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

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 28, 2024

or

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

For the transition period from ______ to ______

Commission File Number: 1-31429

Valmont Industries, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**47-0351813**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
15000 Valmont Plaza, Omaha, Nebraska	**68154**
(Address of principal executive offices)	(Zip Code)

(402) 963-1000

(Registrant's telephone number, including area code)

N/A

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

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $1.00 par value	VMI	New York Stock Exchange

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). ☒ Yes ☐ No

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

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

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

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

As of October 25, 2024, there were 20,035,441 shares of the registrant's common stock outstanding.

VALMONT INDUSTRIES, INC. AND SUBSIDIARIES
TABLE OF CONTENTS

PART I—FINANCIAL INFORMATION

PART II—OTHER INFORMATION

PART I—FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

VALMONT INDUSTRIES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Dollars in thousands, except per-share amounts)

(Unaudited)

	Thirteen weeks ended		Thirty-nine weeks ended	
	September 28, 2024	September 30, 2023	September 28, 2024	September 30, 2023
Product sales	$ 922,062	$ 949,217	$ 2,725,219	$ 2,853,098
Service sales	98,113	101,078	312,521	305,974
Net sales	1,020,175	1,050,295	3,037,740	3,159,072
Product cost of sales	659,805	669,472	1,916,751	2,002,675
Service cost of sales	58,677	65,712	192,798	203,304
Total cost of sales	718,482	735,184	2,109,549	2,205,979
Gross profit	301,693	315,111	928,191	953,093
Selling, general, and administrative expenses	175,958	194,277	523,595	580,060
Impairment of goodwill and other intangible assets	—	140,844	—	140,844
Realignment charges	—	4,180	—	4,180
Operating income (loss)	125,735	(24,190)	404,596	228,009
Other income (expenses):				
Interest expense	(14,313)	(13,472)	(46,380)	(41,494)
Interest income	2,080	3,186	5,358	4,579
Gain (loss) on deferred compensation investments	1,160	(344)	3,116	1,791
Gain on divestiture	—	—	—	2,994
Other	(2,307)	165	(3,662)	(4,593)
Total other income (expenses)	(13,380)	(10,465)	(41,568)	(36,723)
Earnings (loss) before income taxes and equity in loss of nonconsolidated subsidiaries	112,355	(34,655)	363,028	191,286
Income tax expense (benefit):				
Current	46,133	29,654	106,738	91,801
Deferred	(16,409)	(14,193)	(15,959)	(12,562)
Total income tax expense	29,724	15,461	90,779	79,239
Earnings (loss) before equity in loss of nonconsolidated subsidiaries	82,631	(50,116)	272,249	112,047
Equity in loss of nonconsolidated subsidiaries	(21)	(199)	(60)	(1,219)
Net earnings (loss)	82,610	(50,315)	272,189	110,828
Loss (earnings) attributable to redeemable noncontrolling interests	458	1,287	(1,583)	4,060
Net earnings (loss) attributable to Valmont Industries, Inc.	$ 83,068	$ (49,028)	$ 270,606	$ 114,888
Net earnings (loss) attributable to Valmont Industries, Inc. per share:				
Basic	$ 4.13	$ (2.34)	$ 13.43	$ 5.45
Diluted	$ 4.11	$ (2.34)	$ 13.34	$ 5.40

See accompanying Notes to Condensed Consolidated Financial Statements.

VALMONT INDUSTRIES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(Dollars in thousands)
(Unaudited)

	Thirteen weeks ended		Thirty-nine weeks ended	
	September 28, 2024	September 30, 2023	September 28, 2024	September 30, 2023
Net earnings (loss)	$ 82,610	$ (50,315)	$ 272,189	$ 110,828
Other comprehensive income (loss), net of tax:				
Foreign currency translation adjustments:				
Unrealized translation gain (loss)	33,314	(28,342)	(6,872)	(8,186)
Hedging activities:				
Unrealized loss on commodity hedges	(732)	(397)	(2,791)	(3,212)
Realized loss on commodity hedges included in net earnings	1,163	743	744	4,540
Unrealized gain (loss) on cross currency swaps	(2,140)	2,072	(1,129)	721
Amortization cost included in interest expense	(12)	(12)	(36)	(40)
Total hedging activities	(1,721)	2,406	(3,212)	2,009
Net gain on defined benefit pension plan	396	95	1,158	281
Total other comprehensive income (loss), net of tax	31,989	(25,841)	(8,926)	(5,896)
Comprehensive income (loss)	114,599	(76,156)	263,263	104,932
Comprehensive loss (income) attributable to redeemable noncontrolling interests	138	1,098	(1,581)	3,233
Comprehensive income (loss) attributable to Valmont Industries, Inc.	$ 114,737	$ (75,058)	$ 261,682	$ 108,165

See accompanying Notes to Condensed Consolidated Financial Statements.

Table of Contents

VALMONT INDUSTRIES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Dollars in thousands, except par value)
(Unaudited)

	September 28, 2024	December 30, 2023
ASSETS		
Current assets:		
Cash and cash equivalents	$ 200,477	$ 203,041
Receivables, net	714,010	657,960
Inventories	611,422	658,428
Contract assets	183,085	175,721
Prepaid expenses and other current assets	98,165	92,479
Total current assets	1,807,159	1,787,629
Property, plant, and equipment, at cost	1,551,817	1,513,239
Less accumulated depreciation	(942,816)	(895,845)
Property, plant, and equipment, net	609,001	617,394
Goodwill	636,425	632,964
Other intangible assets, net	141,878	150,687
Defined benefit pension asset	37,716	15,404
Other non-current assets	264,649	273,370
Total assets	$ 3,496,828	$ 3,477,448
LIABILITIES, REDEEMABLE NONCONTROLLING INTERESTS, AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Current installments of long-term debt	$ 531	$ 719
Notes payable to banks	1,309	3,205
Accounts payable	353,883	358,311
Accrued employee compensation and benefits	119,073	130,861
Contract liabilities	100,150	70,978
Other accrued expenses	155,016	146,903
Income taxes payable	28,066	—
Dividends payable	12,021	12,125
Total current liabilities	770,049	723,102
Deferred income taxes	8,011	21,205
Long-term debt, excluding current installments	898,201	1,107,885
Operating lease liabilities	149,253	162,743
Deferred compensation	33,499	32,623
Other non-current liabilities	50,011	12,818
Total liabilities	1,909,024	2,060,376
Redeemable noncontrolling interests	46,111	62,792
Shareholders' equity:		
Common stock of $1 par value, authorized 75,000,000 shares; issued 27,900,000 shares	27,900	27,900
Additional paid-in capital	9,721	—
Retained earnings	2,877,980	2,643,606
Accumulated other comprehensive loss	(282,160)	(273,236)
Treasury stock	(1,091,748)	(1,043,990)
Total shareholders' equity	1,541,693	1,354,280
Total liabilities, redeemable noncontrolling interests, and shareholders' equity	$ 3,496,828	$ 3,477,448

See accompanying Notes to Condensed Consolidated Financial Statements.

VALMONT INDUSTRIES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Dollars in thousands)
(Unaudited)

	Thirty-nine weeks ended	
	September 28, 2024	September 30, 2023
Cash flows from operating activities:		
Net earnings	$ 272,189	$ 110,828
Adjustments to reconcile net earnings to net cash flows from operating activities:		
Depreciation and amortization	70,541	73,638
Contribution to defined benefit pension plan	(19,539)	(15,259)
Impairment of goodwill and other intangible assets	—	140,844
Gain on divestiture	—	(2,994)
Stock-based compensation	21,665	28,810
Net periodic pension cost	482	186
Loss on sale of property, plant, and equipment	474	822
Equity in loss of nonconsolidated subsidiaries	60	1,219
Deferred income taxes	(15,959)	(12,562)
Changes in assets and liabilities:		
Receivables	(65,013)	(66,190)
Inventories	44,041	50,133
Contract assets	(7,310)	4,419
Prepaid expenses and other assets (current and non-current)	(6,955)	(20,986)
Accounts payable	(3,728)	(11,212)
Contract liabilities	66,227	(88,293)
Accrued expenses	(6,413)	11,022
Income taxes payable	23,766	10,557
Other non-current liabilities	4,736	(24,114)
Net cash flows from operating activities	379,264	190,868
Cash flows from investing activities:		
Purchases of property, plant, and equipment	(53,833)	(71,233)
Proceeds from divestiture, net of cash divested	—	6,369
Proceeds from sales of assets	383	1,565
Proceeds from property damage insurance claims	—	6,770
Acquisitions, net of cash acquired	—	(31,839)
Other, net	(1,649)	(898)
Net cash flows from investing activities	(55,099)	(89,266)
Cash flows from financing activities:		
Proceeds from short-term borrowings	7,436	24,649
Repayments on short-term borrowings	(9,335)	(27,290)
Proceeds from long-term borrowings	30,009	215,012
Principal repayments on long-term borrowings	(240,522)	(109,335)
Proceeds from settlement of financial derivatives	2,711	—
Dividends paid	(36,337)	(36,983)
Dividends to redeemable noncontrolling interests	(664)	(662)
Purchases of redeemable noncontrolling interests	(17,745)	—
Repurchases of common stock	(55,069)	(166,663)
Proceeds from exercises under stock plans	4,567	5,348
Tax withholdings on exercises under stock plans	(8,492)	(15,567)
Other, net	(2,436)	—
Net cash flows from financing activities	(325,877)	(111,491)
Effect of exchange rate changes on cash and cash equivalents	(852)	(2,951)
Net change in cash and cash equivalents	(2,564)	(12,840)
Cash and cash equivalents—beginning of period	203,041	185,406
Cash and cash equivalents—end of period	$ 200,477	$ 172,566
Supplemental disclosures of cash flow information:		
Interest paid	$ 35,973	$ 30,932
Income taxes paid	84,548	88,930

See accompanying Notes to Condensed Consolidated Financial Statements.

VALMONT INDUSTRIES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY AND REDEEMABLE NONCONTROLLING INTERESTS

(Dollars in thousands, except per-share amounts)

(Unaudited)

	Common stock	Additional paid-in capital	Retained earnings	Accumulated other comprehensive loss	Treasury stock	Total shareholders' equity	Redeemable noncontrolling interests
Balance as of December 30, 2023	$ 27,900	$ —	$ 2,643,606	$ (273,236)	$ (1,043,990)	$ 1,354,280	$ 62,792
Net earnings	—	—	87,822	—	—	87,822	607
Other comprehensive loss	—	—	—	(21,975)	—	(21,975)	(157)
Cash dividends declared ($0.60 per share)	—	—	(12,113)	—	—	(12,113)	—
Purchases of redeemable noncontrolling interests	—	(147)	—	—	—	(147)	(17,598)
Dividends to redeemable noncontrolling interests	—	—	—	—	—	—	(664)
Repurchases of common stock; 96,224 shares acquired	—	21,074	—	—	(21,124)	(50)	—
Stock option and incentive plans	—	(15,259)	—	—	16,733	1,474	—
Balance as of March 30, 2024	$ 27,900	$ 5,668	$ 2,719,315	$ (295,211)	$ (1,048,381)	$ 1,409,291	$ 44,980
Net earnings	—	—	99,716	—	—	99,716	1,434
Other comprehensive loss	—	—	—	(18,618)	—	(18,618)	(165)
Cash dividends declared ($0.60 per share)	—	—	(12,098)	—	—	(12,098)	—
Repurchases of common stock; 59,186 shares acquired	—	—	—	—	(15,061)	(15,061)	—
Stock option and incentive plans	—	(533)	—	—	8,784	8,251	—
Balance as of June 29, 2024	$ 27,900	$ 5,135	$ 2,806,933	$ (313,829)	$ (1,054,658)	$ 1,471,481	$ 46,249
Net earnings (loss)	—	—	83,068	—	—	83,068	(458)
Other comprehensive income	—	—	—	31,669	—	31,669	320
Cash dividends declared ($0.60 per share)	—	—	(12,021)	—	—	(12,021)	—
Repurchases of common stock; 140,562 shares acquired	—	—	—	—	(40,519)	(40,519)	—
Stock option and incentive plans	—	4,586	—	—	3,429	8,015	—
Balance as of September 28, 2024	$ 27,900	$ 9,721	$ 2,877,980	$ (282,160)	$ (1,091,748)	$ 1,541,693	$ 46,111

