321	377,389	722,358	1,231	2,586,299
Other segment items ⁽³⁾	282,385	82,437	146,675	81,649	593,146
Segment adjusted EBITDA ⁽⁵⁾	627,056	130,143	179,089	(82,880)	853,408
Depreciation expense ⁽⁶⁾	24,299	6,045	13,596	679	44,619
Amortization expense ⁽⁷⁾	54,872	14,034	17,376	7,159	93,441
Net capital expenditures	28,718	13,957	20,604	4,010	67,289
Total assets	3,788,245	983,797	1,972,351	130,473	6,874,866
Long-lived assets ⁽⁸⁾	318,457	84,370	151,499	108,478	662,804

¹⁾ Non-operating expenses are not allocated to the reportable segments. Non-operating expenses consist of interest expense and deferred financing amortization, foreign exchange gains and losses and other income and expense items outside of income from operations.

²⁾ Includes corporate and other general company assets and operations.

³⁾ Other segment items for each reportable segment includes operating expenses, which primarily consists of selling, general and administrative expenses. Other segment items excludes the impact of depreciation, intangible amortization, restructuring, impairments, stock compensation and other items that neither relate to the ordinary course of the Company's business nor reflect the Company's underlying business performance.

⁴⁾ Gain on sale of plant is included in Food Processing.

⁵⁾ Excludes the impacts mentioned in Other segment items.

⁶⁾ Includes depreciation on right of use assets.

⁷⁾ Includes amortization of deferred financing costs and Convertible Notes issuance costs.

⁸⁾ Long-lived assets consist of property, plant and equipment, long-term deferred tax assets and other assets.

A reconciliation of our segment information for earnings before income taxes to the corresponding amounts in the Consolidated Statements of Earnings is shown in the table below for the periods presented:

	2024	2023	2022
Adjusted EBITDA	\$ 866,295	\$ 900,394	\$ 853,408
Less: Other segment operating expenses ⁽¹⁾	210,107	265,526	213,804
Income from operations	656,188	634,868	639,604
Interest expense and deferred financing amortization, net	92,229	120,348	88,977
Net periodic pension benefit (other than service cost & curtailment)	(14,897)	(9,071)	(42,681)
Other expense, net	1,536	4,213	28,893
Earnings before income taxes	577,320	519,378	564,415
Provision for income taxes	148,887	118,496	127,846
Net earnings	\$ 428,433	\$ 400,882	\$ 436,569

(1) Consists of the impact of depreciation, intangible amortization, restructuring, impairments, stock compensation and other items that neither relate to the ordinary course of the Company's business nor reflect the Company's underlying business performance.

Geographic Information

Long-lived assets, not including goodwill and other intangibles (in thousands):

	2024	2023	2022
United States and Canada	\$ 511,454	\$ 502,479	\$ 471,375
Asia	37,610	40,849	35,965
Europe and Middle East	264,337	205,621	142,326
Latin America	10,448	12,498	13,138
Total International	312,395	258,968	191,429
	\$ 823,849	\$ 761,447	\$ 662,804

(11) EMPLOYEE RETIREMENT PLANS

(a) Pension Plans

U.S. Plans:

The company maintains a non-contributory defined benefit plan for its union employees at the Elgin, Illinois facility. Benefits are determined based upon retirement age and years of service with the company. This defined benefit plan was frozen on April 30, 2002, and no further benefits accrue to the participants beyond this date. Plan participants will receive or continue to receive payments for benefits earned on or prior to April 30, 2002 upon reaching retirement age.

The company maintains a non-contributory defined benefit plan for its employees at the Smithville, Tennessee facility. Benefits are determined based upon retirement age and years of service with the company. This defined benefit plan was frozen on April 1, 2008, and no further benefits accrue to the participants beyond this date. Plan participants will receive or continue to receive payments for benefits earned on or prior to April 1, 2008 upon reaching retirement age.

The company also maintains a retirement benefit agreement with its former Chairman ("Chairman Plan"). The retirement benefits are based upon a percentage of the former Chairman's final base salary.

Non-U.S. Plans:

The company maintains a defined benefit plan for its employees at the Wrexham, the United Kingdom facility. Benefits are determined based upon retirement age and years of service with the company. This defined benefit plan was frozen on April 30,

2010 and no further benefits accrue to the participants beyond this date. Plan participants will receive or continue to receive payments for benefits earned on or prior to April 30, 2010 upon reaching retirement age.

The company maintains several pension plans related to AGA and its subsidiaries (collectively, the "AGA Group"), the most significant being the Aga Rangemaster Group Pension Scheme in the United Kingdom. Membership in the plan on a defined benefit basis of pension provision was closed to new entrants in 2001. The plan became open to new entrants on a defined contribution basis of pension provision in 2002 but was generally closed to new entrants on this basis during 2014. In December 2020, it was agreed that the Group Pension Scheme will be closed to future pension accruals effective April 5, 2021.

The other, much smaller, defined benefit pension plans operating within the AGA Group cover employees in France and the United Kingdom. All pension plan assets are held in separate trust funds although the net defined benefit pension obligations are included in the company's consolidated balance sheet.

A summary of the plans' net periodic pension cost, benefit obligations, funded status, and net balance sheet position is as follows (dollars in thousands)

	Fiscal 2024		Fiscal 2023	
	U.S. Plans	Non-U.S. Plans	U.S. Plans	Non-U.S. Plans
Net Periodic Pension Cost (Benefit):				
Interest cost	1,267	43,892	1,315	46,046
Expected return on assets	(926)	(62,289)	(873)	(58,766)
Amortization of net loss	281	204	420	186
Amortization of prior service cost	—	2,674	—	2,601
	<u>\$ 622</u>	<u>\$ (15,519)</u>	<u>\$ 862</u>	<u>\$ (9,933)</u>
Change in Benefit Obligation:				
Benefit obligation – beginning of year	\$ 27,659	\$ 989,106	\$ 27,550	\$ 946,153
Interest on benefit obligations	1,267	43,892	1,315	46,046
Actuarial (gain) loss	(1,598)	(94,002)	539	1,970
Net benefit payments	(1,747)	(61,506)	(1,745)	(59,018)
Exchange effect	—	(10,348)	—	53,955
Benefit obligation – end of year	<u>\$ 25,581</u>	<u>\$ 867,142</u>	<u>\$ 27,659</u>	<u>\$ 989,106</u>
Change in Plan Assets:				
Plan assets at fair value – beginning of year	\$ 15,751	\$ 1,027,421	\$ 14,998	\$ 943,757
Company contributions	1,244	103	1,114	6,012
Investment gain	760	4,086	1,384	81,945
Benefit payments and plan expenses	(1,747)	(61,506)	(1,745)	(59,018)
Exchange effect	—	(11,755)	—	54,725
Plan assets at fair value – end of year	<u>\$ 16,008</u>	<u>\$ 958,349</u>	<u>\$ 15,751</u>	<u>\$ 1,027,421</u>
Funded Status:				
Unfunded benefit obligation	<u>\$ (9,573)</u>	<u>\$ 91,207</u>	<u>\$ (11,908)</u>	<u>\$ 38,315</u>
Amounts recognized in balance sheet at year end:				
Accrued pension benefits	<u>\$ (9,573)</u>	<u>\$ 91,207</u>	<u>\$ (11,908)</u>	<u>\$ 38,315</u>

	Fiscal 2024		Fiscal 2023	
	U.S. Plans	Non-U.S. Plans	U.S. Plans	Non-U.S. Plans
Pre-tax components in accumulated other comprehensive income at period end:				
Net actuarial loss	\$ 297	\$ 64,371	\$ 2,011	\$ 103,705
Pre-tax components recognized in other comprehensive income for the period:				
Current year actuarial (gain) loss	\$ (1,432)	\$ (36,008)	\$ 28	\$ (17,079)
Actuarial loss recognized	(281)	(205)	(420)	(150)
Prior service cost recognized	—	(3,121)	—	(360)
Total amount recognized	<u>\$ (1,713)</u>	<u>\$ (39,334)</u>	<u>\$ (392)</u>	<u>\$ (17,589)</u>
Accumulated Benefit Obligation	<u>\$ 25,581</u>	<u>\$ 867,119</u>	<u>\$ 27,659</u>	<u>\$ 989,081</u>
Salary growth rate	n/a	0.8 %	n/a	0.8 %
Assumed discount rate	5.4 %	5.5 %	4.8 %	4.6 %
Expected return on assets	6.0 %	5.9 %	6.0 %	6.2 %

The company has engaged non-affiliated third-party professional investment advisors to assist the company in developing its investment policy and establishing asset allocations. The company's overall investment objective is to provide a return, that along with company contributions, is expected to meet future benefit payments. Investment policy is established in consideration of anticipated future timing of benefit payments under the plans. The anticipated duration of the investment and the potential for investment losses during that period are carefully weighed against the potential for appreciation when making investment decisions. The company routinely monitors the performance of investments made under the plans and reviews investment policy in consideration of changes made to the plans or expected changes in the timing of future benefit payments.

The assets of the plans were invested in the following classes of securities (none of which were securities of the company):

U.S. Plans:

	Target Allocation	Percentage of Plan Assets	
		2024	2023
Equity	48 %	51 %	43 %
Fixed income	40	39	42
Money market	4	2	6
Other (real estate investment trusts & commodities contracts)	8	8	9
	<u>100 %</u>	<u>100 %</u>	<u>100 %</u>

Non-U.S. Plans:

	Target Allocation	Percentage of Plan Assets	
		2024	2023
Equity	17 %	7 %	11 %
Fixed income	75	94	69
Alternatives/Other	6	(18)	5
Real Estate	2	10	9
Cash and cash equivalents	—	7	6
	<u>100 %</u>	<u>100 %</u>	<u>100 %</u>

In accordance with ASC 820 *Fair Value Measurements and Disclosures*, the company has measured its defined benefit pension plans at fair value. In accordance with ASU 2015-04, "Practical Expedient for the Measurement Date of an Employer's Defined Benefit Obligation and Plan Assets", the company has elected to measure the pension plan assets and obligations as of the calendar month end closest to the fiscal year end. The following tables summarize the basis used to measure the pension plans' assets at fair value as of December 28, 2024 and December 30, 2023 (in thousands):

U.S. Plans:

Asset Category	Fiscal 2024			Fiscal 2023		
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Net Asset Value	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Net Asset Value
Short Term Investment Fund (a)	\$ 414	\$ —	\$ 414	\$ 920	\$ —	\$ 920
Equity Securities:						
Large Cap	3,805	3,805	—	2,862	2,862	—
Mid Cap	402	402	—	373	373	—
Small Cap	393	393	—	388	388	—
International	3,622	3,622	—	3,218	3,218	—
Fixed Income:						
Government/Corporate	4,528	4,528	—	4,776	4,776	—
High Yield	1,143	1,143	—	1,063	1,063	—
Other	484	484	—	705	705	—
Alternative:						
Global Real Estate Investment Trust	926	926	—	663	663	—
Commodities Contracts	291	291	—	783	783	—
Total	\$ 16,008	\$ 15,594	\$ 414	\$ 15,751	\$ 14,831	\$ 920

(a) Represents collective short term investment fund, composed of high-grade money market instruments with short maturities.

Non-U.S. Plans:

Asset Category	Fiscal 2024					Net Asset Value
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)		
Cash and cash equivalents	\$ 64,699	\$ 7,881	\$ 45,734	\$ —	\$ 11,084	
Equity Securities:						
UK	3,511	976	—	—	2,535	
International:						
Developed	57,153	1,531	—	—	55,622	
Emerging	13,390	203	—	—	13,187	
Unquoted/Private Equity	2,304	—	—	—	2,304	
Fixed Income:						
Government/Corporate:						
UK	526,394	9,618	9,388	—	507,388	
International	93,888	—	63,482	—	30,406	
Index Linked	300,098	1,480	—	—	298,618	
Other	315	—	—	—	315	
Real Estate:						
Direct	92,388	—	92,388	—	—	
Indirect	3,184	33	—	—	3,151	
Leveraged Loans	28,292	—	—	—	28,292	
Alternative/Other	(227,267)	—	613	—	(227,880)	
Total	\$ 958,349	\$ 21,722	\$ 211,605	\$ —	\$ 725,022	

Fiscal 2023

Asset Category	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Net Asset Value
Cash and cash equivalents	\$ 64,285	\$ 10,175	\$ 25,777	\$ —	\$ 28,333
Equity Securities:					
UK	3,665	45	—	—	3,620
International:					
Developed	89,498	1,738	—	—	87,760
Emerging	20,698	168	—	—	20,530
Unquoted/Private Equity	282	—	—	—	282
Fixed Income:					
Government/Corporate:					
UK	247,618	11,049	—	—	236,569
International	133,279	—	—	—	133,279
Index Linked	322,408	2,088	—	—	320,320
Other	3,222	—	—	—	3,222
Convertible Bonds					
Real Estate:					
Direct	91,993	—	91,993	—	—
Indirect	1,768	37	—	—	1,731
Hedge Fund Strategy:					
Equity Long/Short	8,361	—	—	—	8,361
Arbitrage & Event	10,731	—	—	—	10,731
Directional Trading & Fixed Income	315	—	—	—	315
Cash & Other	162,812	—	—	—	162,812
Direct Sourcing	913	—	—	—	913
Leveraged Loans	14,475	—	—	—	14,475
Alternative/Other	(148,902)	1,060	—	—	(149,962)
Total	\$ 1,027,421	\$ 26,360	\$ 117,770	\$ —	\$ 883,291

The fair value of the Level 1 assets is based on observable quoted market prices of the identical underlying security in an active market. The fair value of the Level 2 assets is primarily based on market observable inputs to quoted market prices, benchmark yields and broker/dealer quotes. Level 3 inputs, as applicable, represent unobservable inputs that reflect assumptions developed by management to measure assets at fair value.

The expected return on assets is developed in consideration of the anticipated duration of investment period for assets held by the plan, the allocation of assets in the plan, and the historical returns for plan assets.

Estimated future benefit payments under the plans are as follows (dollars in thousands):

	U.S. Plans	Non-U.S. Plans
2025	\$ 1,909	\$ 60,123
2026	1,929	60,248
2027	1,941	60,734
2028	1,952	61,009
2029 through 2034	11,412	362,589

The expected contributions to the U.S. Plans to be made in 2025 is \$0.6 million. For the Non-U.S. Plans, the expected contribution is nil in 2025.

(b) Defined Contribution Plans

As of December 28, 2024, the company maintained two separate defined contribution 401(k) savings plans covering all employees in the United States. These two plans separately cover the union employees at the Elgin, Illinois facility and all other remaining union and non-union employees in the United States. The company also maintained defined contribution plans for its UK based employees.

(12) RESTRUCTURING AND ACQUISITION INTEGRATION INITIATIVES

Residential Kitchen Equipment Group:

During fiscal years 2024 and 2023, the company initiated cost reduction initiatives related to the Residential Kitchen Equipment Group including headcount reductions and facility consolidations. These actions resulted in expenses of \$5.9 million and \$9.4 million, in the twelve months ended December 28, 2024 and December 30, 2023, respectively. These actions are reflected in the restructuring expenses in the Consolidated Statements of Earnings. The primary realization of cost savings from the restructuring initiatives began in 2023 with cumulative expected annual savings of approximately \$28.0 million. At December 28, 2024, the restructuring obligations accrued for these initiatives are immaterial and will be substantially complete by the end of fiscal year 2025.

The restructuring expenses for the other segments of the company were not material during fiscal years 2024, 2023 and 2022.

(13) SUBSEQUENT EVENTS

On February 25, 2025, the company announced its intent to separate its Food Processing business through a spin-off of the Food Processing business, under which the stock of Food Processing, as a new independent publicly traded company, will be distributed to Middleby's shareholders. As of the date hereof, Middleby is targeting completion of the separation by early 2026, subject to certain customary conditions, including, among others, final approval by the company's Board of Directors and the effectiveness of appropriate filings with the SEC. The spin-off of Food Processing is expected to be tax-free for U.S. federal income tax purposes. There can be no assurance that any separation transaction will ultimately occur or, if one does occur, of its terms or timing.

THE MIDDLEBY CORPORATION

SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS AND RESERVES
FOR THE FISCAL YEARS ENDED DECEMBER 28, 2024, DECEMBER 30, 2023
AND DECEMBER 31, 2022
(amounts in thousands)

	Balance Beginning of Period	Additions/ (Recoveries) Charged to Expense	Other Adjustments (1)	Write-Offs During the Period	Balance at End of Period
Allowance for doubtful accounts; deducted from accounts receivable on the balance sheets-					
2024	\$ 23,464	\$ 4,559	\$ 5	\$ (3,431)	\$ 24,597
2023	\$ 20,295	\$ 5,886	\$ 973	\$ (3,690)	\$ 23,464
2022	\$ 18,770	\$ 4,311	\$ 776	\$ (3,562)	\$ 20,295

(1) Amounts consist primarily of valuation allowances assumed from acquired companies.

	Balance Beginning of Period	Additions/ (Recoveries) Charged to Expense	Write-Offs During the Period	Balance at End of Period
Valuation allowance - Deferred tax assets				
2024	\$ 15,749	\$ (1,695)	\$ —	\$ 14,054
2023	\$ 11,599	\$ 4,150	\$ —	\$ 15,749
2022	\$ 10,222	\$ 1,377	\$ —	\$ 11,599

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

None

Item 9A. Controls and Procedures

Disclosure Controls and Procedures

The company maintains disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)) as of the end of the period covered by this report that are designed to ensure that information required to be disclosed in the company's Exchange Act reports 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 the company's management, including its Chief Executive Officer and Chief Financial Officer as appropriate, to allow timely decisions regarding required disclosure.

The company carried out an evaluation, under the supervision and with the participation of the company's management, including the company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the company's disclosure controls and procedures as of December 28, 2024. Based on the foregoing, the company's Chief Executive Officer and Chief Financial Officer concluded that the company's disclosure controls and procedures were effective as of the end of this period.

Changes in Internal Control Over Financial Reporting

During the quarter ended December 28, 2024, there have been no changes in the company's internal controls over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that have materially affected, or are reasonably likely to materially affect, the company's internal control over financial reporting.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Our 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. Our 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 our assets;
- (ii) 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 our management and directors; and
- (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our 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.

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (COSO). Our assessment of the internal control structure excluded GBT GmbH Bakery (acquired February 7, 2024), MaxMac (acquired April 19, 2024), Emery Thompson (acquired October 11, 2024), JC Ford (acquired November 1, 2024) and Gorreri (acquired November 26, 2024).

These acquisitions constitute 0.0% and 2.5% of net and total assets, respectively, 0.6% of net sales and (0.1)% of net income of the consolidated financial statements of the company as of and for the year ended December 28, 2024. These acquisitions are included in the consolidated financial statements of the company as of and for the year ended December 28, 2024. Under guidelines established by the Securities Exchange Commission, companies are allowed to exclude acquisitions from their assessment of internal control over financial reporting during the first year of an acquisition while integrating the acquired companies.

Based on our evaluation under the framework in Internal Control - Integrated Framework, our management concluded that our internal control over financial reporting was effective as of December 28, 2024.

Ernst & Young LLP, independent registered public accounting firm, who audited and reported on the consolidated financial statements of the company included in this report, has issued a report on the effectiveness of the company's internal control over financial reporting as of December 28, 2024.

The Middleby Corporation
February 26, 2025

Item 9B. Other Information

Insider Trading Arrangements

During the fiscal quarter ended December 28, 2024, none of our directors or officers subject to Section 16 of the Exchange Act adopted, modified or terminated a “Rule 10b5-1 trading arrangement” or “non-Rule 10b5-1 trading arrangement” (as each term is defined in Item 408 of Regulation S-K).

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

None.

Item 10. Directors, Executive Officers and Corporate Governance

The company has adopted insider trading policies and procedures governing the purchase, sale, and/or other dispositions of our securities by directors, officers, employees and consultants, as well as the Company itself, that are reasonably designed to promote compliance with insider trading laws, rules and regulations, and applicable listing standards. A copy of our Policy on Insider Trading is filed with this Annual Report on Form 10-K as Exhibit 19.1.1.

PART III

Pursuant to General Instruction G (3), of Form 10-K, the information called for by Part III Item 10 (Directors, Executive Officers and Corporate Governance), Item 11 (Executive Compensation), Item 12 (Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters), Item 13 (Certain Relationships and Related Transactions, and Director Independence) and Item 14 (Principal Accountant Fees and Services), is incorporated herein by reference from the registrant’s definitive proxy statement filed with the Commission pursuant to Regulation 14A not later than 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) 1. Financial Statements

The financial statements listed on Page 53 are filed as part of this Annual Report on Form 10-K.

3. Exhibits

- 3.1 [Restated Certificate of Incorporation of The Middleby Corporation \(effective as of May 13, 2005\), incorporated by reference to the company's Form 8-K, Exhibit 3.1, dated April 29, 2005, filed on May 17, 2005.](#)
- 3.2 [Fourth Amended and Restated Bylaws of The Middleby Corporation \(effective as of February 26, 2021\), filed on March 3, 2021.](#)
- 3.3 [Certificate of Amendment to the Restated Certificate of Incorporation of The Middleby Corporation \(effective as of May 3, 2007\), incorporated by reference to the company's Form 8-K, Exhibit 3.1, dated May 3, 2007, filed on May 3, 2007.](#)
- 3.4 [Certificate of Amendment to the Restated Certificate of Incorporation of The Middleby Corporation \(effective as of May 8, 2014\), incorporated by reference to the company's Form 8-K, Exhibit 3.1, dated May 6, 2014, filed on May 8, 2014.](#)
- 4.1 Certificate of Designations dated October 30, 1987, and specimen stock certificate relating to the company Preferred Stock, incorporated by reference from the company's Form 10-K, Exhibit (4), for the fiscal year ended December 31, 1988, filed on March 15, 1989.
- 4.2 [Indenture \(including form of Global Note\) with respect to The Middleby Corporation's 1.00% Convertible Senior Notes due 2025, dated as of August 21, 2020, between The Middleby Corporation and U.S. Bank National Association, as trustee, incorporated by reference to the company's Form 8-K Exhibit 4.1 filed on August 21, 2020.](#)
- 4.3 [Form of Global Note for the 1.00% Convertible Senior Notes due 2025 incorporated by reference to the company's Form 8-K Exhibit 4.1 filed on August 21, 2020.](#)
- 4.4 [Description of the Company's Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934, incorporated by reference to the company's Form 10-K Exhibit 4.4 for the fiscal year ended January 2, 2021, filed on March 3, 2021.](#)
- 10.1 [Eighth Amended and Restated Credit Agreement, dated as of October 21, 2021, among Middleby Marshall Inc., The Middleby Corporation, the Subsidiary Borrowers named therein, the lenders named therein and Bank of America, N.A., as administrative agent for the lenders, incorporated by reference to the company's Form 8-K Exhibit 10.1 filed on October 21, 2021.](#)
- 10.2* [2021 Long-Term Incentive Plan, incorporated by reference to Appendix A to the company's definitive proxy statement filed with the Securities and Exchange Commission on March 31, 2021.](#)
- 10.3* [The Middleby Corporation Value Creation Incentive Plan, incorporated by reference to Appendix B to the company's definitive proxy statement filed with the Securities and Exchange Commission on April 1, 2011.](#)
- 10.4# [Form of Restricted Stock Unit Award Agreement for The Middleby Corporation 2021 Long-Term Incentive Plan.](#)
- 10.5# [Form of Restricted Stock Unit Award Agreement for Non-Employee Directors for The Middleby Corporation 2021 Long-Term Incentive Plan.](#)
- 10.6* [Employment Agreement, dated as of March 10, 2022, by and among The Middleby Corporation, Middleby Marshall Inc. and Timothy J. FitzGerald incorporated by reference to the company's Form 8-K Exhibit 10.1, filed on March 14, 2022.](#)
- 19.1# [Insider Trading Compliance Program*](#)
- 21.1 [List of subsidiaries.](#)
- 23.1 [Consent of Ernst & Young LLP.](#)

- 31.1 [Certification of Chief Executive Officer pursuant to Rule 13a-14\(a\) and Rule 15d-14\(a\) of the Securities Exchange Act, as amended.](#)
- 31.2 [Certification of Chief Financial Officer pursuant to Rule 13a-14\(a\) and Rule 15d-14\(a\) of the Securities Exchange Act, as amended.](#)
- 32.1 [Certification of Principal Executive Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)
- 32.2 [Certification of Principal Financial Officer Pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)
- 97.1* [Clawback Policy](#)
- 101 Financial statements on Form 10-K for the year ended December 28, 2024, filed on February 26, 2025, formatted in Inline Extensive Business Reporting Language (XBRL); (i) consolidated balance sheets, (ii) consolidated statements of earnings, (iii) consolidated statements of cash flows, (iv) notes to the consolidated financial statements.
- 104 Cover Page Interactive Data File (formatted in iXBRL) and contained in Exhibit 101).

* Designates management contract or compensation plan.

Filed herewith.

(c) See the financial statement schedule included under Item 8.

Item 16. Form 10-K Summary.

None

SIGNATURES

Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized, on the 26th day of February 2025.

THE MIDDLEBY CORPORATION

BY: /s/ Bryan E. Mittelman
Bryan E. Mittelman
Chief Financial 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 indicated on February 26, 2025.

<u>Signatures</u>	<u>Title</u>
PRINCIPAL EXECUTIVE OFFICER	
<u>/s/ Timothy J. FitzGerald</u> Timothy J. FitzGerald	Chief Executive Officer and Director
PRINCIPAL FINANCIAL AND ACCOUNTING OFFICER	
<u>/s/ Bryan E. Mittelman</u> Bryan E. Mittelman	Chief Financial Officer, Principal Financial Officer and Principal Accounting Officer
DIRECTORS	
<u>/s/ Gordon O'Brien</u> Gordon O'Brien	Chairman of the Board, Director
<u>/s/ Sarah Palisi Chapin</u> Sarah Palisi Chapin	Director
<u>/s/ Cathy L. McCarthy</u> Cathy L. McCarthy	Director
<u>/s/ John R. Miller, III</u> John R. Miller, III	Director
<u>/s/ Robert Nerbonne</u> Robert Nerbonne	Director
<u>/s/ Nasseem Ziyad</u> Nasseem Ziyad	Director
<u>/s/ Stephen R. Scherger</u> Stephen R. Scherger	Director
<u>/s/ Tejas P. Shah</u> Tejas P. Shah	Director

THE MIDDLEBY CORPORATION

2021 LONG-TERM INCENTIVE PLAN

RESTRICTED STOCK UNIT AWARD AGREEMENT

This RESTRICTED STOCK UNIT AWARD AGREEMENT (this “Agreement”), dated as of the ___ day of _____, 20__ (the “Date of Grant”) is entered into by and between The Middleby Corporation, a Delaware corporation (the “Company”) and [_____] (the “Grantee” and, together with the Company, the “Parties”).

RECITALS

Pursuant to The Middleby Corporation 2021 Long-Term Incentive Plan (the “Plan”), the Board of Directors of the Company (the “Board”) and the Compensation Committee of the Board (the “Committee”), as the administrators of the Plan, have determined to grant to the Grantee restricted stock units (the “RSUs”) that will settle in shares of the Company’s common stock, par value \$0.01 per share (the “Common Stock”) subject to the vesting, restrictions and other terms and conditions set forth herein, and hereby grants such RSUs.

NOW, THEREFORE, the Parties hereto agree as follows:

1. **Grant of RSUs.** The Company hereby grants to the Grantee a target number of RSUs equal to [●] (as adjusted in accordance with Schedule A, the “Grant”), pursuant to the terms and conditions of this Agreement, Schedule A hereto and the Plan, of which [●] RSUs shall be subject to time-based vesting pursuant to Section 2(a) of this Agreement (the “Time-Based RSUs”), of which [●] RSUs at target shall be subject to performance-based vesting related to the Company’s enterprise value growth pursuant to Section 2(b) of this Agreement and Schedule A hereto (the “EVG Performance RSUs”), and of which [●] RSUs at target shall be subject to performance-vesting related to the Company’s adjusted earnings per share growth pursuant to Section 2(c) of this Agreement and Schedule A hereto (the “Adjusted EPS Performance RSUs” and together with the EVG Performance RSUs, the “Performance-Based RSUs”). The Performance-Based RSUs will also be subject to the Company’s relative total shareholder return percentile rank for the Performance Period. Each RSU represents the right to receive one (1) share of Common Stock under the terms and conditions of this Agreement. The Grant hereunder is subject to and conditioned upon the Grantee’s execution and delivery of the Confidentiality, Assignment of Business Ideas and Non-Competition Agreement in the form attached here to as Schedule B (the “Confidentiality Agreement”); provided, however, if the Grantee has previously executed a Confidentiality Agreement, the Grantee hereby ratifies and confirms such agreement.
2. **Vesting.**
 - (a) **Time-Based RSUs.** The Time-Based RSUs shall become vested as follows: 50% of the Time-Based RSUs shall vest on March 1, 2022, rounded down to the nearest whole share, and the remaining 50% shall vest on March 1, 2023, subject to the Grantee’s continued employment with the Employer (as defined in the Plan) on each applicable vesting date, except as provided in Section 3(b) or 3(c) of this Agreement.
 - (b) **EVG Performance RSUs.** In accordance with Schedule A hereto, a number of EVG Performance RSUs shall vest on the date the Committee determines the level of achievement of the Company’s enterprise value growth goal for the Performance Period (as defined on Schedule A hereto), as modified based on the Company’s relative total shareholder return percentile rank for the Performance Period (the date of the Committee’s determination for each performance goal, the “vesting date”), subject to the Grantee’s

continued employment with the Employer through the applicable vesting date, except as provided in Section 3(b) or 3(c) of this Agreement. Subject to Sections 3(b) and 3(c) of this Agreement, any EVG Performance RSUs that do not become vested as of the applicable vesting date, in accordance with Schedule A, as determined by the Committee, shall be forfeited to the Company without payment of any consideration therefor.