	Common stock	Additional paid-in capital	Retained earnings	Accumulated other comprehensive loss	Treasury stock	Total shareholders' equity	Redeemable noncontrolling interests
Balance as of December 31, 2022	$ 27,900	$ —	$ 2,593,039	$ (274,909)	$ (765,183)	$ 1,580,847	$ 60,865
Net earnings (loss)	—	—	74,540	—	—	74,540	(2,195)
Other comprehensive income	—	—	—	8,776	—	8,776	293
Cash dividends declared ($0.60 per share)	—	—	(12,634)	—	—	(12,634)	—
Dividends to redeemable noncontrolling interests	—	—	—	—	—	—	(662)
Repurchases of common stock; 356,887 shares acquired	—	—	—	—	(111,115)	(111,115)	—
Stock option and incentive plans	—	—	(19,317)	—	19,002	(315)	—
Balance as of April 1, 2023	$ 27,900	$ —	$ 2,635,628	$ (266,133)	$ (857,296)	$ 1,540,099	$ 58,301
Net earnings (loss)	—	—	89,376	—	—	89,376	(578)
Other comprehensive income	—	—	—	10,531	—	10,531	345
Cash dividends declared ($0.60 per share)	—	—	(12,607)	—	—	(12,607)	—
Repurchases of common stock; 85,300 shares acquired	—	—	—	—	(25,132)	(25,132)	—
Stock option and incentive plans	—	—	(2,015)	—	11,972	9,957	—
Balance as of July 1, 2023	$ 27,900	$ —	$ 2,710,382	$ (255,602)	$ (870,456)	$ 1,612,224	$ 58,068
Net loss	—	—	(49,028)	—	—	(49,028)	(1,287)
Other comprehensive income (loss)	—	—	—	(26,030)	—	(26,030)	189
Cash dividends declared ($0.60 per share)	—	—	(12,532)	—	—	(12,532)	—
Repurchases of common stock; 126,482 shares acquired	—	—	—	—	(31,841)	(31,841)	—
Stock option and incentive plans	—	—	8,352	—	597	8,949	—
Balance as of September 30, 2023	$ 27,900	$ —	$ 2,657,174	$ (281,632)	$ (901,700)	$ 1,501,742	$ 56,970

See accompanying Notes to Condensed Consolidated Financial Statements.

VALMONT INDUSTRIES, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in thousands, except per-share amounts)
(Unaudited)

(1) BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The Condensed Consolidated Financial Statements include the accounts of Valmont Industries, Inc. and its subsidiaries (collectively, “Valmont” or the “Company”). The Condensed Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States of America without audit. In the opinion of the Company’s management, the Condensed Consolidated Financial Statements reflect all adjustments, which are normal and recurring in nature, necessary for a fair presentation of the results for all periods presented.

These Condensed Consolidated Financial Statements should be read in conjunction with the Consolidated Financial Statements and accompanying notes included in the Company’s Annual Report on Form 10-K for the fiscal year ended December 30, 2023. The results of operations for any quarter or a partial fiscal year period are not necessarily indicative of the results to be expected for other periods or the full fiscal year.

Inventories

Inventories are valued at the lower of cost, determined by the first-in, first-out method, or net realizable value. Finished and manufactured goods inventories include the costs of acquired raw materials and the related factory labor and overhead charges required to convert raw materials to finished and manufactured goods.

Inventories as of September 28, 2024 and December 30, 2023 consisted of the following:

	September 28, 2024	December 30, 2023
Raw materials and purchased parts	$ 220,963	$ 217,134
Work in process	37,859	37,826
Finished and manufactured goods	352,600	403,468
Total inventories	$ 611,422	$ 658,428

Geographical Markets

Earnings (loss) before income taxes and equity in loss of nonconsolidated subsidiaries for the thirteen and thirty-nine weeks ended September 28, 2024 and September 30, 2023 were as follows:

	Thirteen weeks ended		Thirty-nine weeks ended	
	September 28, 2024	September 30, 2023	September 28, 2024	September 30, 2023
United States	$ 78,520	$ 31,915	$ 259,463	$ 140,839
Foreign	33,835	(66,570)	103,565	50,447
Earnings (loss) before income taxes and equity in loss of nonconsolidated subsidiaries	$ 112,355	$ (34,655)	$ 363,028	$ 191,286

Pension Costs

The Company incurs costs in connection with the Delta Pension Plan (“DPP”). The DPP was acquired as part of the Delta PLC acquisition in fiscal 2010 and has no members who are active employees. To measure the cost and the related benefit obligation, various assumptions are made including the discount rates used to value the obligation, the expected return on plan assets used to fund the costs, and the estimated future inflation rates. These assumptions are based on historical experience as well as current facts and circumstances. An actuarial analysis is used to measure the cost and liability associated with pension benefits.

VALMONT INDUSTRIES, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in thousands, except per-share amounts)
(Unaudited)

The components of the net periodic pension cost for the thirteen and thirty-nine weeks ended September 28, 2024 and September 30, 2023 were as follows:

	Thirteen weeks ended		Thirty-nine weeks ended	
	September 28, 2024	September 30, 2023	September 28, 2024	September 30, 2023
Interest cost	$ 5,445	$ 5,472	$ 15,929	$ 16,142
Expected return on plan assets	(5,808)	(5,536)	(16,991)	(16,330)
Amortization of prior service costs	132	128	386	374
Amortization of net actuarial loss	396	—	1,158	—
Net periodic pension cost	$ 165	$ 64	$ 482	$ 186

Stock Plans

The Company maintains stock-based compensation plans approved by the shareholders. These plans provide that the Human Resources Committee of the Board of Directors may grant incentive stock options, nonqualified stock options, stock appreciation rights, restricted stock awards, restricted stock units, and bonuses of common stock. As of September 28, 2024, 1,485,078 shares of common stock remained available for issuance under the plans.

Stock options granted under the plans call for the exercise price of each option to equal the closing market price as of the date of the grant. Options vest beginning on the first anniversary of the grant date in equal amounts over three years or on the grant's fifth-anniversary date. The expiration of grants is seven to ten years from the date of the award. Restricted stock units and awards generally vest in equal installments over three or four years beginning on the first anniversary of the grant.

The Company's stock-based compensation (included in "Selling, general, and administrative expenses" in the Condensed Consolidated Statements of Operations) and associated income tax benefits related to stock options and restricted stock awards for the thirteen and thirty-nine weeks ended September 28, 2024 and September 30, 2023 were as follows:

	Thirteen weeks ended		Thirty-nine weeks ended	
	September 28, 2024	September 30, 2023	September 28, 2024	September 30, 2023
Stock-based compensation	$ 7,557	$ 8,954	$ 21,665	$ 28,810
Income tax benefits	1,889	2,239	5,416	7,203

Fair Value

The Company applies the provisions of the Financial Accounting Standards Board ("FASB") Accounting Standards Codification 820, *Fair Value Measurement* ("ASC 820"), which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. The provisions of ASC 820 apply to other accounting pronouncements that require or permit fair value measurements. As defined in ASC 820, fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

VALMONT INDUSTRIES, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in thousands, except per-share amounts)
(Unaudited)

ASC 820 establishes a three-level hierarchy for fair value measurements based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. Inputs refer broadly to the assumptions that market participants would use when pricing the asset or liability, including assumptions about risk. Financial assets and liabilities carried at fair value will be classified and disclosed in one of the following three categories:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity can access at the measurement date.
- Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: Unobservable inputs for the asset or liability.

The categorization within the valuation hierarchy is based on the lowest level input that is significant to the fair value measurement. The following are descriptions of the valuation methodologies used for assets and liabilities measured at fair value.

Deferred Compensation Investments: The Company's deferred compensation investments include mutual funds invested in debt and equity securities in the Valmont Deferred Compensation Plan. Quoted market prices are available for these securities in an active market. The investments are included in "Other non-current assets" in the Condensed Consolidated Balance Sheets.

Derivative Financial Instruments: The fair values of foreign currency, commodity, and cross currency swap derivative contracts are based on valuation models that use market observable inputs including forward and spot prices for commodities and currencies.

Mutual Funds: The Company has short-term investments in various mutual funds.

	Carrying Value September 28, 2024	Fair Value Measurement Using: Level 1	Level 2	Level 3
Deferred compensation investments	$ 26,619	$ 26,619	$ —	$ —
Derivative financial instruments, net	(3,358)	—	(3,358)	—
Cash and cash equivalents—mutual funds	8,989	8,989	—	—

	Carrying Value December 30, 2023	Fair Value Measurement Using: Level 1	Level 2	Level 3
Deferred compensation investments	$ 26,803	$ 26,803	$ —	$ —
Derivative financial instruments, net	2,860	—	2,860	—
Cash and cash equivalents—mutual funds	6,258	6,258	—	—

Long-Lived Assets

The Company's other non-financial assets include goodwill and other intangible assets, measured at fair value on a non-recurring basis using Level 3 inputs. See Note 5 for further information.

Leases

The Company's operating lease right-of-use assets are included in "Other non-current assets" and the corresponding lease obligations are included in "Other accrued expenses" and "Operating lease liabilities" in the Condensed Consolidated Balance Sheets.

(Dollars in thousands, except per-share amounts)

Comprehensive Income (Loss)

Comprehensive income (loss) includes net earnings (loss), foreign currency translation adjustments, certain derivative-related activity, and changes in prior service costs and net actuarial losses from the pension plan. Results of operations for foreign subsidiaries are translated using the average exchange rates during the period. Assets and liabilities are translated at the exchange rates in effect on the balance sheet dates. Accumulated other comprehensive income (loss) ("AOCI") consisted of the following as of September 28, 2024 and December 30, 2023:

	September 28, 2024	December 30, 2023
Foreign currency translation adjustments	$ (243,560)	$ (236,690)
Hedging activities	17,777	20,989
Defined benefit pension plan	(56,377)	(57,535)
Accumulated other comprehensive loss	$ (282,160)	$ (273,236)

Revenue Recognition

The Company determines the appropriate revenue recognition model for contracts by analyzing the type, terms, and conditions of each contract or arrangement with a customer. Contracts with customers for all businesses are fixed-price with sales tax excluded from revenue and do not include variable consideration. Discounts included in contracts with customers, typically early-pay discounts, are recorded as a reduction of net sales in the period in which the sale is recognized. Contract revenues are classified as "Product sales" when the performance obligation is related to the manufacture and sale of goods. Contract revenues are classified as "Service sales" when the performance obligation is the performance of a service. Service revenue is primarily related to the Coatings product line and Technology Products and Services product line.

Customer acceptance provisions exist only in the design stage of our products (on a limited basis, the Company may agree to other acceptance terms). Acceptance of the design by the customer is required before manufacturing commences and the product is manufactured and delivered to the customer. The Company is generally not entitled to compensation solely based on the product design and does not recognize this service as a separate performance obligation. Therefore, no revenue is recognized for design services. No general rights of return exist for customers once the product has been delivered, and the Company establishes provisions for estimated warranties.

Shipping and handling costs associated with sales are recorded within cost of sales. The Company elected to use the practical expedient of treating freight as a fulfillment obligation instead of a separate performance obligation and ratably recognize freight expense as the structure is being manufactured when the revenue from the associated customer contract is being recognized over time. With the exception of the Transmission, Distribution, and Substation ("TD&S"), Solar, and Telecommunications product lines, the Company's inventory is interchangeable for a variety of each segment's customers. The Company has elected not to disclose the partially satisfied performance obligation at the end of the period when the contract has an original expected duration of one year or less. In addition, the Company does not adjust the amount of consideration to be received in a contract for any significant financing component if payment is expected within one year of transfer of control of goods or services.