- (c) Adjusted EPS Performance RSUs. In accordance with Schedule A hereto, a number of Adjusted EPS Performance RSUs shall vest on the date the Committee determines the level of achievement of the Company's cash earnings per share growth for the Performance Period as modified based on the Company's relative total shareholder return percentile rank for the Performance Period, subject to the Grantee's continued employment with the Employer through the applicable vesting date, except as provided in Section 3(b) or 3(c) of this Agreement. Subject to Sections 3(b) and 3(c) of this Agreement, any Adjusted EPS Performance RSUs that do not become vested as of the applicable vesting date, in accordance with Schedule A, as determined by the Committee, shall be forfeited to the Company without payment of any consideration therefor.
- (d) Adjustment. The number of RSUs set forth in this Section 2 are subject to adjustment in accordance with the terms of this Agreement and the Plan.
- (e) Notification. The Company shall promptly notify the Grantee of the Committee's determination of achievement of the performance goals applicable to the Performance-Based RSUs pursuant to Sections 2(b) and 2(c) of this Agreement.

3. Cessation of Employment; Change of Control.

- (a) Forfeiture. If the Grantee's employment with the Employer terminates for any reason other than those set forth in Section 3(b) of this Agreement, then (i) all rights of the Grantee with respect to the RSUs that have not vested shall immediately terminate, (ii) any such unvested RSUs and all rights therein shall be forfeited without payment of any consideration, and (iii) neither the Grantee nor any of the Grantee's successors, heirs, assigns, or personal representatives shall thereafter have any further rights or interests in such unvested RSUs.
- (b) Accelerated Vesting upon Certain Terminations of Employment.
 - (i) With respect to the Time-Based RSUs, if the Grantee's employment is terminated prior to any applicable vesting date set forth in Section 2(a), (A) by the Employer for reasons other than Cause (as defined in this Agreement or the Grantee's employment agreement, if applicable) or (B) if applicable, pursuant to the Grantee's employment agreement, by the Grantee for good reason (as defined therein), the vesting of such Time-Based RSUs will immediately accelerate as of the date of such termination with respect to a portion of the unvested RSUs subject thereto in an amount equal to (A) the total number of Time-Based RSUs granted pursuant to this Agreement multiplied by a fraction, the numerator of which is the number of days the Grantee was employed from the Date of Grant to the date of such termination, and the denominator of which is the number of days from the Date of Grant to the next vesting date that is scheduled to occur (as set forth in Section 2(a)) following such termination, less (B) the number of Time-Based RSUs granted pursuant to this Agreement that vested prior to the date of such termination, if any. Upon such termination of the Grantee's employment, any Time-Based RSUs awarded above the amount that becomes vested pursuant to this Section 3(b)(i) will be forfeited to the Company without payment of any consideration therefor.
 - (ii) With respect to the Performance-Based RSUs, if the Grantee's employment is terminated prior to the end of the Performance Period (A) by the Company for reasons other than Cause, or (B) if applicable, pursuant to the Grantee's employment agreement, by the Grantee for good reason (as defined therein), the Performance-Based RSUs shall immediately accelerate as of the date of such

termination with respect to a portion of the unvested Performance-Based RSUs subject thereto in an amount equal to the total number of Performance-Based RSUs granted pursuant to this Agreement that would vest based upon the actual level of performance achieved in accordance with Schedule A hereto measured through the end of the fiscal quarter that precedes the date of such termination, and pro-rated for the number of days during which the Grantee was employed beginning on the commencement date of the Performance Period and ending on such date of termination. Upon such termination of the Grantee's employment, any Performance-Based RSUs awarded above the amount that becomes vested pursuant to this Section 3(b)(ii) will be forfeited to the Company without payment of any consideration therefor.

For purposes of this Section 3(b), a termination of employment by the Company for reasons other than Cause shall include a termination due to death or Disability of the Grantee.

- (a) Accelerated Vesting upon Change of Control. In the event of a Change of Control and upon termination without cause or resignation for good reason:
- (i) All of the Time-Based RSUs, to the extent not then-vested, will immediately vest as of the date of such Change of Control.
 - (ii) A number of Performance-Based RSUs will immediately vest in an amount equal to the greater of (A) the number of Performance-Based RSUs that would vest assuming achievement of performance goals at the target level of performance as set forth on Schedule A hereto, or (B) the number of Performance-Based RSUs that would otherwise vest based on actual performance measured immediately prior to the Change of Control, as determined by the Committee in accordance with Schedule A hereto. Upon such Change of Control, any Performance-Based RSUs awarded above the amount that becomes vested pursuant to this Section 3(c) will be forfeited to the Company without payment of any consideration therefor.

4. Voting and Dividend Equivalent Rights. The Grantee shall have no rights of a stockholder (including the right to distributions or dividends) until shares of Common Stock are delivered to the Grantee following vesting of the RSUs in accordance with Section 5 hereof.

5. Delivery of Stock.

- (a) Any shares of Common Stock in respect of Time-Based RSUs that have vested in accordance with Section 2(a) of this Agreement and any shares of Common Stock in respect of Performance-Based RSUs that have vested in accordance with Schedule A of this Agreement, in each case, shall be delivered to the Grantee by no later than thirty (30) business days following the applicable vesting date. No physical certificates evidencing the shares of Common Stock delivered in settlement of vested RSUs will be delivered to the Grantee. Instead, the shares of Common Stock delivered in settlement of vested RSUs will be evidenced by certificates held by or on behalf of the Company, in book-entry form, or otherwise, as determined by the Company.
- (b) The Grantee further acknowledges and agrees that any shares of Common Stock that are delivered upon settlement of the Time-Based RSUs in accordance with Section 5(a) hereof, shall not be sold, assigned, transferred, pledged, hypothecated or otherwise disposed of by the Grantee until the earlier of (i) the date on which the Committee determines the extent to which the performance goals for the Performance-Based RSUs have been achieved for the Performance Period, or (ii) the occurrence of a Change of Control (in either case, the "Lapse Date"). Subject to Section 5(c) below, following the occurrence of the Lapse Date, such shares of Common Stock shall be freely transferable by the Grantee.

- (c) By accepting the RSUs, the Grantee agrees not to sell shares of Common Stock delivered in settlement of any vested RSUs at a time when applicable laws or the Company's rules prohibit a sale. This restriction will apply as long as the Grantee is an Eligible Participant (as defined in the Plan).
 - (d) Notwithstanding the foregoing, all of the RSUs will be automatically forfeited by the Grantee if the Grantee causes "Harm" (as defined below) to the Company prior to settlement. For purposes of this Agreement, "Harm" includes, any actions that adversely affect the Company's financial standing, reputation, or products, or any actions involving personal dishonesty, a felony conviction related to the Company, or any material violation of any confidentiality or non-competition agreement with the Company, as determined in Company's sole discretion.
 - (e) The Company shall have the right to refuse to deliver or transfer any shares of Common Stock under this Agreement if the Company acting in its absolute discretion determines that the issuance or transfer of such Common Stock might violate any applicable law or regulation.
6. **Taxes.** The Grantee shall pay to the Company promptly upon request, at the time the Grantee recognizes taxable income in respect of the RSUs, an amount equal to the federal, state and/or local taxes the Company determines it is required to withhold under applicable tax laws with respect to the RSUs. In lieu of collecting payment from the Grantee, the Company may, in its discretion, withhold a number of shares of Common Stock otherwise deliverable upon settlement of vested RSUs with a fair market value equal to the amount of federal, state and local taxes required to be withheld under tax laws applicable for the Grantee's taxing jurisdiction (but only up to the maximum amount allowed under such applicable taxing jurisdiction). The Grantee understands that the Grantee (and not the Company) shall be responsible for any tax liability that may arise as a result of the transactions contemplated by this Agreement.
7. ***Data Privacy.*** *The Grantee hereby explicitly and unambiguously consents to the collection, use and transfer, in electronic or other form, of the Grantee's personal data as described in this Agreement and any other Grant materials by and among, as applicable, the Company and the Employer for the exclusive purpose of implementing, administering and managing participation in the Plan. The Grantee understands that the Company and any Employer may hold certain personal information about the Grantee, including, but not limited to, the Grantee's name, home address and telephone number, date of birth, social insurance number or other identification number, salary, nationality, job title, any shares of stock or directorships held in the Company, details of all options or any other entitlement to shares of Common Stock awarded, canceled, exercised, vested, unvested or outstanding in the Grantee's favor ("Data"), for the exclusive purpose of implementing, administering and managing the Plan. The Grantee understands that Data will be transferred to a third party stock plan service provider as may be selected by the Company in the future, which is assisting the Company with the implementation, administration and management of the Plan. The Grantee understands that the recipients of the Data may be located in the United States or elsewhere, and that the recipient's country (e.g., the United States) may have different data privacy laws with a lower level of protection than the Grantee's country. The Grantee understands that he or she may request a list with the names and addresses of any potential recipients of the Data by contacting his or her local human resources representative. The Grantee authorizes the Company, and any other possible recipients which may assist the Company (presently or in the future) with implementing, administering and managing the Plan to receive, possess, use, retain and transfer the Data, in electronic or other form, for the sole purposes of implementing, administering and managing the Grantee's participation in the Plan. The Grantee understands that Data will be held only as long as is necessary to implement, administer and manage the Grantee's participation in the Plan. The Grantee understands that he or she may, at any time, view Data, request additional*

information about the storage and processing of Data, require any necessary amendments to Data or refuse or withdraw the consents herein, in any case without cost, by contacting in writing his or her local human resources representative. Further, the Grantee understands that he or she is providing the consents herein on a purely voluntary basis. If the Grantee does not consent, or if the Grantee later seeks to revoke his or her consent, the Grantee's continuous employment and career with the Company or the Employer will not be adversely affected; the only adverse consequence of refusing or withdrawing consent is that the Company would not be able to grant the Grantee restricted stock units or other equity awards or administer or maintain such awards. Therefore, the Grantee understands that refusing or withdrawing consent may affect his or her ability to participate in the Plan. For more information on the consequences of the Grantee's refusal to consent or withdrawal of consent, the Grantee understands that he or she may contact his or her local human resources representative.

8. Definitions. As used in this Agreement:

- (a) "Beneficial Owner" shall have the meaning set forth in Rule 13d-3 under the Exchange Act.
- (b) "Cause" shall mean the Grantee's (i) gross negligence, (ii) willful misconduct, (iii) breach of fiduciary duty involving personal profit, (iv) substance abuse, (v) commission of a felony or (vi) any action that constitute Harm.
- (c) "Change of Control" shall mean the occurrence of any of the following events:
 1. any Person (as defined below) becomes the beneficial owner directly or indirectly (within the meaning of Rule 13d-3 under the Exchange Act) of more than 35% of the Company's then outstanding voting securities (measured on the basis of voting power);
 2. individuals who, as of the Effective Date (as defined in the Plan), constituted the Board (the "Incumbent Board") cease for any reason to constitute at least a majority of the Board; provided, however, that any individual becoming a director subsequent to the Effective Date whose election, or nomination for election by the Company's stockholders, was approved by a vote of at least a majority of the directors then comprising the Incumbent Board shall be considered as though such individual were a member of the Incumbent Board, but excluding for this purpose any such individual whose initial assumption of office occurs as a result of either an actual or threatened election contest (as such terms are used in Rule 14a-11 of Regulation 14A promulgated under the Exchange Act) or other actual or threatened solicitation of proxies or consents by or on behalf of a Person other than the Board;
 3. there is consummated a merger or consolidation, other than (i) a merger or consolidation immediately following which the voting securities of the Company outstanding immediately prior thereto continue to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or any parent thereof), in combination with the ownership of any trustee or other fiduciary holding securities under an employee benefit plan of the Company, at least 50% of the combined voting power of the voting securities of the Company, such surviving entity or any parent thereof outstanding immediately after such merger or consolidation, or (ii) a merger or consolidation effected to implement a recapitalization of the Company (or similar transaction) in which no Person acquires more than 35% of the combined voting power of the Company's then outstanding securities; or
 4. the stockholders of the Company approve a plan of complete liquidation or dissolution of the Company or there is consummated an agreement for the sale or disposition by the Company of all or substantially all of the Company's assets.

Notwithstanding the foregoing, (x) a “Change of Control” shall not be deemed to have occurred by virtue of the consummation of any transaction or series of integrated transactions immediately following which the record holders of the common stock of the Company immediately prior to such transaction or series of transactions continue to have substantially the same proportionate ownership in an entity which owns all or substantially all of the assets of the Company immediately following such transaction or series of transactions; and (y) to the extent the RSUs subject to the Grant constitute deferred compensation under Section 409A of the Code, and to the extent required to avoid accelerated taxation and/or tax penalties under Section 409A of the Code, a Change of Control shall be deemed to have occurred under the Plan with respect to the RSUs only if a change in the ownership or effective control of the Company or a change in ownership of a substantial portion of the assets of the Company shall also be deemed to have occurred under Section 409A of the Code.

(d) “Disability” shall mean the Grantee’s physical or mental condition that renders the Grantee unable to substantially perform for a period of 90 aggregate days (regardless of whether or not continuous) during any 360 day period, Grantee’s regular responsibilities to the Company or the Employer, with or without a reasonable accommodation.

(e) “Exchange Act” shall mean the Securities Exchange Act of 1934, as amended from time to time.

(f) “Person” shall have the meaning given in Section 3(a)(9) of the Exchange Act, as modified and used in Sections 13(d) and 14(d) thereof, except that such term shall not include (i) the Company or any of its subsidiaries, (ii) a trustee or other fiduciary holding securities under an employee benefit plan of the Company or any of its subsidiaries or affiliates, (iii) an underwriter temporarily holding securities pursuant to an offering of such securities, or (iv) a corporation owned, directly or indirectly, by the stockholders of the Company in substantially the same proportions as their ownership of stock of the Company.

9. Retained Discretion of the Committee. In applying the vesting criteria applicable to the Performance-Based RSUs, the Committee may adjust enterprise value growth and earnings per share growth in its sole discretion.

10. Incorporation of Plan. This Agreement is made under the provisions of the Plan (which is incorporated herein by reference) and shall be interpreted in a manner consistent with it. To the extent that this Agreement is silent with respect to, or in any way inconsistent with, the terms of the Plan, the provisions of the Plan shall govern and this Agreement shall be deemed to be modified accordingly.

11. Notices. Any notices required or permitted hereunder shall be addressed to the Company, at its principal offices, or to the Grantee at the address then on record with the Company, as the case may be, and deposited, postage prepaid, in the United States mail. Either party may, by notice to the other given in the manner aforesaid, change his or its address for future notices.

12. Successor. This Agreement shall bind and inure to the benefit of the Company, its successors and assigns, and the Grantee and his personal representatives and beneficiaries.

13. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware. The Board shall have final authority to interpret and construe the Plan and this Agreement and to make any and all determinations under them, and its decision

shall be binding and conclusive upon the Grantee and his personal and legal representatives in respect of any questions arising under the Plan or this Agreement.

14. Recoupment. The RSUs shall be subject to any clawback or recoupment policies of the Company as in effect from time to time, or as otherwise required by law or the NASDAQ Stock Market Rules.

15. Section 409A. The RSUs awarded pursuant to this Agreement are intended to be exempt from, or, in the alternative, comply with Code Section 409A. Any reference to a termination of employment shall be construed as a “separation from service” for purposes of Code Section 409A. If, at the time of Grantee’s separation from service (within the meaning of Code Section 409A), (i) the Grantee is a specified employee (within the meaning of Section 409A and using the identification methodology selected by the Company from time to time) and (ii) the Company shall make a good faith determination that an amount payable hereunder constitutes deferred compensation (within the meaning of Code Section 409A) the payment of which is required to be delayed pursuant to the six-month delay rule set forth in Section 409A in order to avoid taxes or penalties under Section 409A, then the Company shall not pay such amount on the otherwise scheduled payment date pursuant to Section 5(a) of this Agreement but shall instead pay it, without interest, on the first business day after such six-month period or, if earlier, upon the Grantee’s death. Neither the Grantee nor the Company, individually or in combination, may accelerate any payment or benefit that is subject to Code Section 409A, except in compliance with Code Section 409A and the provisions of this Agreement and Schedule A hereto, and no amount that is subject to Code Section 409A shall be paid prior to the earliest date on which it may be paid without violating Code Section 409A. Each payment of shares of Common Stock upon settlement of the RSUs under this Agreement, and each payment or benefit payable pursuant to the terms of the benefit plans, programs and policies of the Company, shall be considered a separate payment for purposes of Code Section 409A.

16. No Assignment; Transferability. Notwithstanding anything to the contrary in this Agreement, neither this Agreement nor any rights granted herein shall be transferable or assignable by the Grantee. No rights granted under the Plan or this Agreement and no RSU granted pursuant to this Agreement shall be transferable by the Grantee other than by will or by the laws of descent and distribution prior to the time the Grantee’s interest in such RSU has become fully vested and the shares of Common Stock subject to such RSU have been delivered to the Grantee. Notwithstanding anything in this Agreement to the contrary, if the Grantee dies after the RSUs vest and before the shares of Common Stock subject thereto has been delivered to the Grantee, then the shares of Common Stock will instead be delivered to the Grantee’s beneficiary.

[Signature Page Follows]

IN WITNESS WHEREOF, the Parties have executed this Agreement on the day and year first above written.

THE MIDDLEBY CORPORATION

By

Name:

Title:

The undersigned hereby accepts and agrees to all the terms and provisions of the foregoing Agreement.

Grantee

Address

[Signature Page to Restricted Stock Unit Award Agreement]

Schedule A

Performance-Based RSUs

This Schedule A shall be incorporated in and form a part of the Restricted Stock Unit Award Agreement to which this Schedule A is attached (the “Agreement”). Capitalized terms not otherwise defined herein shall have the meanings set forth in the Agreement.

1. Performance Goals. Subject to and conditioned upon the Grantee’s continued employment with the Employer through the end of the Performance Period, except as provided in Section 3(b) or 3(c) of the Agreement, the Performance-Based RSUs shall become vested based on the Company’s achievement of enterprise value (“EV”) growth and adjusted earnings per share (“Adjusted EPS”) growth, each as set forth in Table 1 below, as modified by the Company’s relative total shareholder return percentile rank during the Performance Period.
 - (a) EVG Performance RSUs. The EVG Performance RSUs shall conditionally vest based on the achievement of enterprise value growth as set forth in Table 1 below relating to the Performance Period in an amount equal to (x) the target number of EVG Performance RSUs awarded, multiplied by (y) the vesting percentage set forth in Table 1 below (the “Vesting Percentage”) based on actual performance for the Performance Period measured against the EV growth goals thereunder; provided, that the number of EVG Performance RSUs earned will be further adjusted based on the Company’s Relative TSR for the Performance Period relative to the companies in the Peer Group as set forth in Table 2 below.
 - (b) Adjusted EPS Performance RSUs. The Adjusted EPS Performance RSUs shall conditionally vest based on the achievement of earnings per share growth as set forth in Table 1 below relating to the Performance Period in an amount equal to (x) the target number of Adjusted EPS Performance RSUs awarded, multiplied by (y) the Vesting Percentage set forth in Table 1 below based on actual performance for the Performance Period measured against the Adjusted EPS growth goals thereunder; provided, that the number of Adjusted EPS Performance RSUs earned will be further adjusted based on the Company’s Relative TSR for the Performance Period relative to the companies in the Peer Group as set forth in Table 2 below.
 - (c) Relative TSR Modifier. The result of the calculation of Adjusted EPS Performance RSUs and the EVG Performance RSUs, in each case, as obtained in Table 1 below shall be multiplied by the Relative TSR Modifier as set forth in Table 2 below based on the Company’s Relative TSR for the Performance Period to determine the total payout of the EVG Performance RSUs and Adjusted EPS Performance RSUs.
2. Calculation of Performance. Table 1 below sets forth the EV growth and Adjusted EPS growth goals and the corresponding Vesting Percentage, together with the percentage of threshold, target, target plus and maximum, with respect to EVG Performance RSUs and Adjusted EPS Performance RSUs, respectively, that may vest, not to exceed in the aggregate 250% of the total number of shares of Performance-Based RSUs awarded pursuant to the Agreement and subject to the application of the Relative TSR Modifier in Table 2. The attainment of the specified EV growth and Adjusted EPS growth goals and the Relative TSR Modifier as of the end of the Performance Period to which such goals relate shall be determined by the Committee after the audited results are available for such Performance Period, but in no event later than March 15th following the year which includes the last day of the Performance Period, except as otherwise provided in the Agreement. For purposes of the Agreement, the target number of EVG Performance RSUs awarded to the Grantee is [●] and the target number of Adjusted EPS Performance RSUs awarded to the Grantee is [●]. Subject to the application of the Relative TSR Modifier set forth in Table 2 below, the actual performance must meet or exceed the threshold percentage goal of EV growth set forth in Table 1 below or the threshold percentage goal of Adjusted EPS growth set forth in Table 1 below, in each case, for the Performance Period in order for any portion of the EVG Performance

RSUs or Adjusted EPS Performance RSUs, respectively, to vest. The maximum number of Performance-Based RSUs that may vest based on achievement at the maximum level of the performance goals after application of the Relative TSR Modifier is 250% of the target number of Performance-Based RSUs granted under the Agreement. The Grant is in an amount of RSUs equal to the maximum number of RSUs that may vest pursuant to this Agreement and this Schedule A, an amount which is equal to [●] RSUs. Except as otherwise provided in the Agreement, any EVG Performance RSU or Adjusted EPS Performance RSUs that do not become vested pursuant to paragraphs 1 or 2 above, respectively, shall be immediately forfeited, effective as of the end of the Performance Period, without any further action of the Company and without any consideration being paid therefor, subject to Section 3(b) or 3(c) of the Agreement, as applicable. The actual number of EVG Performance RSUs or Adjusted EPS Performance RSUs that become vested hereunder shall be rounded up to the nearest whole unit.

Performance Tables

TABLE 1					
EV Growth for Performance Period		Adjusted EPS Growth for Performance Period		Vesting Percentage (of Target)	
20% (Threshold)		15% (Threshold)		50%	
30% (Target)		25% (Target)		100%	
45% (Target Plus)		35% (Target Plus)		150%	
60% (Maximum)		50% (Maximum)		200%	

TABLE 2		
Relative TSR Modifier		
TSR Performance		Payout Modifier
Below 25 th Percentile		.75X
25 th to 75 th Percentile		1.0X
Above 75 th Percentile		1.25X

3. Determination of Performance Goals. EV growth and Adjusted EPS growth shall be determined in the discretion of the Committee administering the Plan in accordance with the accounting records of the Company. The Relative TSR Modifier will be determined based on the Company's Relative TSR Percentile Rank for the Performance Period, in accordance with Table 2 hereof.

The determination of EV growth and Adjusted EPS growth for the Performance Period is calculated as follows for each metric, (a) adding together the sum of the relevant metric for each fiscal year of the Performance Period then dividing such sum by the number of fiscal years in the Performance Period, (b) dividing the result obtained in clause (a) by each such metric as of the end of the fiscal year immediately prior to the Performance Period, and (c) then subtracting 1 from the result to arrive at a percentage. The result of this calculation will be the EV growth or Adjusted EPS growth, as applicable, for the Performance Period.

[For example, if Adjusted EPS was \$5.00 for fiscal year 2020, \$5.50 for fiscal year 2021 and \$6.00 for fiscal year 2022, the Adjusted EPS growth for the Performance Period would be $((6.00+5.50)/2)/5.00 - 1 = 15\%$.]

[For example, if EV per share was \$110 for fiscal year 2020, \$120 for fiscal year 2021 and \$125 for fiscal year 2022, the EV growth for the Performance Period would be $((120+125)/2)/110 - 1 = 11.36\%$]

4. The Committee shall have the authority to make appropriate adjustments to the EV growth and Adjusted EPS growth goals and determination of the Relative TSR Modifier in its sole discretion, including without limitation to reflect the impact of any extraordinary items not reflected in such goals.

5. Interpolation of Results. If the actual amount of EV growth or Adjusted EPS growth for the Performance Period as determined by the Committee is in between two of the numbers in Table 1, the resulting Vesting Percentage shall be derived by interpolating between the two relevant, adjacent numbers in the row corresponding to the EV growth or Adjusted EPS growth result, respectively. There is no linear interpolation between TSR percentile ranks.

6. Definitions.

For purposes of this Schedule A, the following terms have the following meanings:

(a) "Beginning Stock Price" with respect to any company means the average of the closing prices of such company's stock for each of the sixty (60) trading days ending on (and including) the day immediately prior to the first day of the Performance Period.

(b) "Ending Stock Price" with respect to any company means the average of the closing prices of such company's stock for each of the sixty (60) trading days ending on (and including) the last day of the Performance Period.

(c) "Peer Group" means the companies included in the Company's peer group as reported in the Company's most recent annual proxy statement as of the Date of Grant. A company in the Peer Group may be changed in the Committee's sole discretion with consideration of the companies included in the Company's peer group as reported in the Company's most recent annual proxy statement immediately prior to the end of the Performance Period.

(d) "Performance Period" means the period beginning on January 2, 2021 and ending on December 31, 2022.

(e) “Relative TSR” means the percentile rank of the TSR of the Company relative to the TSR of the companies in the Peer Group, in each case, for the Performance Period, equal to the product of (i) the quotient of (a) the numeric rank of Company’s TSR relative to the Peer Group, where the lowest TSR in the Peer Group is ranked number 1, and (b) the total number of companies in the Peer Group plus 1, rounded to the nearest hundredth, and (ii) 100.

(f) “TSR” as of a given date means the percentage change in the value of the Company’s Common Stock from the Beginning Stock Price to the Ending Stock Price calculated as the quotient of (i) (a) the applicable Ending Stock Price minus the applicable Beginning Stock Price, plus (b) dividends paid with respect to a record date occurring during the Performance Period, divided by (ii) the applicable Beginning Stock Price.

Schedule B

See attached.

**THE MIDDLEBY CORPORATION
2021 LONG-TERM INCENTIVE PLAN
RESTRICTED STOCK UNIT AWARD AGREEMENT FOR NON-EMPLOYEE DIRECTORS**

This RESTRICTED STOCK UNIT AWARD AGREEMENT (this “Agreement”), dated as of the ___ day of _____, 20__ (the “Date of Grant”) is entered into by and between The Middleby Corporation, a Delaware corporation (the “Company”) and [_____] (the “Grantee” and, together with the Company, the “Parties”).

RECITALS

Pursuant to The Middleby Corporation 2021 Long-Term Incentive Plan (the “Plan”), the Board of Directors of the Company (the “Board”) have determined to grant to the Grantee restricted stock units (the “RSUs”) that will settle in shares of the Company’s common stock, par value \$0.01 per share (the “Common Stock”) subject to the vesting, restrictions and other terms and conditions set forth herein, and hereby grants such RSUs.