Most of the Company's customers are invoiced upon shipment or delivery of the goods to the customer's specified location. As revenue is recognized over time, contract assets are recorded, and such contract assets are relieved when the customer is invoiced. As of September 28, 2024 and December 30, 2023, total contract assets were $183,085 and $175,721, respectively, and were recorded as "Contract assets" in the Condensed Consolidated Balance Sheets.

Certain customers are also invoiced by advanced billings or progress billings. When progress on performance obligations is less than the amount the customer has been billed, a contract liability is recognized. As of September 28, 2024 and December 30, 2023, total contract liabilities were $135,950 and $70,978, respectively. As of September 28, 2024, $100,150 was recorded as “Contract liabilities” and $35,800 as “Other non-current liabilities” in the Condensed Consolidated Balance Sheets. Additional details are as follows:

- During the thirteen and thirty-nine weeks ended September 28, 2024, the Company recognized $5,269 and $46,778 of revenue that was included in the total contract liability as of December 30, 2023, respectively. The revenue recognized was due to applying advance payments received for performance obligations completed during the period.

- During the thirteen and thirty-nine weeks ended September 30, 2023, the Company recognized $49,644 and $149,801 of revenue that was included in the total contract liability as of December 31, 2022, respectively. The revenue recognized was due to applying advance payments received for performance obligations completed during the period.

- As of September 28, 2024, the Company had $35,800 of remaining performance obligations on contracts with an expected duration of one year or more and expects to complete the remaining performance obligations on these contracts within the next 12 to 24 months.

Segment and Product Line Revenue Recognition

Infrastructure Segment

Steel and concrete structures within the TD&S and Telecommunications product lines are engineered to customer specifications resulting in limited ability to sell the structures to a different customer if an order is canceled after production commences. The continuous transfer of control to the customer is evidenced by contractual termination clauses or rights to payment for work performed to date plus a reasonable profit as the products do not have an alternative use to the Company. Since control is transferred over time, revenue is recognized based on the extent of progress toward completion of the performance obligation. The selection of the method to measure progress toward completion requires judgment. For the structures manufactured within the TD&S and Telecommunications product lines, the Company generally recognizes revenue on an inputs basis, using total production hours incurred for each order as a percentage of total hours estimated to complete the order. The completion percentage is applied to the order’s total revenue and estimated costs to determine reported revenue, cost of sales, and gross profit. Production of an order, once started, is typically completed within three months. Depending on the product sold, revenue from the Solar product line is recognized upon shipment or delivery of goods to the customer depending on contract terms. External sales agents are used in certain TD&S product line sales. The Company has chosen to expense estimated commissions owed to third parties by recognizing them proportionately as the goods are manufactured.

For the structures sold for the Lighting and Transportation product line and for the majority of Telecommunications products, revenue is recognized upon shipment or delivery of goods to the customer depending on contract terms, which is the same point in time that the customer is billed. Some large regional customers have unique product specifications for telecommunication structures. When the customer contract includes a cancellation clause that would require them to pay for work completed plus a reasonable margin if an order was canceled, revenue is recognized over time based on hours worked as a percent of total estimated hours to complete production.

The Coatings product line revenues are derived by providing coating services to customers’ products, which include galvanizing, anodizing, and powder coating. Revenue is recognized once the service has been performed and the goods are ready to be picked up or delivered to the customer, which is the same time that the customer is billed.

VALMONT INDUSTRIES, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in thousands, except per-share amounts)
(Unaudited)

Agriculture Segment

Revenue recognition from the manufacture of irrigation equipment and related parts and services (including tubular products for industrial customers) is generally upon shipment of the goods to the customer which is the same point in time that the customer is billed. The remote monitoring subscription services recognized as part of the Technology Products and Services product line are primarily billed annually and revenue is recognized on a straight-line basis over the contract period.

The disaggregation of revenue by product line is disclosed in Note 8.

Supplier Finance Program

During fiscal 2019, the Company entered into an agreement with a third-party financial institution to facilitate a supplier finance program that allows qualifying suppliers to sell their receivables from the Company to the financial institution. These participating suppliers negotiate their outstanding receivable arrangements directly with the financial institution and the Company's rights and obligations to suppliers are not impacted. The Company has no economic interest in a supplier's decision to enter these agreements. Once a qualifying supplier elects to participate in the supplier finance program and reaches an agreement with a financial institution, they elect which individual Company invoices they sell to the financial institution. The Company's obligation is to make payment in the invoice amount negotiated with participating suppliers to the financial institution on the invoice due date, regardless of whether the individual invoice is sold by the supplier to the financial institution. The financial institution pays the supplier on the invoice due date for any invoices not previously sold under the supplier finance program. The invoice amounts and scheduled payment terms are not impacted by the suppliers' decisions to sell amounts under these arrangements. The payment of these obligations is included in "Net cash flows from operating activities" in the Condensed Consolidated Statements of Cash Flows. Included in "Accounts payable" in the Condensed Consolidated Balance Sheets as of September 28, 2024 and December 30, 2023 were $40,823 and $41,916 of outstanding payment obligations, respectively, that were sold to the financial institution under the Company's supplier finance program.

Confirmed obligations outstanding as of December 30, 2023	$	41,916
Invoices confirmed during the period		159,600
Confirmed invoices paid during the period		(160,693)
Confirmed obligations outstanding as of September 28, 2024	$	40,823

Redeemable Noncontrolling Interests

Subsequent to the issuance of the Company's Consolidated Financial Statements as of and for the period ended September 30, 2023, the Company identified an error in the presentation of "Noncontrolling interests in consolidated subsidiaries" of $60,865 as of December 31, 2022, $58,301 as of April 1, 2023, $58,068 as of July 1, 2023, and $56,970 as of September 30, 2023 that has been corrected in the current period. Such amounts were previously reported within "Total shareholders' equity" and have been revised in the September 30, 2023 Consolidated Statements of Shareholders' Equity and Redeemable Noncontrolling Interests to be presented as "Redeemable noncontrolling interests" outside of "Total shareholders' equity". The Company has evaluated the materiality of this error based on an analysis of quantitative and qualitative factors and concluded it was not material to the prior period financial statements, individually or in aggregate.

Noncontrolling interests with redemption features that are not solely within the Company's control are considered redeemable noncontrolling interests. The Company has redeemable noncontrolling interests in certain entities. The seller can require the Company to purchase their remaining ownership, known as a put right, for an amount and on a date specified in the applicable operating agreement. Likewise, the Company can require the seller to sell the Company their remaining ownership based on the same amount and timing, known as a call option.

As a result of these redemption features, the Company records the noncontrolling interests as redeemable and classifies the balances in temporary equity in the Condensed Consolidated Balance Sheets initially at its acquisition-date fair value. The Company adjusts the redeemable noncontrolling interests each reporting period for the net income (loss) attributable to the noncontrolling interests and any redemption value adjustments. The redeemable noncontrolling interest is accreted to the future redemption value using the effective interest method up to the date on which the put right becomes effective. Any accretion adjustment in the current reporting period of the redeemable noncontrolling interest is offset against retained earnings and impacts earnings used in the calculation of earnings per share in the reporting period.

As of September 28, 2024 and December 30, 2023, the redeemable noncontrolling interests were $46,111 and $62,792, respectively. The ultimate amount paid for the redeemable noncontrolling interests could be significantly different because the redemption amounts depend on the future results of the operations of the businesses.

Treasury Stock

Repurchased shares are recorded as “Treasury stock” and result in a reduction of “Shareholders’ equity” in the Condensed Consolidated Balance Sheets. When treasury shares are re-issued, the Company uses the last-in, first-out method, and the difference between the repurchase cost and re-issuance price is charged or credited to “Additional paid-in capital”.

In May 2014, the Company announced a capital allocation philosophy that covered a share repurchase program. Specifically, the Board of Directors at that time authorized the purchase of up to $500,000 of the Company’s outstanding common stock from time to time over the next twelve months at prevailing market prices, through open market or privately negotiated transactions. In February 2015 and again in October 2018, the Board of Directors authorized an additional purchase of up to $250,000 of the Company’s outstanding common stock with no stated expiration date. In February 2023, the Board of Directors increased the amount remaining under the program by an additional $400,000, with no stated expiration date, bringing the total authorization to $1,400,000. As of September 28, 2024, the Company has acquired 8,191,696 shares for $1,318,961 under this share repurchase program.

In November 2023, the Company entered into an accelerated purchase agreement to repurchase $120,000 of the Company’s outstanding common stock (“November 2023 ASR”) with CitiBank, N.A. as counterparty. The November 2023 ASR was entered into under the Company’s previously announced share repurchase program described above. The Company pre-paid $120,000 in the fourth quarter of fiscal 2023 and received an initial delivery of 438,917 shares of common stock. The agreement was settled with the delivery of an additional 96,224 shares of common stock in the first quarter of fiscal 2024. The total number of shares ultimately delivered under the November 2023 ASR, and therefore the average purchase price paid per share of $224.24, was determined based on the volume-weighted average market price of the Company’s common stock during the term of the agreement, less a discount.

Recently Issued Accounting Pronouncements

In November 2023, the FASB issued Accounting Standards Update No. 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*, which improves the disclosures about reportable segments including more detailed information about a reportable segment’s expenses. This guidance will be effective for the fiscal year ending December 28, 2024 and the interim periods thereafter, with early adoption permitted. The guidance will have no effect on the Company’s results of operations as the changes are primarily disclosure related. The Company has elected not to early adopt.

In December 2023, the FASB issued Accounting Standards Update No. 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*, which enhances the transparency and decision usefulness of income tax disclosures, primarily related to the rate reconciliation and income taxes paid information. This guidance will be effective on a prospective basis for the fiscal year ending December 27, 2025, with early adoption permitted. The guidance will have no effect on the Company’s results of operations as the changes are primarily disclosure related. The Company has elected not to early adopt.

(2) ACQUISITIONS

Acquisition of Business

On August 31, 2023, the Company acquired HR Products for $58,044 Australian dollars ($37,302 United States (“U.S.”) dollars) in cash (net of cash acquired) and subject to working capital adjustments. Of this amount, $7,200 Australian dollars ($4,626 U.S. dollars) was withheld by the Company at closing as a retention fund, to be settled in two equal payments 12 and 24 months from the acquisition date for contingencies and disagreements. The first payment was made in the third quarter of fiscal 2024.

(Dollars in thousands, except per-share amounts)

HR Products provides a broad range of irrigation products to serve the agriculture and landscaping industries. Its operations are reported in the Agriculture segment. The acquisition strengthens the Company's value proposition to customers in the key agriculture market of Australia by expanding its geographic footprint and accelerating its aftermarket parts presence. The acquired customer relationships will be amortized over 13 years. The amount allocated to goodwill is attributable to anticipated synergies and other intangibles that do not qualify for separate recognition. The amount allocated to goodwill is not deductible for tax purposes. The Company finalized the purchase price allocation in the third quarter of fiscal 2024.

The following table summarizes the fair values of the assets acquired and liabilities assumed of HR Products as of the date of acquisition:

	August 31, 2023
Current assets	$ 24,153
Property, plant, and equipment	1,397
Goodwill	9,508
Customer relationships	11,503
Other non-current assets	3,997
Total fair value of assets acquired	50,558
Current liabilities	4,183
Deferred income taxes	3,046
Operating lease liabilities	2,792
Total fair value of liabilities assumed	10,021
Net assets acquired	$ 40,537

Proforma disclosures were omitted as this acquisition does not have a significant impact on the Company's financial results.

Acquisition-related costs incurred for the above acquisition were insignificant for all periods presented.

Acquisitions of Redeemable Noncontrolling Interests

In the first quarter of fiscal 2024, the Company acquired approximately 9% of ConcealFab, Inc. for $7,227 and the remaining portion of Valmont Substations, LLC for $10,518. These transactions were for the acquisitions of portions of the remaining shares of consolidated subsidiaries with no changes in control.

(3) DIVESTITURES

On April 30, 2023, the Company completed the sale of Torrent Engineering and Equipment Company, LLC, an integrator of prepackaged pump stations in Indiana reported in the Agriculture segment, for net proceeds of $6,369. In the second quarter of fiscal 2023, a pre-tax gain of $2,994 was reported in "Other income (expenses)" in the Condensed Consolidated Statements of Operations.

(4) REALIGNMENT ACTIVITIES

During the third quarter of fiscal 2023, management initiated a plan to streamline segment support across the Company and reduce costs through an organizational realignment program (the "Realignment Program"). The Realignment Program provided for a reduction in force through a voluntary early retirement program and other headcount reduction actions, which were completed as of December 30, 2023. The Board of Directors authorized the incurrence of cash charges up to $36,000 in connection with the Realignment Program.

VALMONT INDUSTRIES, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in thousands, except per-share amounts)
(Unaudited)

During the third quarter of fiscal 2023, the Company recorded the following pre-tax expenses for the Realignment Program:

	Infrastructure	Agriculture	Corporate	Total
Severance and other employee benefit costs	$ 1,069	$ 907	$ 2,204	$ 4,180

During the fiscal year ended December 30, 2023, the Company recorded the following cumulative pre-tax expenses for the Realignment Program:

	Infrastructure	Agriculture	Corporate	Total
Severance and other employee benefit costs	$ 17,260	$ 9,101	$ 8,849	$ 35,210

Changes in liabilities recorded for the Realignment Program were as follows:

	Balance as of December 30, 2023	Recognized Realignment Expense	Costs Paid or Otherwise Settled	Balance as of September 28, 2024
Severance and other employee benefit costs	$ 12,514	$ —	$ (11,833)	$ 681

(5) GOODWILL AND OTHER INTANGIBLE ASSETS

Goodwill

The carrying amount of goodwill by segment as of September 28, 2024 and December 30, 2023 was as follows:

	Infrastructure	Agriculture	Total
Gross balance as of December 30, 2023	$ 478,663	$ 323,683	$ 802,346
Accumulated impairment losses	(49,382)	(120,000)	(169,382)
Balance as of December 30, 2023	429,281	203,683	632,964
Acquisition measurement period adjustment	—	331	331
Foreign currency translation	3,419	(289)	3,130
Balance as of September 28, 2024	$ 432,700	$ 203,725	$ 636,425

	Infrastructure	Agriculture	Total
Gross balance as of September 28, 2024	$ 482,082	$ 323,725	$ 805,807
Accumulated impairment losses	(49,382)	(120,000)	(169,382)
Balance as of September 28, 2024	$ 432,700	$ 203,725	$ 636,425

In the third quarter of fiscal 2024, the Company performed its annual goodwill impairment assessment utilizing a quantitative test on all of its reporting units using a measurement date of September 1, 2024. The fair values of the reporting units were estimated using a discounted cash flow analysis which requires the Company to estimate the future cash flows as well as select a risk-adjusted discount rate to measure the present value of the anticipated cash flows. The estimated fair value of all reporting units exceeded their respective carrying value and no impairments were recorded for fiscal 2024.

In the third quarter of fiscal 2023, the Company recognized impairment charges of $120,000 and $1,915 in the Agriculture and Infrastructure segments, respectively, as a result of the Company’s annual goodwill impairment assessment as of September 2, 2023.

VALMONT INDUSTRIES, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in thousands, except per-share amounts)
(Unaudited)

Other Intangible Assets

The components of other intangible assets as of September 28, 2024 and December 30, 2023 were as follows:

	September 28, 2024		December 30, 2023	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Amortizing intangible assets:				
Customer relationships	$ 234,987	$ 167,652	$ 233,852	$ 157,873
Patents and proprietary technology	60,107	46,880	59,311	45,416
Trade names	2,870	1,369	2,870	1,056
Other	4,505	4,380	4,787	4,538
Non-amortizing intangible assets:				
Trade names	59,690	—	58,750	—
	$ 362,159	$ 220,281	$ 359,570	$ 208,883

Amortizing intangible assets carry a remaining weighted-average life of approximately three years. Amortization expenses were $3,112 and $10,183 for the thirteen and thirty-nine weeks ended September 28, 2024, respectively, and $5,191 and $15,606 for the thirteen and thirty-nine weeks ended September 30, 2023, respectively. Based on amortizing intangible assets recognized in the Condensed Consolidated Balance Sheets as of September 28, 2024, amortization expense is estimated to average $10,273 for each of the next five fiscal years.

The Company's indefinite-lived trade names were tested for impairment as of September 1, 2024. The values of each trade name were determined using the relief-from-royalty method. Based on this evaluation, no trade names were determined to be impaired.

In the third quarter of fiscal 2023, the Company recognized an impairment charge of $1,656 within the Infrastructure segment as a result of the Company's annual indefinite-lived trade name impairment assessment as of September 2, 2023. Additionally, in the third quarter of fiscal 2023, the Company recognized an impairment charge of $17,273 in the Agriculture segment for a certain amortizing proprietary technology intangible asset related to Prospera.

VALMONT INDUSTRIES, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in thousands, except per-share amounts)
(Unaudited)

(6) EARNINGS (LOSS) PER SHARE

The following table provides a reconciliation between the net earnings (loss) attributable to Valmont Industries, Inc. and weighted average share amounts used to compute both basic and diluted earnings (loss) per share:

	Thirteen weeks ended		Thirty-nine weeks ended	
	September 28, 2024	September 30, 2023	September 28, 2024	September 30, 2023
Net earnings (loss) attributable to Valmont Industries, Inc.	$ 83,068	$ (49,028)	$ 270,606	$ 114,888
Weighted average shares outstanding (in thousands):				
Basic	20,092	20,951	20,152	21,083
Dilutive effect of various stock awards	142	—	131	207
Diluted	20,234	20,951	20,283	21,290
Net earnings (loss) attributable to Valmont Industries, Inc. per share:				
Basic	$ 4.13	$ (2.34)	$ 13.43	$ 5.45
Dilutive effect of various stock awards	(0.02)	—	(0.09)	(0.05)
Diluted	$ 4.11	$ (2.34)	$ 13.34	$ 5.40

In the third quarter of fiscal 2023, the Company reported a net loss. In periods in which the Company recognizes a net loss, the Company excludes the impact of outstanding stock awards from the diluted loss per share calculation, as its inclusion would have an anti-dilutive effect.

As of September 28, 2024 and September 30, 2023, there were 22,600 and 42,774 outstanding stock options with exercise prices exceeding the average market price of common stock during the applicable period excluded from the computation of diluted earnings (loss) per share, respectively.

(7) DERIVATIVE FINANCIAL INSTRUMENTS

The Company manages interest rate risk, commodity price risk, and foreign currency risk related to foreign currency denominated transactions and investments in foreign subsidiaries. Depending on the circumstances, the Company may manage these risks by utilizing derivative financial instruments. Some derivative financial instruments are marked to market and recorded in the Company’s Condensed Consolidated Statements of Operations. Others may be accounted for as fair value, cash flow, or net investment hedges. Derivative financial instruments have credit and market risk. The Company manages these risks by monitoring limits as to the types and degree of risk that can be taken and by entering into transactions with counterparties who are recognized, stable multinational banks. Any gains or losses from net investment hedge activities remain in AOCI until the sale or substantially complete liquidation of the related subsidiaries.

VALMONT INDUSTRIES, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in thousands, except per-share amounts)
(Unaudited)

The fair value of derivative instruments as of September 28, 2024 and December 30, 2023 was as follows:

Derivatives designated as hedging instruments:	Condensed Consolidated Balance Sheets location	September 28, 2024	December 30, 2023
Commodity contracts	Prepaid expenses and other current assets	$ 440	$ 2,520
Commodity contracts	Other accrued expenses	(1,635)	(1,586)
Cross currency swap contracts	Prepaid expenses and other current assets	548	1,938
Cross currency swap contracts	Other accrued expenses	(2,711)	(12)
		$ (3,358)	$ 2,860

Gains (losses) on derivatives recognized in the Condensed Consolidated Statements of Operations for the thirteen and thirty-nine weeks ended September 28, 2024 and September 30, 2023 were as follows:

Derivatives designated as hedging instruments:	Condensed Consolidated Statements of Operations location	Thirteen weeks ended September 28, 2024	Thirteen weeks ended September 30, 2023	Thirty-nine weeks ended September 28, 2024	Thirty-nine weeks ended September 30, 2023
Commodity contracts	Product cost of sales	$ (1,552)	$ (997)	$ (993)	$ (6,060)
Foreign currency forward contracts	Other income (expenses)	—	—	—	177
Interest rate hedge amortization	Interest expense	(16)	(16)	(48)	(48)
Cross currency swap contracts	Interest expense	248	476	934	1,371
		$ (1,320)	$ (537)	$ (107)	$ (4,560)

Cash Flow Hedges

The Company enters into commodity forward, swap, and option contracts that qualify as cash flow hedges of the variability in cash flows attributable to future purchases. The gain (loss) realized upon settlement for each will be recorded in "Product cost of sales" in the Condensed Consolidated Statements of Operations in the period consumed. Notional amounts, purchase quantities, and maturity dates of these contracts as of September 28, 2024 were as follows:

Commodity Type	Notional Amount	Total Purchase Quantity	Maturity Dates
Hot-rolled coil steel	$ 15,293	18,500 short tons	September 2024 to April 2025
Natural gas	2,159	543,825 MMBtu	October 2024 to March 2026
Ultra-low-sulfur diesel fuel	1,042	4,410,000 gallons	September 2024 to March 2026

Net Investment Hedges

To mitigate foreign currency risk on the Company's euro investments and to reduce interest expense, the Company enters into fixed-for-fixed cross currency swaps ("CCS"), swapping U.S. dollar principal and interest payments on a portion of its 5.00% senior unsecured notes due in 2044 for foreign-currency-denominated payments. Interest is exchanged twice per year on April 1 and October 1.

The Company designated the full initial notional amounts as hedges of the net investment in certain European subsidiaries under the spot method. All changes in the fair value of the CCS that are included in the assessment of effectiveness (changes due to spot foreign exchange rates) are recorded as cumulative foreign currency translation within AOCI. Net interest receipts are recorded as a reduction of interest expense over the life of the CCS.

VALMONT INDUSTRIES, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in thousands, except per-share amounts)
(Unaudited)

Key terms of the CCS net investment hedges as of September 28, 2024 were as follows:

Currency	Notional Amount	Termination Date	Swapped Interest Rate	Set Settlement Amount
Euro	$ 80,000	April 1, 2029	3.461%	€ 74,509

In the first quarter of fiscal 2024, a euro net investment hedge entered into during fiscal 2019 was early settled. The Company received proceeds of $2,711, which will remain in AOCI until either the sale or substantially complete liquidation of the related subsidiaries.

(8) BUSINESS SEGMENTS AND RELATED REVENUE INFORMATION

Based on its management structure, the Company has two reportable segments. Each segment operates globally with a manager responsible for operational performance and capital allocation. Corporate expense is net of certain service-related expenses allocated to business units, generally based on employee headcounts and sales dollars.

Reportable segments are as follows:

Infrastructure: This segment consists of the manufacture and distribution of products and solutions to serve the infrastructure markets of utility, solar, lighting and transportation, and telecommunications, along with coatings services to protect metal products.

Agriculture: This segment consists of the manufacture of center pivot and linear irrigation equipment components for agricultural markets, including aftermarket parts and tubular products, and advanced technology solutions for precision agriculture.