NOW, THEREFORE, the Parties hereto agree as follows:

1. Grant of RSUs. The Company hereby grants to the Grantee [●] RSUs, pursuant to the terms and conditions of this Agreement. Each RSU represents the right to receive one (1) share of Common Stock under the terms and conditions of this Agreement.
2. Vesting. The RSUs shall become 100% vested on the first anniversary of the Date of Grant, subject to the Grantee’s continued service as a Non-Employee Director through such date, except as provided in Section 3(b) and 3(c) of this Agreement. The number of RSUs set forth in this Section 2 are subject to adjustment in accordance with the terms of this Agreement and the Plan.
3. Cessation of Service; Change of Control.
 - (a) Forfeiture. If the Grantee’s service as a Non-Employee Director ceases for any reason, then (i) all rights of the Grantee with respect to the RSUs that have not vested shall immediately terminate, (ii) any such unvested RSUs and all rights therein shall be forfeited without payment of any consideration, and (iii) neither the Grantee nor any of the Grantee’s successors, heirs, assigns, or personal representatives shall thereafter have any further rights or interests in such unvested RSUs.
 - (b) Accelerated Vesting upon Change of Control. In the event of a Change of Control while the Grantee is serving as a Non-Employee Director, all of the RSUs, to the extent not then-vested, will immediately vest as of the date of such Change of Control.
 - (c) Accelerated Vesting upon Death or Disability. In the event the Grantee ceases to be a Non-Employee Director due to death or Disability, all of the RSUs, to the extent not then-vested, will immediately vest as of the date of such death or Disability of the Grantee.
4. Voting and Dividend Equivalent Rights. The Grantee shall have no rights of a stockholder (including the right to distributions or dividends) until shares of Common Stock are delivered to the Grantee following vesting of the RSUs in accordance with Section 5 hereof.
5. Delivery of Stock.
 - (a) Any shares of Common Stock in respect of RSUs that have vested in accordance with Section 2 of this Agreement, shall be delivered to the Grantee by no later than thirty (30) business days following the applicable vesting date. No physical certificates evidencing the

shares of Common Stock delivered in settlement of vested RSUs will be delivered to the Grantee. Instead, the shares of Common Stock delivered in settlement of vested RSUs will be evidenced by certificates held by or on behalf of the Company, in book-entry form, or otherwise, as determined by the Company.

- (b) By accepting the RSUs, the Grantee agrees not to sell shares of Common Stock delivered in settlement of any vested RSUs at a time when applicable laws or the Company's rules prohibit a sale. This restriction will apply as long as the Grantee is an Eligible Participant (as defined in the Plan).
 - (c) Notwithstanding the foregoing, all of the RSUs will be automatically forfeited by the Grantee if the Grantee causes "Harm" (as defined below) to the Company prior to settlement. For purposes of this Agreement, "Harm" includes, any actions that adversely affect the Company's financial standing, reputation, or products, or any actions involving personal dishonesty, a felony conviction related to the Company, or any material violation of any confidentiality or non-competition agreement with the Company, as determined in Company's sole discretion.
 - (d) The Company shall have the right to refuse to deliver or transfer any shares of Common Stock under this Agreement if the Company acting in its absolute discretion determines that the issuance or transfer of such Common Stock might violate any applicable law or regulation.
6. Taxes. The Grantee understands that the Grantee (and not the Company) shall be responsible for any tax liability that may arise as a result of the transactions contemplated by this Agreement.
7. Data Privacy. The Grantee hereby explicitly and unambiguously consents to the collection, use and transfer, in electronic or other form, of the Grantee's personal data as described in this Agreement and any other Grant materials by and among, as applicable, the Company and the Employer for the exclusive purpose of implementing, administering and managing participation in the Plan. The Grantee understands that the Company and any Employer may hold certain personal information about the Grantee, including, but not limited to, the Grantee's name, home address and telephone number, date of birth, social insurance number or other identification number, salary, nationality, job title, any shares of stock or directorships held in the Company, details of all options or any other entitlement to shares of Common Stock awarded, canceled, exercised, vested, unvested or outstanding in the Grantee's favor ("Data"), for the exclusive purpose of implementing, administering and managing the Plan. The Grantee understands that Data will be transferred to a third party stock plan service provider as may be selected by the Company in the future, which is assisting the Company with the implementation, administration and management of the Plan. The Grantee understands that the recipients of the Data may be located in the United States or elsewhere, and that the recipient's country (e.g., the United States) may have different data privacy laws with a lower level of protection than the Grantee's country. The Grantee understands that he or she may request a list with the names and addresses of any potential recipients of the Data by contacting his or her local human resources representative. The Grantee authorizes the Company, and any other possible recipients which may assist the Company (presently or in the future) with implementing, administering and managing the Plan to receive, possess, use, retain and transfer the Data, in electronic or other form, for the sole purposes of implementing, administering and managing the Grantee's participation in the Plan. The Grantee understands that Data will be held only as long as is necessary to implement, administer and manage the Grantee's participation in the Plan. The Grantee understands that he or she may, at any time, view Data, request additional information about the storage and processing of Data, require any necessary amendments to Data or refuse or withdraw the consents herein, in any case without cost, by contacting in writing his or her local human resources representative. Further, the Grantee understands that he or she is providing the consents herein on a purely voluntary basis. If the Grantee does not consent, or if the Grantee later seeks to revoke his or her consent, the Grantee's continuous employment and career

with the Company or the Employer will not be adversely affected; the only adverse consequence of refusing or withdrawing consent is that the Company would not be able to grant the Grantee restricted stock units or other equity awards or administer or maintain such awards. Therefore, the Grantee understands that refusing or withdrawing consent may affect his or her ability to participate in the Plan. For more information on the consequences of the Grantee's refusal to consent or withdrawal of consent, the Grantee understands that he or she may contact his or her local human resources representative.

8. Definitions. As used in this Agreement:

- (a) "Beneficial Owner" shall have the meaning set forth in Rule 13d-3 under the Exchange Act.
- (b) "Cause" shall mean the Grantee's (i) gross negligence, (ii) willful misconduct, (iii) breach of fiduciary duty involving personal profit, (iv) substance abuse, (v) commission of a felony or (vi) any action that constitute Harm.
- (c) "Change of Control" shall mean the occurrence of any of the following events:
 - 1. any Person (as defined below) becomes the Beneficial Owner directly or indirectly (within the meaning of Rule 13d-3 under the Exchange Act) of more than 35% of the Company's then outstanding voting securities (measured on the basis of voting power);
 - 2. individuals who, as of the Effective Date (as defined in the Plan), constituted the Board (the "Incumbent Board") cease for any reason to constitute at least a majority of the Board; provided, however, that any individual becoming a director subsequent to the Effective Date whose election, or nomination for election by the Company's stockholders, was approved by a vote of at least a majority of the directors then comprising the Incumbent Board shall be considered as though such individual were a member of the Incumbent Board, but excluding for this purpose any such individual whose initial assumption of office occurs as a result of either an actual or threatened election contest (as such terms are used in Rule 14a-11 of Regulation 14A promulgated under the Exchange Act) or other actual or threatened solicitation of proxies or consents by or on behalf of a Person other than the Board;
 - 3. there is consummated a merger or consolidation, other than (i) a merger or consolidation immediately following which the voting securities of the Company outstanding immediately prior thereto continue to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or any parent thereof), in combination with the ownership of any trustee or other fiduciary holding securities under an employee benefit plan of the Company, at least 50% of the combined voting power of the voting securities of the Company, such surviving entity or any parent thereof outstanding immediately after such merger or consolidation, or (ii) a merger or consolidation effected to implement a recapitalization of the Company (or similar transaction) in which no Person acquires more than 35% of the combined voting power of the Company's then outstanding securities; or
 - 4. the stockholders of the Company approve a plan of complete liquidation or dissolution of the Company or there is consummated an agreement for the sale or disposition by the Company of all or substantially all of the Company's assets.

Notwithstanding the foregoing, (x) a “Change of Control” shall not be deemed to have occurred by virtue of the consummation of any transaction or series of integrated transactions immediately following which the record holders of the common stock of the Company immediately prior to such transaction or series of transactions continue to have substantially the same proportionate ownership in an entity which owns all or substantially all of the assets of the Company immediately following such transaction or series of transactions; and (y) to the extent the RSUs subject to the Grant constitute deferred compensation under Section 409A of the Code, and to the extent required to avoid accelerated taxation and/or tax penalties under Section 409A of the Code, a Change of Control shall be deemed to have occurred under the Plan with respect to the RSUs only if a change in the ownership or effective control of the Company or a change in ownership of a substantial portion of the assets of the Company shall also be deemed to have occurred under Section 409A of the Code.

(d) “Disability” shall mean the Grantee’s physical or mental condition that renders the Grantee unable to substantially perform for a period of 90 aggregate days (regardless of whether or not continuous) during any 360 day period, Grantee’s regular responsibilities to the Company or the Employer, with or without a reasonable accommodation.

(e) “Exchange Act” shall mean the Securities Exchange Act of 1934, as amended from time to time.

(f) “Person” shall have the meaning given in Section 3(a)(9) of the Exchange Act, as modified and used in Sections 13(d) and 14(d) thereof, except that such term shall not include (i) the Company or any of its subsidiaries, (ii) a trustee or other fiduciary holding securities under an employee benefit plan of the Company or any of its subsidiaries or affiliates, (iii) an underwriter temporarily holding securities pursuant to an offering of such securities, or (iv) a corporation owned, directly or indirectly, by the stockholders of the Company in substantially the same proportions as their ownership of stock of the Company.

8. Incorporation of Plan. This Agreement is made under the provisions of the Plan (which is incorporated herein by reference) and shall be interpreted in a manner consistent with it. To the extent that this Agreement is silent with respect to, or in any way inconsistent with, the terms of the Plan, the provisions of the Plan shall govern and this Agreement shall be deemed to be modified accordingly.
9. No Right to Continued Service on the Board. Neither the Plan nor this Agreement shall confer upon the Grantee any right to be retained as a Non-Employee Director of the Company or in any other capacity. Further, nothing in the Plan or this Agreement shall be construed to limit the discretion of the Company to terminate the Grantee’s service as a Non-Employee Director of the Company at any time, with or without Cause.
10. Notices. Any notices required or permitted hereunder shall be addressed to the Company, at its principal offices, or to the Grantee at the address then on record with the Company, as the case may be, and deposited, postage prepaid, in the United States mail. Either party may, by notice to the other given in the manner aforesaid, change his or its address for future notices.
11. Successor. This Agreement shall bind and inure to the benefit of the Company, its successors and assigns, and the Grantee and his personal representatives and beneficiaries.
12. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware. The Board shall have final authority to interpret and construe the Plan and this Agreement and to make any and all determinations under them, and its decision shall be

binding and conclusive upon the Grantee and his personal and legal representatives in respect of any questions arising under the Plan or this Agreement.

13. Recoupment. The RSUs shall be subject to any clawback or recoupment policies of the Company as in effect from time to time, or as otherwise required by law or the NASDAQ Stock Market Rules.
14. Section 409A. The RSUs awarded pursuant to this Agreement are intended to be exempt from, or, in the alternative, comply with Code Section 409A. Any reference to a termination of employment shall be construed as a “separation from service” for purposes of Code Section 409A. If, at the time of Grantee’s separation from service (within the meaning of Code Section 409A), (i) the Grantee is a specified employee (within the meaning of Section 409A and using the identification methodology selected by the Company from time to time) and (ii) the Company shall make a good faith determination that an amount payable hereunder constitutes deferred compensation (within the meaning of Code Section 409A) the payment of which is required to be delayed pursuant to the six-month delay rule set forth in Section 409A in order to avoid taxes or penalties under Section 409A, then the Company shall not pay such amount on the otherwise scheduled payment date pursuant to Section 5(a) of this Agreement but shall instead pay it, without interest, on the first business day after such six-month period or, if earlier, upon the Grantee’s death. Neither the Grantee nor the Company, individually or in combination, may accelerate any payment or benefit that is subject to Code Section 409A, except in compliance with Code Section 409A and the provisions of this Agreement and Schedule A hereto, and no amount that is subject to Code Section 409A shall be paid prior to the earliest date on which it may be paid without violating Code Section 409A. Each payment of shares of Common Stock upon settlement of the RSUs under this Agreement, and each payment or benefit payable pursuant to the terms of the benefit plans, programs and policies of the Company, shall be considered a separate payment for purposes of Code Section 409A.
15. No Assignment; Transferability. Notwithstanding anything to the contrary in this Agreement, neither this Agreement nor any rights granted herein shall be transferable or assignable by the Grantee. No rights granted under the Plan or this Agreement and no RSU granted pursuant to this Agreement shall be transferable by the Grantee other than by will or by the laws of descent and distribution prior to the time the Grantee’s interest in such RSU has become fully vested and the shares of Common Stock subject to such RSU have been delivered to the Grantee. Notwithstanding anything in this Agreement to the contrary, if the Grantee dies after the RSUs vest and before the shares of Common Stock subject thereto has been delivered to the Grantee, then the shares of Common Stock will instead be delivered to the Grantee’s beneficiary.

[Signature Page Follows]

IN WITNESS WHEREOF, the Parties have executed this Agreement on the day and year first above written.

THE MIDDLEBY CORPORATION

By

Name:

Title:

The undersigned hereby accepts and agrees to all the terms and provisions of the foregoing Agreement.

Grantee

Address

[Signature Page to Director Restricted Stock Unit Award Agreement]

THE MIDDLEBY CORPORATION
INSIDER TRADING COMPLIANCE PROGRAM

In order to promote compliance with applicable securities laws by The Middleby Corporation (the “Company”) and its officers, directors, employees and other related individuals, the Company has adopted the policies and procedures described in this memorandum.

I. Adoption of Insider Trading Policy.

The Company has adopted the Insider Trading Policy attached hereto as Attachment 1 (the “Policy”), which prohibits trading while in possession of material, nonpublic information regarding the Company (“Inside Information”). The Policy covers all officers, directors and employees of the Company, as well as family members of such persons, and others, in each case where such persons have or may have access to Inside Information. The Policy (and/or a summary thereof) is to be delivered to all new employees upon the commencement of their employment with the Company.

II. Designation of Certain Persons; Pre-Clearance Requirement.

A. Section 16 Individuals. The Company has determined that those persons listed on Attachment 2 hereto are the directors, executive officers and other individuals who are subject to the reporting and liability provisions of Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and the rules and regulations promulgated thereunder (“Section 16 Individuals”). The Board of Directors will periodically determine which of the Company’s officers are “executive officers” for purposes of Section 16.

B. Other Persons. The Company has determined that certain other persons have, or are likely to have, regular or special access to Inside Information in the normal course of their duties. These persons (the “Other Individuals”) include individuals that the Company may designate from time to time and who have been notified that they have been so designated.

C. Pre-Clearance Requirement. The Company has determined that the Section 16 Individuals and Other Individuals, together with members of their immediate families, members of their households, and any other person or entity they control, should be subject to the pre-clearance requirement described in Section V.A. below.

III. Establishment of Trading Window.

The Company has determined that all Section 16 Individuals and Other Individuals shall be prohibited from trading any securities or derivative securities of the Company except during a trading window. The trading window will open at the open of market on the second trading day following the date of public disclosure of the Company's financial results for a particular fiscal quarter or year and will close at the close of market two weeks prior to the end of the next fiscal quarter. In addition, the Company shall have the right to impose special black-out periods during which all Section 16 Individuals and Other Individuals will be prohibited from trading any securities or derivative securities of the Company, even though the trading window would otherwise be open. The Company may from time to time designate other individuals that are subject to these restrictions.