The Company evaluates the performance of its reportable segments based on operating income (loss) and return on invested capital. For segment purposes, the Company's operating income (loss) excludes unallocated corporate general and administrative expenses, interest expenses, non-operating income and deductions, and income taxes.

Summary by Business Segment

	Thirteen weeks ended		Thirty-nine weeks ended	
	September 28, 2024	September 30, 2023	September 28, 2024	September 30, 2023
SALES:				
Infrastructure	$ 758,579	$ 755,076	$ 2,244,935	$ 2,261,777
Agriculture	265,286	298,483	805,724	910,579
Total sales	1,023,865	1,053,559	3,050,659	3,172,356
INTERSEGMENT SALES:				
Infrastructure	(2,209)	(1,450)	(7,402)	(7,853)
Agriculture	(1,481)	(1,814)	(5,517)	(5,431)
Total intersegment sales	(3,690)	(3,264)	(12,919)	(13,284)
NET SALES:				
Infrastructure	756,370	753,626	2,237,533	2,253,924
Agriculture	263,805	296,669	800,207	905,148
Total net sales	$ 1,020,175	$ 1,050,295	$ 3,037,740	$ 3,159,072
OPERATING INCOME (LOSS):				
Infrastructure	$ 123,657	$ 103,401	$ 375,102	$ 313,703
Agriculture	28,893	(99,670)	109,837	2,904
Total segment operating income	152,550	3,731	484,939	316,607
Unallocated corporate expenses	(26,815)	(27,921)	(80,343)	(88,598)
Total operating income (loss)	$ 125,735	$ (24,190)	$ 404,596	$ 228,009

VALMONT INDUSTRIES, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in thousands, except per-share amounts)
(Unaudited)

	Thirteen weeks ended September 28, 2024			
	Infrastructure	*Agriculture*	*Intersegment*	*Consolidated*
Geographical market:				
North America	$ 599,705	$ 119,973	$ (3,684)	$ 715,994
International	158,874	145,313	(6)	304,181
Total sales	$ 758,579	$ 265,286	$ (3,690)	$ 1,020,175
Product line:				
Transmission, Distribution, and Substation	$ 342,401	$ —	$ —	$ 342,401
Lighting and Transportation	229,219	—	—	229,219
Coatings	88,046	—	(2,201)	85,845
Telecommunications	64,288	—	—	64,288
Solar	34,625	—	(8)	34,617
Irrigation Equipment and Parts	—	243,368	(1,481)	241,887
Technology Products and Services	—	21,918	—	21,918
Total sales	$ 758,579	$ 265,286	$ (3,690)	$ 1,020,175

	Thirteen weeks ended September 30, 2023			
	Infrastructure	*Agriculture*	*Intersegment*	*Consolidated*
Geographical market:				
North America	$ 572,239	$ 126,828	$ (3,055)	$ 696,012
International	182,837	171,655	(209)	354,283
Total sales	$ 755,076	$ 298,483	$ (3,264)	$ 1,050,295
Product line:				
Transmission, Distribution, and Substation	$ 297,967	$ —	$ —	$ 297,967
Lighting and Transportation	252,603	—	—	252,603
Coatings	88,967	—	(1,241)	87,726
Telecommunications	59,630	—	—	59,630
Solar	55,909	—	(209)	55,700
Irrigation Equipment and Parts	—	273,639	(1,814)	271,825
Technology Products and Services	—	24,844	—	24,844
Total sales	$ 755,076	$ 298,483	$ (3,264)	$ 1,050,295

	Thirty-nine weeks ended September 28, 2024			
	Infrastructure	*Agriculture*	*Intersegment*	*Consolidated*
Geographical market:				
North America	$ 1,750,420	$ 441,198	$ (12,836)	$ 2,178,782
International	494,515	364,526	(83)	858,958
Total sales	$ 2,244,935	$ 805,724	$ (12,919)	$ 3,037,740
Product line:				
Transmission, Distribution, and Substation	$ 990,744	$ —	$ —	$ 990,744
Lighting and Transportation	694,877	—	—	694,877
Coatings	266,710	—	(7,321)	259,389
Telecommunications	176,649	—	—	176,649
Solar	115,955	—	(81)	115,874
Irrigation Equipment and Parts	—	730,798	(5,517)	725,281
Technology Products and Services	—	74,926	—	74,926
Total sales	$ 2,244,935	$ 805,724	$ (12,919)	$ 3,037,740

VALMONT INDUSTRIES, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in thousands, except per-share amounts)
(Unaudited)

	Thirty-nine weeks ended September 30, 2023			
	Infrastructure	*Agriculture*	*Intersegment*	*Consolidated*
Geographical market:				
North America	$ 1,743,635	$ 450,678	$ (12,042)	$ 2,182,271
International	518,142	459,901	(1,242)	976,801
Total sales	$ 2,261,777	$ 910,579	$ (13,284)	$ 3,159,072
Product line:				
Transmission, Distribution, and Substation	$ 927,094	$ —	$ —	$ 927,094
Lighting and Transportation	727,862	—	—	727,862
Coatings	270,201	—	(6,611)	263,590
Telecommunications	195,505	—	—	195,505
Solar	141,115	—	(1,242)	139,873
Irrigation Equipment and Parts	—	825,277	(5,431)	819,846
Technology Products and Services	—	85,302	—	85,302
Total sales	$ 2,261,777	$ 910,579	$ (13,284)	$ 3,159,072

A breakdown by segment of revenue recognized over time and revenue recognized at a point in time for the thirteen and thirty-nine weeks ended September 28, 2024 and September 30, 2023 was as follows:

	Thirteen weeks ended September 28, 2024			Thirty-nine weeks ended September 28, 2024		
	Point in Time	*Over Time*	*Total*	*Point in Time*	*Over Time*	*Total*
Infrastructure	$ 421,042	$ 335,328	$ 756,370	$ 1,241,229	$ 996,304	$ 2,237,533
Agriculture	254,854	8,951	263,805	776,625	23,582	800,207
Total net sales	$ 675,896	$ 344,279	$ 1,020,175	$ 2,017,854	$ 1,019,886	$ 3,037,740

	Thirteen weeks ended September 30, 2023			Thirty-nine weeks ended September 30, 2023		
	Point in Time	*Over Time*	*Total*	*Point in Time*	*Over Time*	*Total*
Infrastructure	$ 453,829	$ 299,797	$ 753,626	$ 1,316,931	$ 936,993	$ 2,253,924
Agriculture	288,780	7,889	296,669	883,797	21,351	905,148
Total net sales	$ 742,609	$ 307,686	$ 1,050,295	$ 2,200,728	$ 958,344	$ 3,159,072

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Valmont Industries, Inc. (the "Company", "Valmont", "we", "us", or "our"), headquartered in Omaha, Nebraska, is a global leader that provides vital infrastructure and advances agricultural productivity while driving innovation through technology.

Forward-Looking Statements

Management's discussion and analysis contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on assumptions that management has made in light of experience in the industries in which the Company operates, as well as management's perceptions of historical trends, current conditions, expected future developments, and other factors believed to be appropriate under the circumstances. These statements are not guarantees of performance or results. They involve risks, uncertainties (some of which are beyond the Company's control), and assumptions. Management believes that these forward-looking statements are based on reasonable assumptions. Many factors could affect the Company's actual financial results and cause them to differ materially from those anticipated in the forward-looking statements. These factors include, among other things, risk factors described from time to time in the Company's reports to the Securities and Exchange Commission, as well as future economic and market circumstances, industry conditions, company performance and financial results, operating efficiencies, availability and price of raw materials, availability and market acceptance of new products, product pricing, domestic and international competitive environments, and actions and policy changes of domestic and foreign governments.

This discussion should be read in conjunction with the financial statements and notes thereto, and the management's discussion and analysis included in the Company's Annual Report on Form 10-K for the fiscal year ended December 30, 2023. Segment net sales in the following table and elsewhere are presented net of intersegment sales. See Note 8 of our Condensed Consolidated Financial Statements for additional information on segment sales and intersegment sales.

Executive Overview

Results of Operations

Dollars in millions, except per-share amounts	Thirteen weeks ended September 28, 2024	Thirteen weeks ended September 30, 2023	Percent Change	Thirty-nine weeks ended September 28, 2024	Thirty-nine weeks ended September 30, 2023	Percent Change
Consolidated						
Net sales	$ 1,020.2	$ 1,050.3	(2.9)%	$ 3,037.7	$ 3,159.1	(3.8)%
Gross profit	301.7	315.1	(4.3)%	928.2	953.1	(2.6)%
as a percentage of net sales	29.6 %	30.0 %		30.6 %	30.2 %	
Selling, general, and administrative expenses	176.0	194.3	(9.4)%	523.6	580.1	(9.7)%
as a percentage of net sales	17.2 %	18.5 %		17.2 %	18.4 %	
Impairment of goodwill and other intangible assets	—	140.8	NM	—	140.8	NM
Realignment charges	—	4.2	NM	—	4.2	NM
Operating income (loss)	125.7	(24.2)	NM	404.6	228.0	77.4 %
as a percentage of net sales	12.3 %	(2.3)%		13.3 %	7.2 %	
Net interest expense	12.2	10.3	18.9 %	41.0	36.9	11.1 %
Effective tax rate	26.5 %	(44.6)%		25.0 %	41.4 %	
Net earnings (loss) attrib. to Valmont Industries, Inc.	83.1	(49.0)	NM	270.6	114.9	135.5 %
Diluted earnings (loss) per share	$ 4.11	$ (2.34)	NM	$ 13.34	$ 5.40	147.0 %
Infrastructure						
Net sales	$ 756.4	$ 753.6	0.4 %	$ 2,237.5	$ 2,253.9	(0.7)%
Gross profit	223.4	214.8	4.0 %	673.4	640.1	5.2 %
Selling, general, and administrative expenses	99.7	106.7	(6.7)%	298.3	321.7	(7.3)%
Impairment of goodwill and other intangible assets	—	3.6	NM	—	3.6	NM
Realignment charges	—	1.1	NM	—	1.1	NM
Operating income	123.7	103.4	19.6 %	375.1	313.7	19.6 %
Agriculture						
Net sales	$ 263.8	$ 296.7	(11.1)%	$ 800.2	$ 905.1	(11.6)%
Gross profit	78.3	100.3	(21.9)%	254.8	313.0	(18.6)%
Selling, general, and administrative expenses	49.5	61.9	(19.9)%	145.0	172.0	(15.6)%
Impairment of goodwill and other intangible assets	—	137.2	NM	—	137.2	NM
Realignment charges	—	0.9	NM	—	0.9	NM
Operating income (loss)	28.9	(99.7)	NM	109.8	2.9	3,682.3 %
Corporate						
Selling, general, and administrative expenses	$ 26.8	$ 25.7	4.3 %	$ 80.3	$ 86.4	(7.0)%
Realignment charges	—	2.2	NM	—	2.2	NM
Operating loss	(26.8)	(27.9)	(4.0)%	(80.3)	(88.6)	(9.3)%

NM = not meaningful
Figures above may be impacted by rounding

Overview, Including Items Impacting Comparability

On a consolidated basis, net sales decreased in the third quarter of fiscal 2024, as compared to the same period of fiscal 2023, with slightly higher net sales in the Infrastructure segment offset by lower net sales in the Agriculture segment. On a consolidated basis, net sales decreased in the first three quarters of fiscal 2024, as compared to the same period of fiscal 2023, with lower net sales in both the Infrastructure and Agriculture segments.

On a consolidated basis, gross profit and gross profit margin decreased in the third quarter of fiscal 2024, as compared to the same period of fiscal 2023, driven by a decrease in gross profit in the Agriculture segment partially offset by an increase in gross profit in the Infrastructure segment. Gross profit decreased in the first three quarters of fiscal 2024, as compared to the same period of fiscal 2023, while gross profit margin increased. Favorability from steel deflation, strong commercial execution, and pricing strategies in the Infrastructure segment were more than offset by lower volumes and pricing in Brazil in the Agriculture segment.