IV. Appointment of Insider Trading Compliance Officer.

The Company has appointed Michael D. Thompson, the Company's General Counsel & Secretary, and Brittany C. Cerwin, the Company Chief Accounting Officer, as the Company's Insider Trading Compliance Officers.

V. Duties of Insider Trading Compliance Officer.

The duties of the Insider Trading Compliance Officers, which may be delegated as determined by such Insider Trading Compliance Officer, shall include the following:

A. Pre-clearing all transactions involving the Company's securities by Section 16 Individuals and Other Individuals (including elections under employee benefit plans relating to the Company's securities) and reviewing and approving any blind trust agreements or Rule 10b5-1 trading plans in order to determine compliance with the Policy, insider trading laws, Section 16 of the Exchange Act and Rule 144 promulgated under the Securities Act of 1933, as amended (the "Securities Act").

B. Assisting in the preparation and filing of Section 16 reports (Forms 3, 4 and 5) for all Section 16 Individuals.

C. Serving as the designated recipient at the Company of copies of reports filed with the SEC by Section 16 Individuals under Section 16 of the Exchange Act.

D. Performing periodic cross-checks of available materials, which may include Forms 3, 4 and 5, Form 144, director and officer questionnaires, and reports received from the Company's stock administrator and transfer agent, to determine trading activity by officers, directors and others who have, or may have, access to Inside Information.

E. Circulating the Policy (and/or a summary thereof) to all officers, directors and employees, and providing the Policy and other appropriate materials to new officers, directors and others who have, or may have, access to Inside Information.

F. Assisting the Company in implementation of the Policy.

G. Coordinating with outside counsel regarding compliance activities with respect to Rule 144 requirements and regarding changing requirements and recommendations for compliance with Section 16 of the Exchange Act and insider trading laws to ensure that the Policy is amended as necessary to comply with such requirements.

ATTACHMENT 1

THE MIDDLEBY CORPORATION INSIDER TRADING POLICY

The purpose of this Insider Trading Policy (the “Policy”) is to promote compliance with applicable securities laws by The Middleby Corporation and its subsidiaries and affiliates (collectively, the “Company”) and all of its officers, directors, employees and other related individuals in order to preserve the reputation and integrity of the Company and of all persons affiliated with it. Any capitalized terms used but not otherwise defined in this Policy have the meanings assigned in the Insider Trading Compliance Program (the “Compliance Program”) to which this Policy is attached.

Inquiries

Any person who has a question about this Policy or its application may obtain additional guidance from Michael D. Thompson, the Company’s General Counsel & Secretary, who can be reached by telephone at (847) 429-7792 or by e-mail at mthompson@middleby.com, or Brittany C. Cerwin, the Company’s Chief Accounting Officer, who can be reached by telephone at (847) 429-7506 or by e-mail at beerwin@middleby.com, or. Ultimately, however, the responsibility for adhering to this Policy rests with the individual person.

Applicability of Policy

This Policy applies to all officers, directors and employees of the Company who receive or have access to Material Nonpublic Information (as defined below) regarding the Company. This group of people, members of their immediate families, members of their households and any other person or entity controlled by a person covered by this Policy are sometimes referred to in this Policy as “Insiders.” This Policy also applies to any person who receives Material Nonpublic Information from any Insider. The Company may also determine that other persons should be subject to this Policy, such as contractors or consultants who have access to Material Nonpublic Information.

Statement of Policy

It is the policy of the Company to oppose the misuse of Material Nonpublic Information in securities trading and the unauthorized disclosure of any nonpublic information acquired in the work-place.

Specific Trading Prohibitions

1. General Prohibition on Trading on Material Nonpublic Information. No officer, director or employee of the Company or any other person subject to this Policy may, directly or indirectly, engage in any transaction in Company Securities (as defined below), except as otherwise specified in this Policy, at any time he or she possesses Material Nonpublic Information concerning the Company. **It is illegal for you to trade while in possession of Material Nonpublic Information, including situations in which you are aware of major developments that have not yet been publicly announced by the Company.**

This Policy applies to all transactions in the Company's securities, including common stock, options for common stock, debt securities and any other securities the Company may issue from time to time, such as preferred stock, warrants and convertible debentures, as well as derivative securities relating to the Company's stock, whether or not issued by the Company, such as exchange-traded options or swaps (collectively referred to in this Policy as "Company Securities").

Transactions that may be necessary or justifiable for independent reasons (such as the need to raise money for an emergency expenditure) are not excepted from this Policy. The securities laws do not recognize such mitigating circumstances, and, in any event, even the appearance of an improper transaction must be avoided to preserve the Company's reputation for adhering to the highest standards of conduct.

To avoid even the appearance of impropriety, additional restrictions on trading Company Securities apply to Section 16 Individuals and Other Individuals. These policies are set forth below under the heading "Additional Trading Guidelines and Requirements for Section 16 Individuals and Other Individuals." The Company will notify you if you are subject to these additional restrictions. The additional restrictions generally prohibit those covered individuals from trading in Company Securities during black-out periods, permit trading only during a specific trading window and require pre-clearance for all transactions in Company Securities.

2. Short Sales. Pursuant to this Policy, no Insider shall engage in a short sale of Company Securities. Furthermore, Section 16(c) of the Exchange Act prohibits officers and directors from engaging in short sales. A short sale is a sale of securities not owned by the seller or, if owned, not delivered against such sale within 20 days thereafter (a "short against the box"). Short sales may reduce a seller's incentive to seek to improve the Company's performance, and often have the potential to signal to the market that the seller lacks confidence in the Company's prospects. Transactions in certain put and call options for Company Securities may in some instances constitute a short sale.

3. Publicly-Traded Options. A transaction in options is, in effect, a bet on the short-term movement of Company Securities and therefore may create the appearance that the Insider is trading based on Inside Information. Transactions in options also may focus the Insider's attention on short-term performance at the expense of the Company's long-term objectives. Accordingly, transactions in puts, calls, warrants or similar

instruments or other derivative securities, on an exchange or in any other organized market, are prohibited by this Policy.

4. Hedging Transactions. Certain forms of hedging or monetization transactions, such as zero-cost collars and forward sale contracts, allow an individual to lock in much of the value of his or her securities holdings, often in exchange for all or part of the potential for upside appreciation in the security. These transactions allow the individual to continue to own the covered securities, but without the full risks and rewards of ownership. When that occurs, the individual may no longer have the same objectives as the Company's other shareholders. Therefore, you are prohibited from engaging in such transactions.

5. Margin Accounts and Pledges. Securities held in a margin account may be sold by the broker without the customer's consent if the customer fails to meet a margin call. Similarly, securities pledged (or hypothecated) as collateral for a loan may be sold in foreclosure if the borrower defaults on the loan. Because a margin sale or foreclosure sale may occur at a time when the pledgor is aware of Material Nonpublic Information or otherwise is not permitted to trade in Company Securities, officers, directors and other employees are prohibited from pledging Company Securities pursuant to which such securities could be sold to meet a margin call or pledging Company Securities as collateral for a loan.

6. Tipping. It is illegal and a violation of this Policy to disclose ("tip") Material Nonpublic Information to any other person (including family members) if you know or have reason to believe that the person will misuse such information for his or her profit by trading in the securities of companies to which such information relates or passing such information to others who will trade. This applies regardless of whether the "tippee" is related to the Insider or is an entity, and regardless of whether you receive any monetary benefit from the tippee. In addition, no Insider or related person may make recommendations or express opinions on the basis of Material Nonpublic Information as to trading in Company Securities.

7. Post-Termination Transactions. This Policy continues to apply to your transactions in Company Securities even after you have terminated employment with the Company. If you are in possession of Material Nonpublic Information when your employment terminates, you may not trade in Company Securities until that information has become public or is no longer material. The pre-approval procedures specified in the section below captioned "Pre-clearance of Trades", however, will cease to apply to transactions in Company Securities at the beginning of the first full open trading window following the termination of service. Please note that certain legal requirements may also continue to apply to your transactions in Company Securities following your termination of employment or service, including under Section 16 of the Exchange Act and Rule 144 under the Securities Act.

Potential Criminal and Civil Liability and/or Disciplinary Action

1. Liability for Insider Trading. In the United States and many other countries, the personal consequences to you of illegally trading securities while in possession of Material Nonpublic Information can be severe. Besides requiring disgorgement of profits gained or losses avoided, there are substantial civil and criminal penalties which may be assessed for insider trading. Penalties could include imposition of a penalty of up to three

times the illicit windfall. In addition, pursuant to federal and state securities laws, Insiders may be subject to penalties of up to \$5,000,000 and up to 20 years in jail for engaging in transactions in Company Securities at a time when they have knowledge of Material Nonpublic Information regarding the Company.

If you are located or engaged in dealings outside the U.S., be aware that laws regarding insider trading and similar offenses differ from country to country. Employees must abide by the laws in the country where located. However, you are required to comply with this Policy even if local law is less restrictive. If a local law conflicts with this Policy, you must consult with the Insider Trading Compliance Officer.

2. Liability for Tipping. Liability may also be imposed for improper transactions by any person (commonly referred to as a “tippee”) to whom an Insider has disclosed Material Nonpublic Information regarding the Company or to whom an Insider has made recommendations or expressed opinions on the basis of such information as to trading in Company Securities. Both the disclosing person (i.e., the “tipper”) and the tippee can be held liable for violations of this nature. The Securities and Exchange Commission (the “SEC”) has imposed large penalties even when the tipper did not profit from the trading or when the profits from the trading were small. The SEC, the stock exchanges and other governmental authorities use sophisticated electronic surveillance techniques to uncover insider trading.

3. Possible Disciplinary Actions. Subject to applicable law, officers and employees of the Company who violate this Policy shall also be subject to disciplinary action by the Company, which may include ineligibility for future participation in the Company’s equity incentive plans or termination of employment.

Additional Trading Guidelines and Requirements for Section 16 Individuals and Other Individuals

1. Black-Out Period and Trading Window. The period beginning at the close of the market two weeks prior to the end of each fiscal quarter and ending at the open of market on the second Trading Day (as defined below) following the date of public disclosure of the financial results for that fiscal quarter (a “black-out period”) is a particularly sensitive period of time for transactions in Company Securities from the perspective of compliance with applicable securities laws. This sensitivity is due to the fact that Section 16 Individuals and Other Individuals will often possess Material Nonpublic Information about the expected financial results for the fiscal quarter during the black-out period. To ensure compliance with this Policy and applicable federal and state securities laws, all Section 16 Individuals and Other Individuals are prohibited from trading during the black-out period (except as specified by this Policy). In other words, these persons may only conduct transactions in Company Securities during the period commencing at the open of market on the second Trading Day following the date of public disclosure of the financial results for a particular fiscal quarter or year and continuing until the close of market two weeks prior to the end of the next fiscal quarter (a “trading window”). The term “Trading Day” shall

mean a day on which the national stock exchanges and the NASDAQ Stock Market (“NASDAQ”) are open for trading.

The prohibition against trading during the black-out period encompasses the fulfillment of “limit orders” by any broker and the brokers with whom any such limit order is placed must be so instructed at the time it is placed.

2. Event-Specific Black-Out Period. From time to time, the Company may also prohibit all Section 16 Individuals and Other Individuals, as well as certain other designated employees of the Company from trading Company Securities because of material developments known to the Company and not yet disclosed to the public. In such event, the Company may impose an event-specific black-out period during which all Section 16 Individuals, Other Individuals and other designated employees of the Company may not engage in any transaction involving the purchase or sale of Company Securities and should not disclose to others the fact of such suspension of trading. The existence of an event-specific black-out period will not be announced. If, however, a person whose trades are subject to pre-clearance requests permission to trade in Company Securities during an event-specific black-out, the Insider Trading Compliance Officer will inform the requesting person of the existence of a black-out period, without disclosing the reason for the black-out. The Company would re-open the trading window at the open of market on the second Trading Day following the date of public disclosure of the information, or at such time as the information is no longer material.

Even when the trading window is open, any person possessing Material Nonpublic Information concerning the Company must not engage in any transactions in Company Securities until such information has been known publicly for at least two Trading Days, whether or not the Company has recommended a suspension of trading to that person. Trading in Company Securities during the trading window should not be considered a “safe harbor,” and all officers, directors, employees and other persons subject to this Policy are responsible for making sure that he or she does not engage in transactions in Company Securities while in possession of Material Nonpublic Information.

2. Pre-clearance of Trades. The Company has determined that all Section 16 Individuals and Other Individuals must refrain from trading in Company Securities, even during the trading window, without first complying with the Company’s “pre-clearance” process. This Policy also applies to members of the immediate family and households of, and any other person or entity controlled by, such persons. Each such person should contact an Insider Trading Compliance Officer prior to commencing any trade in Company Securities. The Insider Trading Compliance Officer will consult as necessary with senior management of the Company before clearing any proposed trade. Each pre-clearance expires after three (3) Trading Days (including the day of approval), upon the imposition of an event-specific black-out period by the Company or upon notification that the pre-clearance has been revoked.

When a request for pre-clearance is made, the requestor should carefully consider whether he or she may be aware of any Material Nonpublic Information about the Company, and should describe fully those circumstances to the Company's Insider Trading Compliance Officer. The requestor should also indicate whether he or she has effected any non-exempt "opposite-way" transactions within the past six (6) months, and should be prepared to report the proposed transaction on an appropriate Form 4 or Form 5. The requestor should also be prepared to comply with SEC Rule 144 and file Form 144, if necessary, at the time of any sale.

Individual Responsibility

Every officer, director and employee has the individual responsibility to comply with this Policy against insider trading. Accordingly, you should make your family and household members aware of the need to confer with you before they trade in Company Securities, and you should treat all such transactions for the purposes of this Policy and applicable securities laws as if the transactions were for your own account. In all cases, the responsibility for determining whether an individual is in possession of Material Nonpublic Information rests with that individual, and any action on the part of the Company or any other employee pursuant to this Policy (or otherwise) does not in any way constitute legal advice or insulate an individual from liability under applicable securities laws.

An Insider may, from time to time, have to forego a proposed transaction in Company Securities even if he or she planned to make the transaction before learning of the Material Nonpublic Information and even though the Insider believes he or she may suffer an economic loss or forego anticipated profit by waiting.

Reporting Violations/Seeking Advice

You should refer suspected violations of this Policy to an Insider Trading Compliance Officer using the contact information above. In addition, if you:

- receive Material Nonpublic Information that you are not authorized to receive or that you do not legitimately need to know to perform your employment responsibilities, or
- receive confidential information and are unsure if it is within the definition of Material Nonpublic Information or whether its release might be contrary to a fiduciary or other duty or obligation,

you should not share it with anyone. To seek advice about what to do under those circumstances, you should contact an Insider Trading Compliance Officer. Consulting your colleagues can have the effect of exacerbating the problem. Containment of the information, until the legal implications of possessing it are determined, is critical.

Applicability of Policy to Inside Information Regarding Other Companies

This Policy and the guidelines described herein also apply to Material Nonpublic Information relating to other companies, including the Company's customers, vendors or suppliers ("business partners"), when that information is obtained in the course of employment with, or other services performed on behalf of, the Company. Civil and criminal penalties, and termination of employment, may result from trading on inside information regarding the Company's business partners. All officers, directors and employees should treat Material Nonpublic Information about the Company's business partners with the same care required with respect to information related directly to the Company.

Definition of Material Nonpublic Information

It is not possible to define all categories of material information. However, information should be regarded as material if there is a substantial likelihood that a reasonable investor would consider the information important in making an investment decision to purchase, hold or sell Company Securities or the information, if made public, likely would affect the market price of Company Securities.

There is no bright-line standard for assessing materiality; rather, materiality is based on an assessment of all the facts and circumstances. Some examples of categories of information that are particularly sensitive and, as a general rule, should always be considered material are:

- Financial results or estimates, or changes to previously released results or estimates
- Known but unannounced earnings results
- Execution, termination or deferral of significant contracts
- New product or service announcements of a significant nature
- Pending or proposed major corporate partnering transactions, joint ventures, mergers or other acquisitions
- Dispositions or acquisitions of significant assets
- A significant cybersecurity incident
- Impending bankruptcy or financial liquidity problems
- Patent or other intellectual property milestones
- Changes in dividend policy
- Stock splits
- New equity or debt offerings
- Purchases or redemptions of Company Securities
- Positive or negative developments in outstanding litigation
- Significant litigation exposure due to actual or threatened litigation
- Regulatory or governmental inquiry or investigation of the Company, its management or employees

- Major changes in senior management or the resignation of key personnel
- Extraordinary borrowing or other financing transactions out of the ordinary course
- Change in auditors or auditor notification that the Company may no longer rely on an audit report
- Any other factors that would cause the Company's financial results to be substantially different from analyst estimates

Either positive or negative information may be material. Information may be material even if it relates to future, speculative or contingent events and even if it is significant only when considered in combination with publicly available information. Because trading that receives scrutiny will be evaluated after the fact with the benefit of hindsight, questions concerning the materiality of particular information should be resolved in favor of materiality and trading should be avoided.

Information is "nonpublic" if it is not available to the general public. In order for information to be considered public, it must be widely disseminated in a manner making it generally available to investors, such as by a press release or a filing with the SEC, and sufficient time must have passed for the securities markets to digest the information. At present, the SEC does not view a website posting, by itself, as a sufficient means of public disclosure. In addition, the circulation of rumors, even if accurate and reported in the media, does not constitute effective public dissemination.

You may not attempt to "beat the market" by trading simultaneously with, or shortly after, the official release of material information. Although there is no fixed period for how long it takes the market to absorb information, out of prudence a person in possession of Material Nonpublic Information should refrain from any trading activity for at least two Trading Days following its official release.

Exceptions

There are almost no exceptions to the prohibition against insider trading. Unless specifically set forth herein, you simply cannot trade in Company Securities while in possession of Material Nonpublic Information about the Company. For example, it does not matter that the transactions in question may have been planned or committed to before the insider came into possession of the Material Nonpublic Information, regardless of the economic loss that the person may believe he or she might suffer as a consequence of not trading. In addition, please remember that there are no limits on the size of a transaction that will trigger insider trading liability; relatively small trades have in the past occasioned SEC investigations and lawsuits.

The only exceptions to this Policy are set forth below. Please note that the following are not exceptions from applicable pre-clearance requirements.

1. Stock Option Exercises. The trading restrictions in this Policy do not apply to the exercise of an employee stock option where no Company common stock is sold in the market to fund the exercise price or related taxes. The trading restrictions in this Policy do apply, however, to any sale of stock acquired upon such exercise, including as part of a broker-assisted cashless exercise of an option or any other market sale for the purpose of generating the cash needed to pay the exercise price of an option.

2. 401(k) Plan. If the Company's 401(k) plan at any time includes a Company stock fund as an investment election, the trading restrictions in this Policy will not apply to purchases of Company stock in such 401(k) plan resulting from your periodic contribution of money to any such plan pursuant to your payroll deduction election. The trading restrictions in this Policy will apply, however, to certain elections you may make under any such 401(k) plan, including (a) an initial election under the plan, (b) an election to increase or decrease the percentage of your periodic contributions that will be allocated to the Company stock fund, (c) an election to make an intra-plan transfer of an existing account balance into or out of the Company stock fund, (d) an election to borrow money against your 401(k) plan account if the loan will result in a liquidation of some or all of your Company stock fund balance, and (e) your election to pre-pay a plan loan if the pre-payment will result in allocation of loan proceeds to the Company stock fund.

3. Employee Stock Purchase Plan. The trading restrictions in this Policy do not apply to purchases of Company stock in any employee stock purchase plan resulting from your periodic contribution of money to the plan pursuant to the election you made at the time of your enrollment in the plan. The trading restrictions in this Policy also do not apply to purchases of Company stock resulting from lump-sum contributions to any such plan, provided that you elected to participate by lump-sum payment at the beginning of the applicable enrollment period. The trading restrictions in this Policy do apply to your election to participate in any plan for any enrollment period, to any changes to your payroll contributions to the plan and to your sales of Company stock purchased pursuant to the plan.

4. Restricted Stock Awards. The trading restrictions in this Policy do not apply to the vesting of restricted stock or the exercise of a tax withholding right pursuant to which you elect to have the Company withhold shares of stock to satisfy tax withholding requirements upon the vesting of any restricted stock. The trading restrictions do apply, however, to any market sale of restricted stock.

5. Other Similar Transactions. Any other purchase of Company Securities directly from the Company or sales of Company Securities directly to the Company are not subject to the trading restrictions of this Policy.

6. Gifts of Securities. Bona fide gifts of securities are not transactions subject to this Policy, unless the person making the gift has reason to believe that the recipient intends to sell Company Securities while the Insider is aware of Material Nonpublic Information, or the person making the gift is subject to the trading restrictions specified in the section entitled "Additional Trading Guidelines and Requirements for Section 16 Individuals and Other Individuals" above (in which case pre-clearance is required).

7. Blind Trust Transactions. The trading restrictions in this Policy do not apply to any transaction executed by a trustee of a blind trust established for the benefit of one or more persons subject to this Policy;

provided that (a) the trustee is not a person subject to the Policy, (b) on the date such Company Securities are deposited into the blind trust, the beneficiaries who are subject to the Policy are not in possession of Material Nonpublic Information and are in compliance with the Policy in all respects and (c) the written agreements setting forth the terms of the blind trust are approved by the Insider Trading Compliance Officer prior to the deposit of any Company Securities into the blind trust. For purposes of this exemption, a “blind trust” is an irrevocable trust in which the beneficiaries who are subject to this Policy have no control, either directly or indirectly, over any transaction executed by the third party trustee; provided that the trust documentation may contain guidelines to be followed by the trustee in connection with the disposition of Company Securities.

8. Rule 10b5-1 Trading Plans. Notwithstanding the prohibition against insider trading, Rule 10b5-1 under the Exchange Act (“Rule 10b5-1”) and Company policy permit employees to trade in Company Securities regardless of their awareness of inside information if the transaction is made pursuant to a pre-arranged written trading plan (“Trading Plan”) that was entered into when the employee was not in possession of Material Nonpublic Information and that complies with the requirements of Rule 10b5-1. An employee who wishes to enter into a Trading Plan must submit the Trading Plan to the Insider Trading Compliance Officer for his or her approval at least five days prior to the planned adoption of the Trading Plan. Trading Plans may not be adopted when the employee is in possession of Material Nonpublic Information about the Company. An employee may amend or replace his or her Trading Plan only during periods when trading is permitted in accordance with this Policy, and must submit any proposed amendment or replacement of a Trading Plan to the Insider Trading Compliance Officer for approval prior to adoption. An employee must provide notice to the Insider Trading Compliance Officer prior to terminating a Trading Plan. Employees should understand that frequent modifications or terminations of a Trading Plan may call into question the good faith of the employee in entering into the plan (and therefore may jeopardize the availability of the affirmative defense against insider trading allegations).

Guidelines Regarding Disclosure of Nonpublic Information

1. Confidentiality of Nonpublic Information. Nonpublic information relating to the Company is the property of the Company and the unauthorized disclosure of such information is forbidden. The Company’s Corporate Code of Ethics, which is posted on the Company’s web site, contains policies and guidelines regarding the safeguarding of the Company’s confidential information.

2. Responding to Requests for Information. You may find yourself the recipient of questions concerning various activities of the Company. Such inquiries can come from the media, securities analysts and others regarding the Company’s business, rumors, trading activity, current and future prospects and plans, acquisition or divestiture activities and other similar important information. Under no circumstances should you attempt to handle these inquiries without prior authorization. Only Company individuals specifically authorized to do so may answer questions about or disclose information concerning the Company.

- Refer inquiries from securities analysts, other members of the financial community, stockholders or groups or organizations for financial or other information about the Company to the Chief Financial Officer, who is responsible for coordinating and overseeing the release of such information to the investing public, analysts and others in compliance with applicable laws and regulations.
- Inquiries from the media or the press should also be referred to the Company’s Chief Financial Officer or the Company’s Investor and Public Relations Department.
- Refer inquiries from the SEC or other government or regulatory authorities to the Company’s Chief Financial Officer or the Company’s General Counsel & Secretary.

3. Regulation FD. The Company is committed to fair disclosure to investors in compliance with all applicable securities laws and regulations, including SEC Regulation FD. Regulation FD prohibits public corporations from selectively disclosing Material Nonpublic Information to securities analysts, broker-dealers, other securities market professionals and security holders who may trade on the basis of the information (“Securities Professionals”).

Whenever the Company (or any person acting on its behalf) discloses Material Nonpublic Information to Securities Professionals, the Company under Regulation FD must simultaneously make public disclosure of the information in question. If the Company learns that it has unintentionally disclosed Material Nonpublic Information, it must issue a press release making the information public within 24 hours.

For a discussion of what types of information are likely to be deemed material, see the section of this Policy entitled “Definition of Material Nonpublic Information”, above.

To avoid violation of Regulation FD, the Company must strictly adhere to disciplined procedures and recordkeeping with respect to formal and informal contacts with Securities Professionals. The Chief Financial Officer (or his or her designee) should be included in all contacts with Securities Professionals. If the Chief Financial Officer (or his or her designee) is not included in the contact, then the Chief Financial Officer (or his or her designee) must be briefed on the substance of any discussions within two hours after any such contact occurs.

ATTACHMENT 2

THE MIDDLEBY CORPORATION

PERSONNEL SUBJECT TO BLACK-OUT PERIOD, TRADING WINDOW AND PRE-CLEARANCE PROCEDURES

As of May 9, 2024

1. Directors:

Name	Title
Gordon O'Brien	Director and Chairman of the Board
Sarah Palisi Chapin	Director
Timothy J. Fitzgerald	Director and Chief Executive Officer
Cathy L. McCarthy	Director
John R. Miller III	Director
Robert A. Nerbonne	Director
Stephen R. Scherger	Director
Tejas P. Shah	Director
Nassem A. Ziyad	Director

2. Section 16 Officers (including officers who are also directors):

Timothy J. Fitzgerald	Director and Chief Executive Officer
Bryan E. Mittelman	Chief Financial Officer
James K. Pool III	Chief Technology and Operations Officer
Steve P. Spittle	Chief Commercial Officer
Brittany C. Cerwin	Chief Accounting Officer
Matthew R. Fuchsen	Chief Development Officer

3. Other Individuals Subject to Pre-Clearance of Trades:

All employees designated as Other Individuals subject to pre-clearance of trades and informed as such by Company's Insider Trading Compliance Officers

To: Michael D. Thompson and Brittany C. Cerwin
Insider Trading Compliance Officers

Fax: (847) 429-7792

Emails: mthompson@middleby.com and bcerwin@middleby.com

Dear Michael and Brittany:

I have reviewed the requirements of The Middleby Corporation Insider Trading Compliance Program and accept the terms of the program.

Specifically, I will pre-clear all transactions with Middleby compliance officers before execution and not engage in any transaction involving Middleby securities or derivative securities, or that of any other company, based on the possession of Material Nonpublic Information as defined in the Insider Trading Compliance Program.