During the third quarter of fiscal 2023, management initiated a plan to streamline segment support across the Company and reduce costs through an organizational realignment program (the "Realignment Program"). The Realignment Program provided for a reduction in force through a voluntary early retirement program and other headcount reduction actions, which were completed by the end of fiscal 2023. The Board of Directors authorized the incurrence of cash charges up to $36.0 million in connection with the Realignment Program of which $35.2 million were incurred in fiscal 2023. This

included severance and other employee benefit costs totaling approximately $17.3 million within the Infrastructure segment, $9.1 million within the Agriculture segment, and $8.8 million within Corporate expense.

Consolidated selling, general, and administrative expenses (“SG&A”) decreased in the third quarter and first three quarters of fiscal 2024, as compared to the same periods of fiscal 2023, primarily driven by decreased compensation costs largely attributable to the Realignment Program in fiscal 2023.

In the third quarter and first three quarters of fiscal 2023, SG&A in the Agriculture segment included amortization of identified intangible assets of $1.6 million and $4.9 million, respectively, and stock-based compensation expense of $1.5 million and $5.8 million, respectively, from the Prospera subsidiary acquired in fiscal 2021. Prospera intangible asset amortization was $0.1 million and $0.3 million, respectively, and stock-based compensation expense was $1.3 million and $3.4 million, respectively, for the third quarter and first three quarters of fiscal 2024.

Consolidated operating income for the third quarter and first three quarters of fiscal 2024, as compared to the same periods of fiscal 2023, was impacted by the impairment of certain goodwill and other intangible assets totaling $140.8 million in fiscal 2023 and the lower SG&A as a result of the Realignment Program partially offset by decreased gross profit.

Acquisitions and Divestitures

In the third quarter of fiscal 2023, the Company acquired HR Products, a leading wholesale supplier of irrigation parts in Australia, included in the Agriculture segment.

In the second quarter of fiscal 2023, the Company divested Torrent Engineering and Equipment, an integrator of prepackaged pump stations in Indiana, included in the Agriculture segment.

Macroeconomic Impacts on Financial Results and Liquidity

We continue to monitor several macroeconomic trends and geopolitical uncertainties that have impacted or may impact our business, including inflationary cost pressures, supply chain disruptions, changes in foreign currency exchange rates against the United States (“U.S.”) dollar, rising interest rates, ongoing international armed conflicts, and labor shortages.

Net Interest Expense

Consolidated net interest expense increased in the third quarter and first three quarters of fiscal 2024, as compared to the same period of fiscal 2023, due to the increase in average outstanding borrowings on the revolving line of credit along with higher average interest rates.

Income Tax Expense

Our effective income tax rate in the third quarter and first three quarters of fiscal 2024 was 26.5% and 25.0%, respectively, as compared to (44.6)% and 41.4% in the same periods of fiscal 2023. The change in the effective tax rate was primarily the result of the impairment of goodwill in the third quarter of fiscal 2023, for which there was no related tax benefit.

Infrastructure Segment

	Thirteen weeks ended			
Dollars in millions	**September 28, 2024**	**September 30, 2023**	**Dollar Change**	**Percent Change**
Transmission, Distribution, and Substation	$ 342.4	$ 298.0	$ 44.4	14.9 %
Lighting and Transportation	229.2	252.6	(23.4)	(9.3)%
Coatings	88.0	89.0	(1.0)	(1.0)%
Telecommunications	64.3	59.6	4.7	7.8 %
Solar	34.6	55.9	(21.3)	(38.1)%
Total sales	$ 758.5	$ 755.1	$ 3.4	0.5 %
Operating income	$ 123.7	$ 103.4	$ 20.3	19.6 %

Dollars in millions	Thirty-nine weeks ended September 28, 2024	Thirty-nine weeks ended September 30, 2023	Dollar Change	Percent Change
Transmission, Distribution, and Substation	$ 990.7	$ 927.1	$ 63.6	6.9 %
Lighting and Transportation	694.9	727.9	(33.0)	(4.5)%
Coatings	266.7	270.2	(3.5)	(1.3)%
Telecommunications	176.6	195.5	(18.9)	(9.6)%
Solar	116.0	141.1	(25.1)	(17.8)%
Total sales	$ 2,244.9	$ 2,261.8	$ (16.9)	(0.7)%
Operating income	$ 375.1	$ 313.7	$ 61.4	19.6 %

Infrastructure segment sales were similar in the third quarter and first three quarters of fiscal 2024, as compared to the same periods of fiscal 2023. In the third quarter of fiscal 2024, a 4.8% increase in sales in North America was offset by a 13.1% decrease in sales in international markets, primarily attributed to a large international Solar utility-scale project in fiscal 2023 that did not recur in fiscal 2024.

Transmission, Distribution, and Substation sales increased in the third quarter and first three quarters of fiscal 2024, as compared to the same periods of fiscal 2023, due to a favorable project mix and higher volumes of distribution and substation products. These increases occurred amid strong utility market demand, driven by ongoing investments in the global energy transition and grid hardening.

Lighting and Transportation sales decreased in the third quarter and first three quarters of fiscal 2024, as compared to the same periods of fiscal 2023, due to lower sales volumes driven by lighting market softness, the strategic exit from lower margin products, and transportation project timing.

Coatings sales decreased in the third quarter and first three quarters of fiscal 2024, as compared to the same periods of fiscal 2023, due to lower sales volumes within international markets more than offsetting increased average selling prices.

Telecommunications sales increased in the third quarter of fiscal 2024 and decreased in the first three quarters of fiscal 2024, as compared to the same periods of fiscal 2023. The product line saw higher sales volumes in the third quarter of fiscal 2024 driven by increased carrier spending amid a stabilizing North American market environment while the first three quarters of fiscal 2024 were impacted by lower sales volumes as a result of a softer global market environment in the first half of fiscal 2024.

Solar sales decreased in the third quarter and first three quarters of fiscal 2024, as compared to the same periods of fiscal 2023, due to significantly lower sales volumes. This was the result of the non-recurrence of a large utility-scale project that occurred in fiscal 2023 and the second quarter of fiscal 2024 strategic decision to exit certain low-margin projects.

Infrastructure gross profit and gross profit margin increased in the third quarter and first three quarters of fiscal 2024, as compared to the same periods of fiscal 2023, as a favorable mix and pricing discipline contributed to increased average selling prices that more than offset the impact of steel index deflation.

Infrastructure SG&A decreased in the third quarter and first three quarters of fiscal 2024, as compared to the same periods of fiscal 2023, primarily due to decreased compensation costs as a result of the Realignment Program.

Infrastructure operating income increased in the third quarter and first three quarters of fiscal 2024, as compared to the same periods of fiscal 2023, primarily due to gross profit improvements along with decreased SG&A. In addition, we incurred severance costs totaling $1.1 million within the Infrastructure segment during the third quarter of fiscal 2023 related to the Realignment Program.

Agriculture Segment

Dollars in millions	Thirteen weeks ended September 28, 2024	Thirteen weeks ended September 30, 2023	Dollar Change	Percent Change
North America	$ 120.0	$ 126.8	$ (6.8)	(5.4)%
International	145.3	171.7	(26.4)	(15.3)%
Total sales	$ 265.3	$ 298.5	$ (33.2)	(11.1)%
Operating income (loss)	$ 28.9	$ (99.7)	$ 128.6	NM

Dollars in millions	Thirty-nine weeks ended September 28, 2024	Thirty-nine weeks ended September 30, 2023	Dollar Change	Percent Change
North America	$ 441.2	$ 450.7	$ (9.5)	(2.1)%
International	364.5	459.9	(95.4)	(20.7)%
Total sales	$ 805.7	$ 910.6	$ (104.9)	(11.5)%
Operating income	$ 109.8	$ 2.9	$ 106.9	3,682.3 %

In North America, Agriculture segment sales decreased in the third quarter and first three quarters of fiscal 2024, as compared to the same periods of fiscal 2023, driven by slightly lower irrigation equipment sales volumes. An increase in replacement sales due to severe weather events in fiscal 2024 was offset by continued market softness amid lower grain prices. Average irrigation selling prices were similar to fiscal 2023.

In international markets, Agriculture segment sales decreased in the third quarter and first three quarters of fiscal 2024, as compared to the same periods of fiscal 2023, due to significantly lower sales in Brazil, driven by normalizing backlog levels and lower grain prices impacting growers' buying behavior. This decline was partially offset by sales growth in the Europe, Middle East, and Africa ("EMEA") region along with incremental sales from the HR Products acquisition in fiscal 2023.

Sales of Technology Products and Services decreased in the third quarter and first three quarters of fiscal 2024, as compared to the same periods of fiscal 2023, due to lower hardware sales volumes.

Our Agriculture business is cyclical and is impacted by changes in net farm income, commodity prices, weather volatility, geopolitical factors, and farmer sentiment related to future economic uncertainty. We continue to monitor the potential impacts of these factors on our financial results including estimated U.S. net farm income, as released by the U.S. Department of Agriculture. In Brazil, we also actively track changes in grain prices and projected farm input costs to evaluate grower sentiment. Irrigation Equipment and Parts sales in North America are expected to remain below prior-year levels for the remainder of fiscal 2024.

Agriculture segment gross profit decreased in the third quarter and first three quarters of fiscal 2024, as compared to the same periods of fiscal 2023, primarily due to decreased sales volumes in North America and Brazil and decreased average selling prices in Brazil, partially offset by increased sales volumes in EMEA.

Agriculture segment SG&A decreased in the third quarter and first three quarters of fiscal 2024, as compared to the same periods of fiscal 2023, primarily due to decreased compensation costs, largely attributable to the Realignment Program, along with lower intangible asset amortization expense as a result of the third quarter of fiscal 2023 impairment of certain Prospera amortizing proprietary technology.

Agriculture segment operating income increased in the third quarter and first three quarters of fiscal 2024, as compared to the same periods of fiscal 2023, primarily due to the impairment of certain goodwill and other intangible assets in the third quarter of fiscal 2023 totaling approximately $137.2 million along with reduced SG&A, partially offset by the impact of lower sales volumes and a higher mix of project sales. In addition, we incurred severance costs totaling $0.9 million within the Agriculture segment during the third quarter of fiscal 2023 related to the Realignment Program.

Corporate

Corporate SG&A increased in the third quarter of fiscal 2024, as compared to the same period of fiscal 2023, due to increased insurance costs and incremental expense from changes in the valuation of deferred compensation plan liabilities. Charges related to changes in deferred compensation plan liabilities are offset by an opposite change in an equal amount included in “Other income (expenses)” for the change in deferred compensation plan assets. These increases were partially offset by decreased compensation costs primarily as a result of the Realignment Program in fiscal 2023.

Corporate SG&A decreased in the first three quarters of fiscal 2024, as compared to the same period of fiscal 2023, due to decreased compensation costs primarily as a result of the Realignment Program in fiscal 2023.

In addition, we incurred severance and other employee benefit costs totaling $2.2 million within Corporate expense in the third quarter of fiscal 2023 related to the Realignment Program.

Liquidity and Capital Resources

Capital Allocation Philosophy

We have historically funded our growth, capital spending, and acquisitions through operating cash flows and debt financing. The following are the capital allocation priorities for cash generated:

- working capital and capital expenditure investments necessary for future sales growth,
- dividends on common stock generally in the range of 15% of the prior fiscal year’s fully diluted net earnings,
- acquisitions, and
- return of capital to shareholders through share repurchases.

We intend to manage our capital structure to maintain our investment-grade debt rating. Our most recent ratings were Baa3 (positive outlook) by Moody’s Investors Service, Inc., BBB- (stable outlook) by Fitch Ratings, Inc., and BBB+ (stable outlook) by S&P Global Ratings. We expect to maintain a ratio of debt to invested capital which will support our current investment-grade debt rating.