Sincerely,

Signature

Printed Name

Date _____

Subsidiaries of The Middleby Corporation(1)

<u>Name of Subsidiary</u>	<u>State/Country of Incorporation/Organization</u>
AGA Home, Inc.	Delaware
AGA Rangemaster Group Ltd	United Kingdom
AGA Rangemaster Ltd	United Kingdom
AGA Rangemaster Properties Ltd	United Kingdom
AGA Ranges, Inc.	Delaware
AGA Rayburn Ltd	United Kingdom
Alkar Holdings, Inc.	Wisconsin
Alkar-RapidPak, Inc.	Wisconsin
American Permanent Ware Company, LLC	Delaware
Anetsberger, LLC	Delaware
ARG Corporate Services Ltd	United Kingdom
Armor Inox Holding France S.A.S.	France
Armor Inox Production S.a.r.l.	France
Armor Inox S.A.S.	France
Armor Inox Services S.A.S.	France
Armor Inox USA LLC	Delaware
Associated American Industries, LLC	Texas
Auto-Bake Acquisition Pty. Ltd	Australia
Auto-Bake Pty Ltd	Australia
Automatic Bar Controls, Inc.	Delaware
Bakers Pride Oven Company, LLC	Delaware
Baker Thermal Solutions LLC	Delaware
Beech Ovens LLC	Delaware
Beech Ovens Pty Ltd	Australia
Blue Sparq, Inc.	Florida
Brava Home, Inc.	Delaware
Britannia Kitchen Ventilation	United Kingdom
Burford Bakery Solutions Limited	United Kingdom
Burford Corp	Oklahoma
Carter-Hoffmann LLC	Delaware
Catering Equipment Industry srl	Italy
Cinoxplan, S.L.U.	Spain
Cloverleaf AM Essex, LLC	Delaware
CM Brewing Technologies, LLC	California
Cooking Solutions Group, LLC	Delaware
CookTek Induction Systems, LLC	Delaware
Colussi Ermes S.r.l.	Italy
Cozzini Middleby de Mexico, S. de R.L.de C.V.	Mexico
Cozzini, LLC	Delaware
Danfotech Holdings, LLC	Delaware

Danfotech Inc.	Missouri
DBT Holdings LLC	Delaware
Desmon S.p.A.	Italy
Emery Thompson Machine & Supply Co.	Florida
Escher Mixers S.r.l.	Italy
Evo America, LLC	Delaware
F.R. Drake Company	Delaware
Fab-Asia Inc.	Philippines
Field Service Solutions	Arkansas
Filtration Automation, LLC	Texas
Firex S.r.l.	Italy
Flavor Burst, LLC	Delaware
Follett Europe Polska sp. z.o.o.	Poland
Follett International sp. z.o.o.	Poland
Follett Products, LLC	Delaware
Food Processing Holdings Ltd	United Kingdom
G.S. Blodgett, LLC	Delaware
Globe Food Equipment Company	Ohio
Globe Food Equipment Holding Company	Delaware
Goldstein Eswood Commercial Cooking Pty Ltd	Australia
Goldstein Properties Pty Ltd	Australia
Gorreri S.r.l.	Italy
Grand Rise International Limited	Hong Kong
Grange Furniture Inc.	Delaware
Holman Cooking Equipment Inc.	Delaware
Houno A/S	Denmark
Houno Holdings LLC	Delaware
Icetro America, Inc.	California
Icetro Co. Ltd.	Korea
IMA Co. Ltd.	Korea
Imperial Machine Company Ltd	United Kingdom
Inline Filling Systems, LLC	Florida
Jade Range LLC	Delaware
J.C. Ford Company, LLC	Delaware
Josper, S.A.	Spain
Keylog S.r.l.	Italy
Kamado Joe Europe BV	Netherlands
Kamado Joe Deutchland GmbH	Germany
Kamado Joe UK Limited	United Kingdom
KJ UK Holdings Limited	United Kingdom
Kloppenbergs Products, LLC	Delaware
Lab2Fab, LLC	Delaware
LA Cornue SAS	France
Lincat Group Ltd.	United Kingdom
Lincat Limited.	United Kingdom
Marco Beverage System Limited	Ireland
Masterbuilt II, Inc.	Delaware

Masterbuilt Holdings, LLC	Delaware
Masterbuilt Outdoor IP Holdings, Inc.	Delaware
Maurer-Atmos Middleby GmbH	Germany
Maxmac	Brazil
MEP FMS Holdings, LLC	Delaware
Middleby Advantage, LLC	Delaware
Middleby Asia Ltd	Hong Kong
Middleby Canada Company, Inc.	Canada
Middleby Celfrost Innovations Pvt Ltd	India
Middleby China Corporation	Peoples Republic of China
Middleby Coffee Solutions Group, LLC	Delaware
Middleby Cozzini Brasil Equipamentos, Ltda	Brazil
Middleby Denmark Holdings ApS	Denmark
Middleby Deutschland	Germany
Middleby do Brasil Ltda	Brazil
Middleby Espana SLU	Spain
Middleby Europe SL	Spain
Middleby Foodservice Equipment Corporation	Peoples Republic of China
Middleby Food Processing Europe S.r.l.	Italy
Middleby Food Service Equipment Co., Ltd	Peoples Republic of China
Middleby Holding UK Ltd	United Kingdom
Middleby India Engineering Pvt Ltd	India
Middleby Lux Holdings SCS	Luxembourg
Middleby Luxembourg S.a.r.l.	Luxembourg
Middleby Marshall Holding, LLC	Delaware
Middleby Marshall, Inc.	Delaware
Middleby Nationals Sales LLC	Delaware
Middleby Packaging Solutions, LLC	Delaware
Middleby Philippines Corporation	Philippines
Middleby Sweden Holdings AB	Sweden
Middleby UK Ltd	United Kingdom
Middleby UK Residential Holdings	United Kingdom
Middleby Worldwide Australia Pty Ltd	Australia
Middleby Worldwide Mexico SA de CV	Mexico
Middleby Worldwide Middle East FZE	Dubai
Middleby Worldwide Philippines	Philippines
Middleby Worldwide, Inc.	Florida
Middleby XME S.L.U.	Spain
MP Equipment, LLC	Delaware
MWW Food Processing USA LLC	Delaware
New Star International Holdings, Inc.	Delaware
Newton CFV, LLC	Delaware
Newton CFV, Inc.	Delaware
Nieco, LLC	Delaware
Northland Corporation	Michigan
Pacproinc, LLC	Delaware
Novy GmBH	Germany

Novy Invest NV	Belgium
Novy Netherlands BV	Netherlands
Novy NV	Belgium
Novy SAS France	France
Pengyuan Technology (Shenzhen) Co, LTD.	Peoples Republic of China
Pitco Frialator, LLC	Delaware
Premier Specialty Brands, LLC	Delaware
Proxaut S.r.l.	Italy
Powerhouse Dynamics, LLC	Delaware
QualServ Solutions LLC	Delaware
Scanico A/S	Denmark
SD Group Intressenter (SDGI)	Sweden
Spenuzza, Inc.	California
Spooner Vicars Bakery Systems	United Kingdom
Star International Holdings, Inc.	Delaware
Star Manufacturing International Inc.	Delaware
Steel Union S.r.l.	Italy
Stewart Systems Baking, LLC	Delaware
Sveba-Dahlen Aktiebolag	Sweden
Sveba Dahlen Baltic OÜ	Estonia
Sveba-Dahlen España	Spain
Sveba-Dahlen Group AB	Sweden
Systems IV	California
Taylor Company S.r.l.	Italy
Taylor Commercial Foodservice, LLC	Delaware
Taylor Food Service Equipment Trading (Shanghai) Co. Ltd	China
The Alluvian Spa, LLC	Mississippi
The Alluvian, LLC	Mississippi
Thurne-Middleby Ltd	United Kingdom
Terry LLC	Arizona
Trade-Wind Manufacturing, LLC	Arizona
TurboChef Technologies, LLC	Delaware
ULC Holding Company	Delaware
U-Line Corporation	Wisconsin
Varimixer A/S	Denmark
Ve.Ma.C. S.r.l.	Italy
Viking Cooking Schools, LLC	Mississippi
Viking Culinary Group, LLC	Mississippi
Viking Range Brasil Participacoes Ltda	Brazil
Viking Range Corporation do Brasil Importacao e Comercio Ltda	Brazil
Viking Range, LLC	Delaware
Viking West, Inc.	California
Waterford Stanley Ltd	Ireland
Wells Bloomfield LLC	Delaware
Wild Goose Canning Technologies, LLC	Colorado
Wunder-Bar Europe S.r.o.	Czech Republic
Wunder-Bar Dispensing UK Ltd	United Kingdom

Wunder-Bar Holdings, Inc.
Wunder-Bar International, Inc.

Delaware
California

(1) Certain subsidiaries have been omitted as allowed.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-259055) pertaining to The Middleby Corporation 2021 Long-Term Incentive Plan, of our reports dated February 26, 2025, with respect to the consolidated financial statements and schedule listed in the Index at Item 8 of The Middleby Corporation and the effectiveness of internal control over financial reporting of The Middleby Corporation, included in this Annual Report (Form 10-K) for the year ended December 28, 2024.

/s/ Ernst & Young LLP

Chicago, Illinois

February 26, 2025

CERTIFICATIONS

I, Timothy J. FitzGerald, certify that:

1. I have reviewed this Annual Report on Form 10-K of The Middleby Corporation;
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 registrant's board of directors (or persons performing the equivalent function):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal 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 controls over financial reporting.

Date: February 26, 2025

/s/ Timothy J. FitzGerald

Timothy J. FitzGerald

Chief Executive Officer of The Middleby Corporation

CERTIFICATIONS

I, Bryan E. Mittelman, certify that:

1. I have reviewed this Annual Report on Form 10-K of The Middleby Corporation;
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 registrant's board of directors (or persons performing the equivalent function):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal 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 controls over financial reporting.

Date: February 26, 2025

/s/ Bryan E. Mittelman

Bryan E. Mittelman

Chief Financial Officer of The Middleby Corporation

**CERTIFICATION BY THE PRINCIPAL EXECUTIVE OFFICER OF
THE MIDDLEBY CORPORATION
PURSUANT TO RULE 13A-14(b) UNDER THE EXCHANGE ACT AND
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002 (18 U.S.C. 1350)**

This certification is being furnished pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

I, Timothy J. FitzGerald, Chief Executive Officer (principal executive officer) of The Middleby Corporation (the "Registrant"), certify, to the best of my knowledge, based upon a review of the Annual Report on Form 10-K for the period ended December 28, 2024 of the Registrant (the "Report"), that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act; and
- (2) The information contained in the Report fairly presents, in all material aspects, the financial condition and results of operations of the Registrant.

Date: February 26, 2025

/s/ Timothy J. FitzGerald

Timothy J. FitzGerald

**CERTIFICATION BY THE PRINCIPAL FINANCIAL OFFICER OF
THE MIDDLEBY CORPORATION
PURSUANT TO RULE 13A-14(b) UNDER THE EXCHANGE ACT AND
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002 (18 U.S.C. 1350)**

This certification is being furnished pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

I, Bryan E. Mittelman, Chief Financial Officer (principal financial officer) of The Middleby Corporation (the "Registrant"), certify, to the best of my knowledge, based upon a review of the Annual Report on Form 10-K for the period ended December 28, 2024 of the Registrant (the "Report"), that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act; and
- (2) The information contained in the Report fairly presents, in all material aspects, the financial condition and results of operations of the Registrant.

Date: February 26, 2025

/s/ Bryan E. Mittelman

Bryan E. Mittelman

Clawback Policy

Introduction

The Board of Directors (the “**Board**”) of The Middleby Corporation (the “**Company**”) believes that it is in the best interests of the Company and its shareholders to create and maintain a culture that emphasizes integrity and accountability and that reinforces the Company’s pay-for-performance compensation philosophy. The Board has therefore adopted this policy which provides for the recoupment of certain executive compensation in the event of an accounting restatement resulting from material noncompliance with financial reporting requirements under the federal securities laws (the “**Policy**”). This Policy is designed to comply with Section 10D of the Securities Exchange Act of 1934 (the “**Exchange Act**”).

Administration

This Policy shall be administered by the Board or, if so designated by the Board, the Compensation Committee, in which case references herein to the Board shall be deemed references to the Compensation Committee. Any determinations made by the Board shall be final and binding on all affected individuals.

Covered Executives

This Policy applies to the Company’s current and former executive officers, as determined by the Board in accordance with Section 10D of the Exchange Act and the listing standards of the national securities exchange on which the Company’s securities are listed, and such other senior executives who may from time to time be deemed subject to the Policy by the Board (“**Covered Executives**”).

Recoupment; Accounting Restatement

In the event the Company is required to prepare an accounting restatement of its financial statements due to the Company’s material noncompliance with any financial reporting requirement under the securities laws, the Board will require reimbursement or forfeiture of any excess Incentive Compensation received by any Covered Executive during the three (3) completed fiscal years immediately preceding the date on which the Company is required to prepare an accounting restatement.

Incentive Compensation

For purposes of this Policy, Incentive Compensation means any of the following; provided that, such compensation is granted, earned, or vested based wholly or in part on the attainment of a financial reporting measure:

- a. Annual bonuses and other short- and long-term cash incentives
- b. Stock options
- c. Stock appreciation rights
- d. Restricted stock
- e. Restricted stock units
- f. Performance shares
- g. Performance units

Excess Incentive Compensation: Amount Subject to Recovery

The amount to be recovered will be the excess of the Incentive Compensation paid to the Covered Executive based on the erroneous data over the Incentive Compensation that would have been paid to the Covered Executive had it been based on the restated results, as determined by the Board.

If the Board cannot determine the amount of excess Incentive Compensation received by the Covered Executive directly from the information in the accounting restatement, then it will make its determination based on a reasonable estimate of the effect of the accounting restatement.

Method of Recoupment

The Board will determine, in its sole discretion, the method for recouping Incentive Compensation hereunder which may include, without limitation:

- a. requiring reimbursement of cash Incentive Compensation previously paid;

- a. seeking recovery of any gain realized on the vesting, exercise, settlement, sale, transfer, or other disposition of any equity-based awards;
- a. offsetting the recouped amount from any compensation otherwise owed by the Company to the Covered Executive;
- a. cancelling outstanding vested or unvested equity awards; and/or
- a. taking any other remedial and recovery action permitted by law, as determined by the Board.

No Indemnification

The Company shall not indemnify any Covered Executives against the loss of any incorrectly awarded Incentive Compensation.

Interpretation

The Board is authorized to interpret and construe this Policy and to make all determinations necessary, appropriate, or advisable for the administration of this Policy. It is intended that this Policy be interpreted in a manner that is consistent with the requirements of Section 10D of the Exchange Act and any applicable rules or standards adopted by the Securities and Exchange Commission or any national securities exchange on which the Company's securities are listed.

Effective Date

This Policy shall be effective as of the date it is adopted by the Board (the "**Effective Date**") and shall apply to Incentive Compensation that is approved, awarded or granted to Covered Executives on or after that date, and shall apply to any Incentive Compensation that previously was approved, awarded or granted to Covered Executives that was made subject to any recoupment or other similar policies adopted by the Board from time to time.

Amendment; Termination

The Board may amend this Policy from time to time in its discretion and shall amend this Policy as it deems necessary to reflect final regulations adopted by the Securities and Exchange Commission under Section 10D of the Exchange Act and to comply with any rules or standards adopted by a national securities exchange on which the Company's securities are listed. The Board may terminate this Policy at any time.

Other Recoupment Rights

The Board intends that this Policy will be applied to the fullest extent of the law. The Board may require that any employment agreement, equity award agreement, or similar agreement entered into on or after the Effective Date shall, as a condition to the grant of any benefit thereunder, require a Covered Executive to agree to abide by the terms of this Policy. Any right of recoupment under this Policy is in addition to, and not in lieu of, any other remedies or rights of recoupment that may be available to the Company pursuant to the terms of any similar policy in any employment agreement, equity award agreement, or similar agreement and any other legal remedies available to the Company.

Impracticability

The Board shall recover any excess Incentive Compensation in accordance with this Policy unless such recovery would be impracticable, as determined by the Board in accordance with Rule 10D-1 of the Exchange Act and the listing standards of the national securities exchange on which the Company's securities are listed.

Successors

This Policy shall be binding and enforceable against all Covered Executives and their beneficiaries, heirs, executors, administrators or other legal representatives.