In May 2014, the Board of Directors authorized the purchase of up to $500.0 million of the Company’s outstanding common stock from time to time over the next twelve months at prevailing market prices, through open market or privately negotiated transactions, including accelerated purchase agreements. The Board of Directors authorized an additional $250.0 million of share purchases in February 2015 and again in October 2018, and authorized an additional $400.0 million of share repurchases in February 2023. These authorizations have no expiration date. The purchases will be funded from available working capital and short-term borrowings and will be made subject to market and economic conditions. We are not obligated to make any repurchases and may discontinue the program at any time. As of September 28, 2024, we have acquired approximately 8.2 million shares for approximately $1,319.0 million under this share repurchase program.

Supplier Finance Program

We have a supplier finance program agreement with a financial institution that allows qualifying suppliers, at their election and on terms they negotiate directly with the financial institution, to sell their receivables from the Company. A supplier’s voluntary participation in the program does not change our payment terms, amounts paid, or payment timing, or impact our liquidity, and we have no economic interest in a supplier’s decision to participate. As of September 28, 2024 and December 30, 2023, our accounts payable on our Condensed Consolidated Balance Sheets included $40.8 million and $41.9 million, respectively, of our payment obligations under this program.

Sources of Financing

Our debt financing as of September 28, 2024 consisted primarily of senior unsecured notes and borrowings on our revolving credit facility.

Senior Unsecured Notes

Our senior unsecured notes as of September 28, 2024 were:

- $450.0 million face value ($433.9 million carrying value) notes that bear interest at 5.00% per annum and are due in October 2044, and
- $305.0 million face value ($295.3 million carrying value) notes that bear interest at 5.25% per annum and are due in October 2054.

We are allowed to repurchase the notes subject to the payment of a make-whole premium. Both tranches of these notes are guaranteed by certain of our subsidiaries.

Revolving Credit Facility

Our revolving credit facility with JPMorgan Chase Bank, N.A., as Administrative Agent and the other lenders party thereto, has a maturity date of October 18, 2026.

The revolving credit facility provides for $800.0 million of committed unsecured revolving credit loans with available borrowings thereunder to $400.0 million in foreign currencies. We may increase the credit facility by up to an additional $300.0 million at any time, subject to lenders increasing the amount of their commitments. The Company and our wholly owned subsidiaries, Valmont Industries Holland B.V. and Valmont Group Pty. Ltd., are authorized borrowers under the credit facility. The obligations arising under the revolving credit facility are guaranteed by the Company and its wholly owned subsidiaries, Valmont Telecommunications, Inc., Valmont Coatings, Inc., Valmont Newmark, Inc., and Valmont Queensland Pty. Ltd.

The interest rate on our borrowings will be, at our option, either:

(a) term Secured Overnight Financing Rate ("SOFR") (based on a one-, three- or six-month interest period, as selected by the Company) plus a 10 basis point adjustment plus a spread of 100 to 162.5 basis points, depending on the credit rating of the Company's senior unsecured long-term debt published by S&P Global Ratings and Moody's Investors Service, Inc.;

(b) the higher of

- the prime lending rate,
- the overnight bank rate plus 50 basis points, and
- term SOFR (based on a one-month interest period) plus 100 basis points,

plus, in each case, 0 to 62.5 basis points, depending on the credit rating of our senior unsecured long-term debt published by S&P Global Ratings and Moody's Investors Service, Inc.; or

(c) daily simple SOFR plus a 10 basis point adjustment plus a spread of 100 to 162.5 basis points, depending on the credit rating of the Company's senior unsecured long-term debt published by S&P Global Ratings and Moody's Investors Service, Inc.

A commitment fee is also required under the revolving credit facility which accrues at 10 to 25 basis points, depending on the credit rating of our senior unsecured long-term debt published by S&P Global Ratings and Moody's Investors Service, Inc., on the average daily unused portion of the commitments under the revolving credit agreement.

As of September 28, 2024 and December 30, 2023, we had outstanding borrowings of $168.0 million and $377.9 million, respectively, under the revolving credit facility. The revolving credit facility contains a financial covenant that may limit our additional borrowing capability under the agreement. As of September 28, 2024, we had the ability to borrow $631.8 million under this facility, after consideration of standby letters of credit of $0.2 million associated with certain insurance obligations. We also maintain certain short-term bank lines of credit totaling $38.6 million, $37.3 million of which were unused as of September 28, 2024.

Our senior unsecured notes and revolving credit facility each contain cross-default provisions that permit the acceleration of our indebtedness to them if we default on other indebtedness that results in, or permits, the acceleration of such other indebtedness.

The revolving credit facility requires maintenance of a financial leverage ratio, measured as of the last day of each of our fiscal quarters, of 3.50 or less. The leverage ratio is the ratio of (a) interest-bearing debt minus unrestricted cash in excess of $50.0 million (but not exceeding $500.0 million) to (b) earnings before interest, taxes, depreciation, and amortization, adjusted for non-cash stock-based compensation and non-cash charges or gains that are non-recurring in nature, subject to certain limitations ("Adjusted EBITDA"). The leverage ratio is permitted to increase from 3.50 to 3.75 for the four consecutive fiscal quarters after certain material acquisitions.

The revolving credit facility also contains customary affirmative and negative covenants or credit facilities of this type, including, among others, limitations on us and our subsidiaries with respect to indebtedness, liens, mergers and acquisitions, investments, dispositions of assets, restricted payments, transactions with affiliates, and prepayments of indebtedness. The revolving credit facility also provides for the acceleration of the obligations thereunder and the exercise of other enforcement remedies upon the occurrence of customary events of default (subject to customary grace periods, as applicable).

As of September 28, 2024, we were in compliance with all covenants related to these debt agreements.

The calculations of Adjusted EBITDA and the leverage ratio are presented in "Selected Financial Measures".

Cash Uses

Our principal cash requirements include working capital, capital expenditures, payments of principal and interest on our debt, payments of taxes, contributions to the pension plan, and, if market conditions warrant, occasional investments in, or acquisitions of, business ventures. In addition, we regularly evaluate our ability to pay dividends or repurchase stock, all consistent with the terms of our debt agreements.

Our businesses are cyclical, but we have diversity in our markets from a product, customer, and geographical standpoint. We have demonstrated the ability to effectively manage through business cycles and maintain liquidity. We have consistently generated operating cash flows in excess of our capital expenditures. Based on our available credit facilities, our senior unsecured notes, and our history of positive operational cash flows, we believe that we have adequate liquidity to meet our needs for fiscal 2024 and beyond.

We had cash balances of $200.5 million as of September 28, 2024 with approximately $155.8 million held in our non-U.S. subsidiaries. If we distributed our foreign cash balances, certain taxes would be applicable. As of September 28, 2024, we had a liability for foreign withholding taxes and U.S. state income taxes of $1.7 million and $0.6 million, respectively.

Cash Flows

The following table includes a summary of our cash flow information for the thirty-nine weeks ended September 28, 2024 and September 30, 2023:

	Thirty-nine weeks ended	
Dollars in thousands	**September 28, 2024**	**September 30, 2023**
Net cash flows from operating activities	$ 379,264	$ 190,868
Net cash flows from investing activities	(55,099)	(89,266)
Net cash flows from financing activities	(325,877)	(111,491)

Operating Cash Flows and Working Capital – Cash provided by operating activities totaled $379.3 million in the first three quarters of fiscal 2024, as compared to $190.9 million in the same period of fiscal 2023. The change in operating cash flows was primarily the result of favorable changes in working capital mainly driven by increased customer receipts including a $69.0 million order down payment received in the third quarter of fiscal 2024. This was partially offset by severance payments related to the Realignment Program totaling $11.8 million in the first three quarters of fiscal 2024.

Investing Cash Flows – Cash used in investing activities totaled $55.1 million in the first three quarters of fiscal 2024, as compared to $89.3 million in the same period of fiscal 2023. Investing activities in the first three quarters of fiscal 2024 primarily included capital spending of $53.8 million. Investing activities in the first three quarters of fiscal 2023 primarily included capital spending of $71.2 million and the acquisition of HR Products, net of cash acquired, of $31.8 million, partially offset by proceeds from a divestiture, net of cash divested, of $6.4 million and proceeds from property damage insurance claims of $6.8 million. We expect our capital expenditures to be in the range of $85.0 million to $95.0 million for fiscal 2024.

Financing Cash Flows – Cash used in financing activities totaled $325.9 million in the first three quarters of fiscal 2024, as compared to $111.5 million in the same period of fiscal 2023. Our total interest-bearing debt was $925.8 million as of September 28, 2024 and $1,138.1 million as of December 30, 2023. Financing activities in the first three quarters of fiscal 2024 primarily consisted of borrowings on the revolving credit facility and short-term notes of $37.4 million offset by principal payments on our long-term debt and short-term borrowings of $249.9 million, dividends paid of $36.3 million, the repurchase of common stock of $55.1 million, the purchases of redeemable noncontrolling interests of $17.7 million, and the net activity from stock option and incentive plans, including the associated withholding payments, of $3.9 million. Financing activities in the first three quarters of fiscal 2023 primarily consisted of borrowings on the revolving credit facility and short-term notes of $239.7 million, offset by principal repayments on our long-term debt and short-term borrowings of $136.6 million, dividends paid of $37.0 million, the repurchase of common stock of $166.7 million, and the net activity from stock option and incentive plans, including the associated withholding payments, of $10.2 million.

Guarantor Summarized Financial Information

We are providing the following information in compliance with Rule 3-10 and Rule 13-01 of Regulation S-X with respect to our two tranches of senior unsecured notes. All of the senior notes are guaranteed, jointly, severally, fully, and unconditionally (subject to certain customary release provisions, including the sale of the subsidiary guarantor, or the sale of all or substantially all of its assets), by certain of the Company's current and future direct and indirect domestic and foreign subsidiaries (collectively the "Guarantors"). The Parent is the Issuer of the notes and consolidates all of the Guarantors.

The financial information of the Issuer and the Guarantors is presented on a combined basis with intercompany balances and transactions between the Issuer and the Guarantors eliminated. The Issuer's or the Guarantors' amounts due from, amounts due to, and transactions with non-guarantor subsidiaries are separately disclosed.

Combined financial information for the thirteen and thirty-nine weeks ended September 28, 2024 and September 30, 2023 was as follows:

	Thirteen weeks ended		Thirty-nine weeks ended	
Dollars in thousands	**September 28, 2024**	**September 30, 2023**	**September 28, 2024**	**September 30, 2023**
Net sales	$ 683,626	$ 649,187	$ 2,066,805	$ 2,050,436
Gross profit	200,042	170,638	624,246	572,443
Operating income	83,740	50,986	277,824	208,993
Net earnings	52,830	36,121	174,052	109,277
Net earnings attributable to Valmont Industries, Inc.	52,830	35,687	174,052	108,227

Combined financial information as of September 28, 2024 and December 30, 2023 was as follows:

Dollars in thousands	**September 28, 2024**	**December 30, 2023**
Current assets	$ 835,959	$ 777,539
Non-current assets	843,598	872,016
Current liabilities	404,563	361,211
Non-current liabilities	1,298,408	1,436,131
Redeemable noncontrolling interests	—	10,518

Included in non-current assets is a due from non-guarantor subsidiaries receivable of $98,314 and $136,904 as of September 28, 2024 and December 30, 2023, respectively. Included in non-current liabilities is a due to non-guarantor subsidiaries payable of $256,781 and $216,633 as of September 28, 2024 and December 30, 2023, respectively.

Selected Financial Measures

We are including the following financial measures for the Company.

Adjusted EBITDA – Adjusted EBITDA is one of our key financial ratios in that it is the basis for determining our maximum borrowing capacity at any one time. Our bank credit agreements contain a financial covenant that our total

interest-bearing debt not exceed 3.50 times Adjusted EBITDA (or 3.75 times Adjusted EBITDA after certain material acquisitions), calculated on a rolling four fiscal quarter basis. The bank credit agreements allow us to add estimated EBITDA from acquired businesses for periods in which we did not own the acquired businesses. The bank credit agreements also outline adjustments for non-cash stock-based compensation and non-cash charges or gains that are non-recurring in nature, subject to certain limitations, to be included in the calculation of Adjusted EBITDA. If this financial covenant is violated, we may incur additional financing costs or be required to pay the debt before its maturity date. Adjusted EBITDA is a non-generally accepted accounting principles ("GAAP") measure and, accordingly, should not be considered in isolation or as a substitute for net earnings, cash flows from operations, or other income or cash flow data prepared in accordance with GAAP or as a measure of our operating performance or liquidity.

The calculation of Adjusted EBITDA for the four fiscal quarters ended September 28, 2024 was as follows:

Dollars in thousands		**Four Fiscal Quarters Ended September 28, 2024**
Net cash flows from operating activities	$	495,171
Interest expense		61,694
Income tax expense		101,662
Deferred income taxes		22,046
Redeemable noncontrolling interests		295
Net periodic pension cost		(545)
Contribution to defined benefit pension plan		21,625
Changes in assets and liabilities		(103,454)
Other		(2,006)
EBITDA	$	596,488
Realignment charges		31,030
Adjusted EBITDA	$	627,518

Dollars in thousands		**Four Fiscal Quarters Ended September 28, 2024**
Net earnings attributable to Valmont Industries, Inc.	$	306,568
Interest expense		61,695
Income tax expense		101,661
Depreciation and amortization		94,490
Stock-based compensation		32,074
EBITDA	$	596,488
Realignment charges		31,030
Adjusted EBITDA	$	627,518

Adjusted EBITDA, as presented, may not be comparable to similarly titled measures of other companies.

Leverage Ratio – The leverage ratio is calculated as the sum of interest-bearing debt minus unrestricted cash in excess of $50.0 million (but not exceeding $500.0 million) divided by Adjusted EBITDA. The leverage ratio is one of the key financial ratios in the covenants under our major debt agreements and the ratio cannot exceed 3.50 (or 3.75 after certain material acquisitions), calculated on a rolling four fiscal quarter basis. If those covenants are violated, we may incur additional financing costs or be required to pay the debt before its maturity date. The leverage ratio is a non-GAAP measure and, accordingly, should not be considered in isolation or as a substitute for net earnings, cash flows from operations, or other income or cash flow data prepared in accordance with GAAP or as a measure of our operating performance or liquidity.

The calculation of the leverage ratio as of September 28, 2024, was as follows:

Dollars in thousands		September 28, 2024
Interest-bearing debt, excluding origination fees and discounts of $25,790	$	925,831
Less: Cash and cash equivalents in excess of $50,000		150,477
Net indebtedness	$	775,354
Adjusted EBITDA		627,518
Leverage ratio		1.24

The leverage ratio, as presented, may not be comparable to similarly titled measures of other companies.

Financial Obligations and Commitments

There were no material changes in the Company's financial obligations and commitments during the thirty-nine weeks ended September 28, 2024. For additional information on the Company's financial obligations and commitments, refer to the "Cash Uses" section in Part II, Item 7 of the Company's Annual Report on Form 10-K for the fiscal year ended December 30, 2023.

Critical Accounting Estimates

The following accounting policies involve judgments and estimates used in preparation of the Condensed Consolidated Financial Statements. A substantial amount of management judgment is used in preparing financial statements. We must make estimates on a number of items, such as impairments of long-lived assets, income taxes, revenue recognition for the product lines recognized over time, inventory obsolescence, and pension benefits. We base our estimates on our experience and on other assumptions that we believe are reasonable under the circumstances. Further, we re-evaluate our estimates from time to time and as circumstances change. Actual results may differ under different assumptions or conditions. The selection and application of our critical accounting policies are discussed annually with our audit committee.

Other than the below, there were no changes in our critical accounting policies as described on pages 34 to 38 on Form 10-K for the fiscal year ended December 30, 2023 during the thirteen weeks ended September 28, 2024.

Impairment of Goodwill and Other Intangible Assets

We annually evaluate our reporting units for goodwill impairment during the third fiscal quarter, which usually coincides with our strategic planning process. We estimated the value of all fourteen of the reporting units identified for the fiscal 2024 goodwill impairment analysis utilizing a discounted cash flow model. The discounted cash flow model uses projected after-tax cash flows from operations (less capital expenditures) discounted to present value. We perform sensitivity analyses to determine what the impact of changes in key assumptions, including discount rates and cash flow forecasts, may have on the valuation of the reporting units. For the fiscal 2024 annual impairment test, none of our reporting units had an estimated fair value of less than its respective carrying value.

Most of our reporting units serve markets which are cyclical, and their sales and profitability may fluctuate from year to year. For our Solar and International Irrigation reporting units, with a combined goodwill of approximately $130 million, the amount of cushion or excess fair value above their carrying value determined in our annual impairment test was less than 15%. We believe these reporting units generate positive cash flows in excess of their current carrying value, and we will continue to monitor their prospects for growth and continuous improvement.

We continue to monitor changes in the global economy that could impact the future operating results of our reporting units. If such adverse conditions arise, we will test impacted reporting units for impairment prior to the annual test. In the evaluation of our reporting units, we look at the long-term prospects for the reporting unit and recognize that current performance may not be the best indicator of future prospects or value, which requires management judgment, most specifically around future cash flow projections.

Our indefinite-lived intangible assets consist of trade names. We assess the values of these assets apart from goodwill as part of the annual impairment testing. We use the relief-from-royalty method to evaluate our trade names, under which the value of a trade name is determined based on a royalty that could be charged to a third party for using the trade name in question. The royalty, which is based on a reasonable rate applied against estimated future sales, is tax-effected and discounted to present value. Based on our fiscal 2024 annual testing, none of our trade names had an estimated fair value of less than its respective carrying value.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There were no material changes in the Company's market risk during the thirty-nine weeks ended September 28, 2024. For additional information on the Company's market risk, refer to Part II, Item 7A of the Company's Annual Report on Form 10-K for the fiscal year ended December 30, 2023.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

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 defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures were effective in providing reasonable assurance that information required to be disclosed by the Company in the reports the Company files or submits under the Securities Exchange Act of 1934 is (1) accumulated and communicated to management, including the Company's Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosures and (2) recorded, processed, summarized, and reported, within the periods specified in the Commission's rules and forms.

Internal Control Over Financial Reporting

There were no changes in the Company's internal control over financial reporting during the quarter covered by this report that have materially affected, or are reasonably likely to affect materially, the Company's internal control over financial reporting.

PART II—OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

There were no material changes in the Company’s legal proceedings during the thirty-nine weeks ended September 28, 2024. For additional information on the Company’s legal proceedings, refer to Part I, Item 3 of the Company’s Annual Report on Form 10-K for the fiscal year ended December 30, 2023.

ITEM 1A. RISK FACTORS

There were no material changes in the Company’s risk factors during the thirty-nine weeks ended September 28, 2024. For additional information on the Company’s risk factors, refer to Part I, Item 1A of the Company’s Annual Report on Form 10-K for the fiscal year ended December 30, 2023.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

Periods	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs (1)
June 30, 2024 to July 27, 2024	—	$ —	—	$ 121,168,000
July 28, 2024 to August 31, 2024	133,500	285.87	133,500	82,999,000
September 1, 2024 to September 28, 2024	7,062	277.53	7,062	81,039,000
Total	140,562	$ 285.45	140,562	$ 81,039,000

(1) In May 2014, we announced a new capital allocation philosophy that covered a share repurchase program. The Board of Directors at that time authorized the purchase of up to $500.0 million of the Company’s outstanding common stock from time to time over the next twelve months at prevailing market prices through open market or privately negotiated transactions. In February 2015 and again in October 2018, the Board of Directors authorized an additional purchase of up to $250.0 million of the Company’s outstanding common stock with no stated expiration date. In February 2023, the Board of Directors increased the amount remaining under the program by an additional $400.0 million, with no stated expiration date, bringing the total authorization to $1,400.0 million. As of September 28, 2024, we have acquired 8,191,696 shares for approximately $1,319.0 million under this share repurchase program.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Exhibit No.	Description
22.1	List of Issuer and Guarantor Subsidiaries. This document was filed as Exhibit 22.1 to the Company's Quarterly Report on Form 10-Q (Commission file number 001-31429) for the quarter ended September 25, 2021 and is incorporated herein by reference.
31.1*	Section 302 Certificate of Chief Executive Officer
31.2*	Section 302 Certificate of Chief Financial Officer
32.1*	Section 906 Certifications of Chief Executive Officer and Chief Financial Officer
101	The following financial information from Valmont's Quarterly Report on Form 10-Q for the quarter ended September 28, 2024, formatted in Inline XBRL (eXtensible Business Reporting Language): (i) the Condensed Consolidated Statements of Operations, (ii) the Condensed Consolidated Statements of Comprehensive Income, (iii) the Condensed Consolidated Balance Sheets, (iv) the Condensed Consolidated Statements of Cash Flows, (v) the Condensed Consolidated Statements of Shareholders' Equity and Redeemable Noncontrolling Interests, (vi) Notes to Condensed Consolidated Financial Statements and (vii) document and entity information.
104	Cover Page Interactive File (formatted as Inline XBRL and contained in Exhibit 101)

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf and by the undersigned thereunto duly authorized.

VALMONT INDUSTRIES, INC.

/s/ THOMAS LIGUORI

Thomas Liguori
Executive Vice President and Chief Financial Officer

Dated the 30th day of October 2024

Exhibit 31.1

CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER

I, Avner M. Applbaum, certify that:

1. I have reviewed this quarterly report on Form 10-Q for the quarter ended September 28, 2024 of Valmont Industries, Inc.;

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

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

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

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

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

/s/ AVNER M. APPLBAUM

Avner M. Applbaum
President and Chief Executive Officer

Date: October 30, 2024

Exhibit 31.2

CERTIFICATION OF THE CHIEF FINANCIAL OFFICER

I, Thomas Liguori, certify that:

1. I have reviewed this quarterly report on Form 10-Q for the quarter ended September 28, 2024 of Valmont Industries, Inc.;

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

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

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

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

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

/s/ THOMAS LIGUORI

Thomas Liguori
Executive Vice President and Chief Financial Officer

Date: October 30, 2024

Exhibit 32.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

Pursuant to 18 U.S.C. Section 1350, as adopted

pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

The undersigned, Avner M. Applbaum, President and Chief Executive Officer of Valmont Industries, Inc. (the "Company"), has executed this certification in connection with the filing with the Securities and Exchange Commission of the Company's Quarterly Report on Form 10-Q for the quarter ended September 28, 2024 (the "Report").

The undersigned hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to his knowledge that:

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

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

IN WITNESS WHEREOF, the undersigned has executed this certification as of the 30th day of October 2024.

/s/ AVNER M. APPLBAUM
Avner M. Applbaum
President and Chief Executive Officer

CERTIFICATION OF CHIEF FINANCIAL OFFICER

Pursuant to 18 U.S.C. Section 1350, as adopted

pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

The undersigned, Thomas Liguori, Chief Financial Officer of Valmont Industries, Inc. (the "Company"), has executed this certification in connection with the filing with the Securities and Exchange Commission of the Company's Quarterly Report on Form 10-Q for the quarter ended September 28, 2024 (the "Report").

The undersigned hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to his knowledge that:

3. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

4. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

IN WITNESS WHEREOF, the undersigned has executed this certification as of the 30th day of October 2024.

/s/ THOMAS LIGUORI
Thomas Liguori
Executive Vice President and Chief Financial Officer